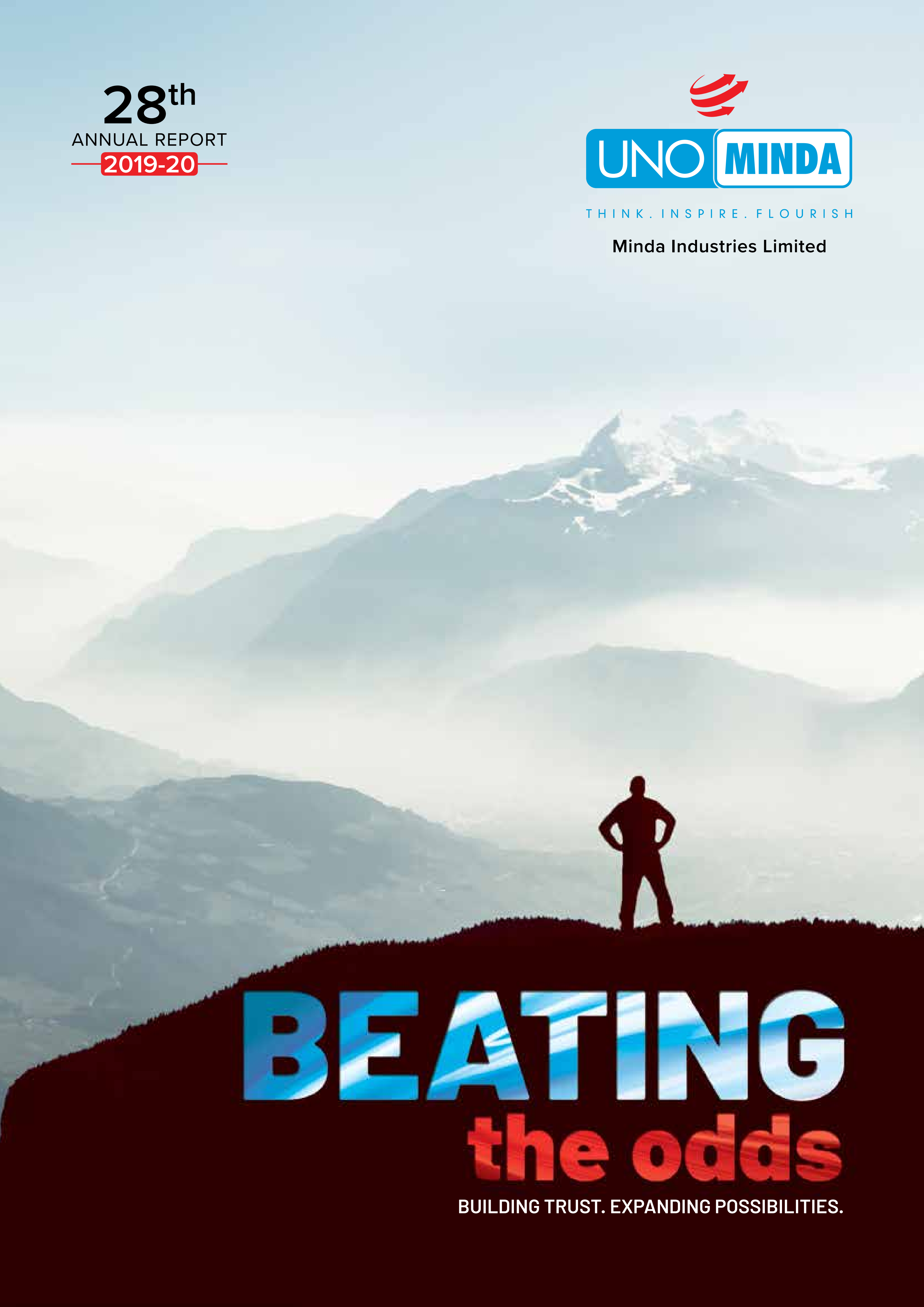
28th ANNUAL REPORT 2019-20

UNO MINDA

THINK. INSPIRE. FLOURISH

Minda Industries Limited



BEATING the odds

BUILDING TRUST. EXPANDING POSSIBILITIES.

Building Trust. Expanding Possibilities.

