

Ref. No: Z-IV/R-39/D-2/174 & 207

Date : 28 May, 2019

<b>BSE Ltd.</b> Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Scrip: 532539	<b>National Stock Exchange of India Ltd.</b> Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Scrip: MINDAIND
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Dear Sirs,

**Sub: - Submission of Annual Secretarial Compliance Report for the year ended 31 March, 2019**

**Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February, 2019.**

In Compliance of **Regulation 24A** of SEBI (LODR) Regulations, 2015, we wish to inform that M/s. Sanjay Grover & Associates, Company Secretary in Practice were appointed as **Secretarial Auditors** of the Company. **They have carried out the Secretarial Audit of the Company for the year ended on 31 March, 2019.** We are enclosing herewith the Annual Secretarial Compliance Report, dated 27 May, 2019, issued by them, for the year ended on 31 March, 2019.

This is for your information and records please.

Thanking you,

Yours faithfully,

**For MINDA INDUSTRIES LTD.**

*Tarun Kumar Srivastava*

**TARUN KUMAR SRIVASTAVA**  
Company Secretary & Compliance Officer



Encl: As above. *as*

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

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website : www.cssanjaygrover.in

### Secretarial Compliance Report of Minda Industries Limited for the year ended 31 March, 2019.

I, Sanjay Grover, Managing Partner of Sanjay Grover & Associates have examined:

- (a) all the documents and records made available to me and explanation provided by Minda Industries Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2019** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018, where applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) \*Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) \*Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/guidelines issued thereunder;

\*No event took place under these regulations during the audit period.



**SANJAY GROVER & ASSOCIATES**

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.		None	

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.			None	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports is not applicable.**



New Delhi  
May 27, 2019

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P200IDE052900

Sanjay Grover  
Managing Partner  
CP No.: 3850, M.No.: 4223