

Ref. No. Z-IV/R-39/D-2/NSE/207 & 174
Date : 30/05/2022

National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Scrip: MINDAIND	BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Scrip: 532539
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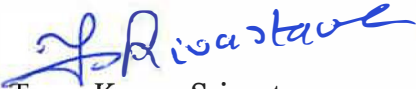
Sub: - Submission of Annual Secretarial Compliance Report for the year ended 31 March, 2022

Dear Sirs,

In compliance of **Regulation 24A of SEBI (LODR) Regulations, 2015**, we wish to inform that M/s. Sanjay Grover & Associates, Company Secretaries in Practice, New Delhi 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, 2022.** We are enclosing herewith the Annual Secretarial Compliance Report dated 24 May, 2022, issued by them, for the year ended on 31 March, 2022.

Thanking you,

Yours faithfully,
Minda Industries Ltd.


Tarun Kumar Srivastava
Company Secretary & Compliance Officer



Encl: as above.



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-38, 1st Floor, Defence Colony, New Delhi - 110 024
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Annual Secretarial Compliance Report of Minda Industries Limited for the year ended 31 March, 2022

[Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015]

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates have examined:

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

for the year ended **31 March, 2022** ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during Review Period);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (Not applicable during the Review Period);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [herein after referred as PIT Regulations];

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
Not Applicable			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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 Exchanges (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/ show cause notices	Details of action taken e.g. fines, warning letter, debarment, etc.	Observation / remarks of Practicing Company Secretary, if any
1	SEBI against the listed entity	During the period October 1, 2018 to December 31, 2018 two designated persons had traded and not disclosed their trades in terms of Regulation 7 of PIT Regulations to the Company. SEBI vide show cause notice dated September 11, 2020, stated that the listed entity and Compliance Officer should have ascertained the trades done by the said designated persons basis weekly benpos and suo-moto should have disclosed the violations. The proceedings were initiated against them.	The listed entity & Compliance Officer proposed to settle the instant proceedings initiated against them, without admitting or denying the findings of fact and conclusions of law, through a settlement order and the Applications filed under SEBI (Settlement of Administrative and Civil Proceedings) Regulations 2018.	The listed entity & Compliance Officer remitted the settlement amount to SEBI and the stated orders were passed thereafter.
2	SEBI against the Compliance Officer		Two separate settlement orders both dated May 13, 2022, have been passed by the Adjudicating Authority on payment of settlement amount of Rs. 5,47,188/- for Company and Rs. 10,62,500/- for Compliance Officer.	



d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

During the Audit Period, Statutory Auditors were appointed for a period of five years by shareholders of the Company by passing a resolution on August 12, 2021 and in this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



Place: New Delhi
Date: May 24, 2022

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht

Devesh Kumar Vasisht
Partner

CP No.: 13700 / Mem. No. F8488
UDIN: F008488D000378770

CERTIFIED TRUE COPY
For **Minda Industries Limited**

Devesh Kumar Vasisht

Company Secretary