Walking along the path of persistence and perseverance, comes success. Every attempt, big or small, brings along opportunities to learn and surmount new obstacles. Every change, predictable or unpredictable, builds our ability to adapt and innovate. Together these build trust that translate into strength.

Every challenge and adversity offers a chance to explore and flourish. It brings along the possibility to further expand the existing horizon, while growing on the way, beating all the odds.

For more investor related information please visit https://www.unominda.com/investor

or simply scan to browse

Beating the Odds

Sustenance. Experience. Strength. Development.

Sustenance leads to ***experience.***

Experience leads to ***strength.***

Strength leads to ***development and being future ready.***

Together these build positivity to beat any doubts.

It aids building determination to defeat obstructions.

It nurtures the ability for ***beating the odds.***

At a time when it is crucial for all the auto component manufacturers to sustain in prevailing conditions,

At a time when delivering on stakeholders' expectations is more important than ever,

Our diverse range of products, impeccable service and cutting-edge technology is helping us beat the odds. It equips us with a strength that helps turn every odd into an opportunity.

Backed by strong R&D, customer-centric approach and state-of-the-art technology, the Company is instrumental in developing brilliant and pioneering solutions for the existing as well as future trends.

Beating the odds pens down the story of Minda Industries Limited's ('MIL') strategy of using its strengths and relationships built over the years. It is a narrative demonstrating how we continue to be robust despite the prevailing industry scenario while confidently striding towards the future.

Himalayan Rallies are at the epitome of 'Beating the Odds' as the terrains and weather - the odds are stacked for the rider.

Across the Pages

INVESTOR INFORMATION

BSE Code	**: 532539**
NSE Symbol	**: MINDAIND**
Bloomberg Code	**: MNDA: Natl India**

5,465 Crore

Revenue

619 Crore

Earnings before interest, tax, depreciation and amortisation

266 Crore

Profit before tax

Before Exceptional Item

Switching Systems

2,014 Crore

Revenue

199 Crore

EBITDA

Lighting Systems

1,223 Crore

Revenue

95 Crore

EBITDA

Other Products

794 Crore

Revenue

74 Crore

EBITDA

Acoustic Systems

653 Crore

Revenue

47 Crore

EBITDA

Light Metal Technology

781 Crore

Revenue

204 Crore

EBITDA

After Market Sales

558 Crore

Revenue

11 Crore

EBITDA

Chairman and Managing Director's Message

Despite significant decline across segments, we focused on limiting the decline through our diversified product portfolio, customer mix and cost management drive.

Dear Stakeholders,

The financial year 2019-20 saw the Indian automobile industry battered by an unprecedented growth. The slowdown in the economy shadowed its effects on the industry, resulting in the worst performance ever in last 20 years. The depressed demand over the last one year, forced manufacturers to cut production output and offer steep discounts. Moreover, the transition from BS IV to BS VI also added to the fall. Overall, the sector saw a double-digit decline of 15% in volume terms on y-o-y basis. Lastly, towards the end of the financial year, Covid-19 struck India, which resulted in the temporary shutdown of economic activities. This further dampened the industry sentiments and prodded production cuts.

Demonstrating the strength and robustness of our business model, in these subdued market conditions, we continued our pursuit of excellence. We continued to perform better than the industry, while beating the odds. Our relentless focus on innovation has continued to differentiate MIL. This has helped us design products with prime importance and relevance with respect to the future. With the right capabilities and strategies, we are fully aligned with the megatrends that will shape our markets and drive the future growth.

Performance highlights

Despite significant decline across segments, we focused on limiting the decline through our diversified product portfolio, customer mix and cost control drive. Aligned with our business principles, we are continuously exploring opportunities to optimise overall revenue mix while being focused on enhancing the kit value.

Highlights for the year

Our technology acquisitions and collaborations have helped us find our strengths and attain technological leadership in the industry. Over the years, they have assisted in making good progress while contributing a significant share to the revenues. To seize all the exciting future opportunities through sustainable platforms, we entered into a definitive agreement with shareholders of the Germany-based automotive lamps engineering, design and testing Company, Delvis Gmbh. The acquisition is a part of our strategy to strengthen technological capabilities in existing product lines. Navigating the global lighting technology, this acquisition will help us leverage extensive R&D capabilities of Delvis in the Indian automotive space. ***Refer page 18***

Harita Seating Systems is a quality-focused, system-driven organisation, engaged in manufacturing, product development and sales of driver seats and bus passenger seats. Last year, the Company approved the merger of HSSL with MIL. The matter has been delayed due to Covid-19, but once we have approval in place it will take around 3 months roughly to complete the entire process thereafter.

I am glad to inform that during the year, the merger process of 4 wholly-owned subsidiaries was completed. This merger will help us realise synergies and economy of scale benefits besides strengthening our standalone balance sheet.

As part of our consolidation strategy, the Company has planned acquisition and amalgamation of Minda I Connect Private Limited into MIL at an equity valuation of ₹ 17 Crores. The merger process will be taken through SEBI exchanges and it has been filed with the exchanges for approval.

Innovation and more

We continued to invest in innovation to target the future growth, in line with our strategy and purpose. In addition, our recent technology acquisitions and investments are delivering product development opportunities which could generate meaningful sales over the next five to ten years. The team at our technical centre 'CREAT' have identified future areas for UNO MINDA. These include segments like:

- Controllers
- Lighting
- Advanced Driver Assistance Systems
- Infotainment & Connectivity
- Telematics & IOT
- Electric Vehicle Technologies

Refer page 20

Covid-19 Response

As the global impact of Covid-19 continues to evolve, UNO MINDA's leadership team is continuing to closely monitor the situation along with support from UNO MINDA's Covid-19 Task Force. The actions we have taken and will continue to take have the health and safety of UNO MINDA associates and our communities as the primary focus. We have communication and business plans in place for every UNO MINDA location around the world, assisting our leadership teams in making swift decisions pertaining to facility operations in accordance with all local, state, and national government orders and mandates.

We have taken hard calls in eliminating waste and aligning our variable costs to revenue and have instilled tighter controls on working capital management. Future growth investments are being examined in line with our long-term strategy while R&D expenses needed to secure our future are not compromised upon.

There is no doubt that no matter where you are in the world, Covid-19 has had an impact on your daily life. By working together to stay informed and educated, we will stay ahead of this situation and make the right and best decisions to ensure the safety of our families, friends, customers, and supply partners.

Our industry and our world have UNO MINDA's commitment to health and safety during this crisis and beyond. To the 22,000 global members of #TeamUNOMINDA: thank you for continuing to do what is best for UNO MINDA and our communities every day. We are in this together.

Going further, the current situation has opened several opportunities for India to acquire new room in the overseas markets. As companies across the world look to de-risk and diversify their supply chains or relocate their manufacturing hubs, we will continue to explore and leverage our capabilities.

We have renewed our commitment to collaborate for a greater good of our stakeholders. I would like to take this opportunity to show our appreciation to our employees who, individually and collectively, make us a better and stronger organisation. I also extend my gratitude to our customers, stakeholders, and suppliers for their loyalty and trust in us. Lastly, I express my sincere appreciation to all shareholders for their continued support.

Thank you for believing in us and being our companion in this journey of beating the odds!

Best wishes,

Nirmal K Minda
Chairman & Managing Director

Who we are...

Minda Industries Limited ('MIL' or 'the Company'), had a humble beginning in the year 1958, is the flagship Company of the UNO MINDA Group.

What we do

We are a technology leader in the auto components industry, and a leading tier-1 supplier of proprietary automotive solutions to OEMs. We manufacture automobile components for Original Equipment Manufacturers (OEMs).

Our presence

Our Group is a global player in the automotive sector with overseas manufacturing facilities in 8 countries; Indonesia, Vietnam, Spain, Mexico, Morocco, Colombia and Germany, along with design offices in Taiwan, Spain and Germany.

We have over 62 manufacturing plants across the world and JVs/ Technical Agreements with the globally renowned technology leaders from Japan, Italy, and Taiwan. Our endeavour is to deliver high technology and quality products to our global customers .

UNO MINDA Group

Group Vision

To be a **Sustainable Global** organisation that enhances value for all its **Stakeholders**, attains **Technology Leadership** and cares for its people like a **Family**.

The Vision Decoded

Sustainable:

A business model that is dynamic, responsive, self-evolving and resilient over time which meets the needs of the present without compromising the ability to meet the needs of future. It successfully manages technological, financial, social, and environmental risks, obligations, and opportunities, from time to time.

Global:

Having manufacturing footprints in all major geographies Globally i.e. Asia, Africa Europe, North America, and South America.

Stakeholders:

- Customers
- Employees
- Suppliers
- Technical Collaborators
- Community
- Shareholders

Technology Leadership:

UNO MINDA would attain leadership in technology of its products and processes through JV partners, Own R & D, Contract research, and M & A.

Employee Care:

UNO MINDA would

- Be a like a family that employees could relate to and feel that they are a part of it - Company and employees would care for each other at all times.
- Grow its employees so that they are able to realise and unlock their full potential

Values

- Customer is Supreme
- Live Quality
- Encourage Creativity and Innovation to Drive People, Process & Products
- Respect for Individual
- Respect for Work-Place Ethics

*UNO MINDA Group

₹7,200 Crore
Group Turnover

62
Plants Globally

8
Countries

17
Joint Ventures/
Associations

260+
Product Patents

250+
Design Registrations

10+
R&D Centers

20+
Product Lines

5
Acquisitions

22,000+
Employees

MIL'S SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

DOMESTIC SUBSIDIARIES

- MKL (68%)
- MJ Casting (100%)*
- MACL (100%)*
- MDSL (100%)*
- MKAWL (70%)
- Minda TG Rubber (51%)
- Minda Rinder (100%)*
- MSBPL (100%)
- YA Auto (51%)
- MRPL (51%)
- MITIL (60%)
  - MPPL (95%)
- Minda Katolec (51%)

OVERSEAS SUBSIDIARIES

- Global Mazinkert (100%)
- LSTC (100%)
- Clarton Horn, Spain (100%)
- Clarton Horn, Morocco (100%)
- Clarton Horn, Mexico (100%)
- CH Signalkoustic (100%)
- PTMA (100%)
  - PTMT (100%)
- Sam Global (100%)
  - MIVCL (100%)
  - Minda Germany GmbH (100%)
    - Delvis GmbH (100%)
      - Delvis Products (100%)
      - Delivs Services (100%)
  - Minda Korea Co. (100%)
- iSYS RTS GmbH (80%)

JOINT VENTURES & ASSOCIATES

- METL (49%)
- Rinder Riduco (50%) (Via LSTC)
- ROKI (49%)
- Minda TTE DAPS (50%)
- MNGTL (26%)
- Denso Ten Minda (49%)
- Minda D Ten (51%)
- KMAC (30%)
- Auto Component (49%)
- Yogendra Engineering (49%)
- TG Minda (48%)
- Minda Onkyo (50%)
- Kosei Minda Mould (49%)

*Merged with Minda Industries Limited vide Hon'ble NCLT Order dated June 01, 2020

Beating the Odds
with a robust business model

Our Resources

Financial capital
₹ 3,279 Crore Capital employed

₹ 730 Crore Cash capital expenditure

Manufacturing capabilities
62 Manufacturing sites

20+ Product categories

Intellectual capital
5% Investments in R&D

260+ Patents filed

250+ Designs filed

12 Product engineering centres

700+ Engineers

75+ R&D technology projects

10+ R&D centres

Social and relationship capital
50+ Customers globally

300+ Strategic suppliers

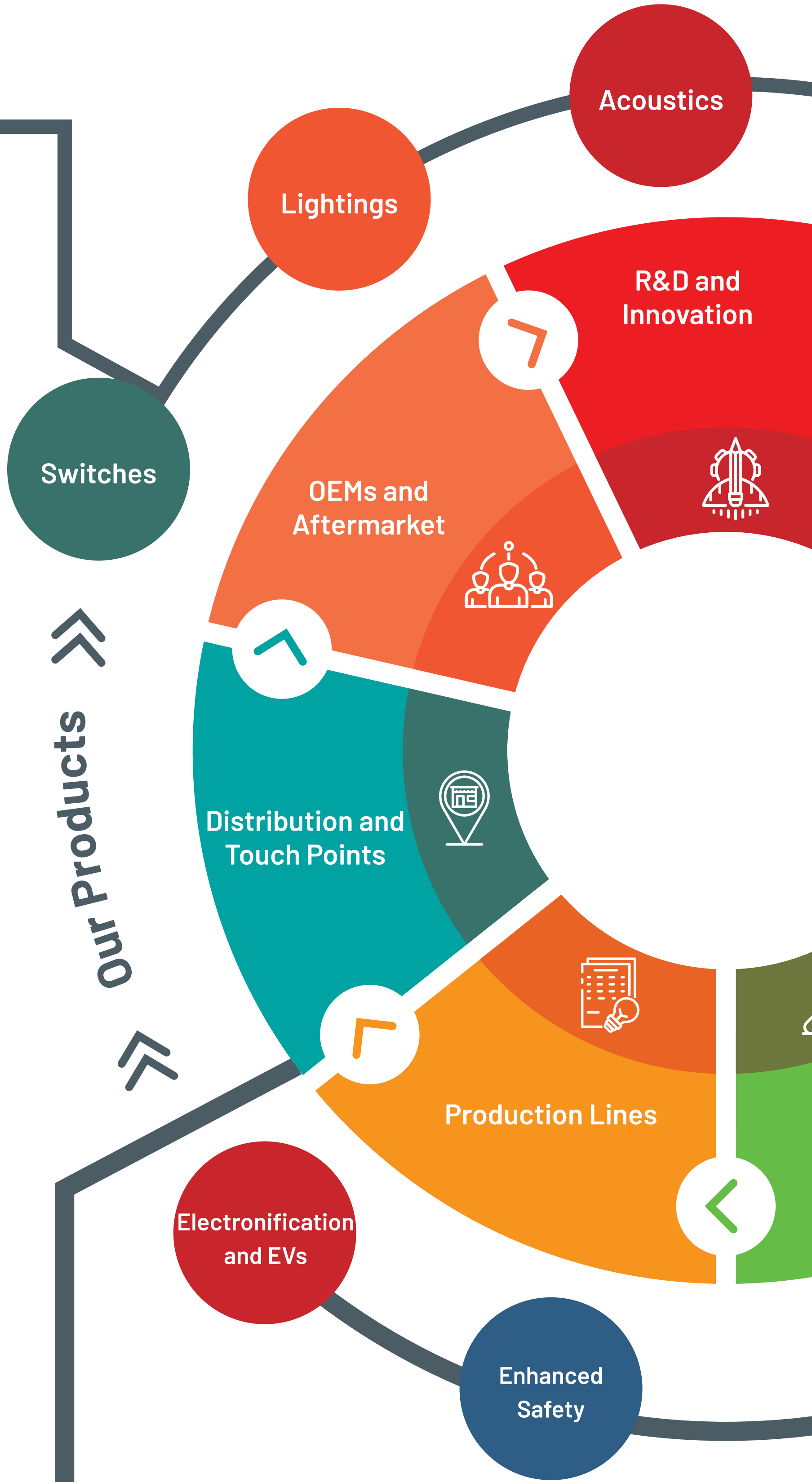
Human capital
22,000+ Employees

4:1 Gender composition

750 Overseas employees

Natural capital
18,26,832 Kwh Energy generated from all renewable sources

3000 Trees planted



Value Creation

Superior performance and growth

₹ **5,465** Crore Revenues

11.45% EBITDA Margins

Diverse product portfolio

Switches

Largest manufacturer in India, globally for 2W switches

Horns

Largest manufacturer globally

PV Alloy Wheels

Largest installed capacities in India

Human capital

> 95% Talent nurtured in-house

Social capital: Touching lives

10,700 People benefitted

16 Vocational training and education centres

Shareholder

Issues of Interest

- Enhancing business competitiveness and business direction
- Managing both short and long-term organisational risks
- Disclosing both transparent information and Corporate Governance

Benefits to Stakeholders

- Builds confidence in the organisation and investment
- Access to accurate information
- Maintenance of shareholders' rights in accordance with rules and laws

Engagement Channels

- Annual General Meeting
- Annual Report and CSR Report
- Company visits by shareholders
- Shareholder satisfaction survey
- Whistle-blower channel
- Contact through the Company secretary
- Website
- Earnings calls
- Investors Conference and Roadshows
- Plant visits
- Analyst meets

Actions and Responses

- Collaboration with the relevant agencies and other companies to improve operational efficiency and products
- Analysis, monitoring, and preparation of measures for managing short-term risks, emerging risks, and other prospective risks in the next three to five years
- Provide transparent information in accordance with SEBI standards. We have implemented compliance with insider trading
- Offer channels for shareholders to submit their opinions and complaints directly

Beating the Odds with meaningful engagement

Business Partner

Issues of Interest

- Operating with integrity, transparency, and fairness
- Receiving high-quality products and services at a fair price
- Improving business competitiveness and business direction in the future

Benefits to Stakeholders

- Collaborating with the producer, raw material and service suppliers, encouraging compliance with business conduct
- Facilitating knowledge and help suppliers develop technology and environmentally innovative products
- Receiving quality products as desired by customers
- Building trust and confidence

Engagement Channels

- Annual supplier meeting and annual customer meeting once a year
- Monthly meeting with suppliers
- Supplier registration
- Customer satisfaction survey
- Various media channels such as newsletters, magazines, and social media
- Joint CSR activities
- Quarterly analyst meeting
- Whistle-blower channel
- Contact through Company website

For harnessing the right energies of engagement, it is important to create and clearly articulate vision through all the stages.

MIL advances its business activities while interacting with various stakeholders. We believe establishing good relations is an essential part of improving corporate value.

To create a better society, we clarify our responsibility to stakeholders in our business activities. We continuously engage with our stakeholders, through dialogue, as a helpful means to avoid getting biased by logic and preconceptions. MIL fulfils its social responsibility while reflecting stakeholder opinions and the needs of society in its corporate activities.

Community, Society, and the Environment

Issues of Interest

- Impact on community, society, and the environment, as a result of the Company's operations
- Disclose Company's information and performance with accuracy and regularity
- Transparent and auditable management procedures

Benefits to Stakeholders

- Minimise the business impact that it might have on the environment and society
- Conform to environmental laws
- Create income and jobs for local people
- Build good relations with other organisations

Engagement Channels

- Regular community visit
- CSR activities
- Community satisfaction survey
- Join the Government network
- Communication activities with media through all media channels
- Company visits by media
- Whistle-blower channel
- Contact through Company website

Actions and Responses

- Operating business with due care to prevent prospective impacts on community, society, and the environment
- Communicating and disclosing the completed, accurate, and updated information. In addition, listening to opinions and complaints from community, society, NGO, and media
- Appointing the responsible department to perform appropriate liaison with public sector
- Complying strictly to the relevant laws

Employee

Issues of Interest

- Providing compensations, benefit, and fair workplace conditions
- Managing occupational health and safety

Engagement Channels

- Various communication channels and Company's internal online system
- Employee satisfaction and engagement survey
- Whistle-blower channel
- Contact through Company website
- Internal web portal Minda Sparsh powered by Sucess factors

Actions and Responses

- Providing channels for employees to submit their opinions and complaints directly to executives
- Developing employees' capabilities continuously
- Encouraging occupational health and safety
- Providing adequate compensations and benefits to employees

Beating the Odds

by building strength and reinventing

Synergies bring the combined power of entities while multiplying benefits. It's collective results are greater than sum of discreet efforts.

We value our collaborations with our global partners. Our endeavour is to ensure that we work together to multiply, rather than duplicate. We strive to cope up with the ever-evolving needs from the Indian markets while creating a future-ready organisation. Being at an inflection point, we endeavour to benefit from the changing paradigm towards electrification and EVs. We aspire to meet these changing demands with our collaborations and co-create values for each other along with customers.

1995

TOKAI RIKA
JV - Panel & Control Switches

2010

emer
JV - CNG & LPG Kits

ROKI
JV - Air Filters Canisters

Kosei
JV - Alloy Wheels

2011

TOYODA GOSEI
JV- Steering Wheel with Airbags Body Sealing, Fuel Caps, Hoses

KYORAKU NAGASE
JV- Blow Molding Components

TORICA
JV – Raw Material Trading

2012

DENSO TEN
JV - Car Infotainment Systems

2013

CLARTONHORN
M&A Horns

2016

ONKYO
JV - Speakers

rinder
M&A 2W Light

LightSystems
M&A LSTC

2017

KATOLEC
JV – Printed Circuit Boards (PCB) Box Build Assemblies

TTE
JV- Driving Assistance Systems & Products (DAPS)

2018

Sensata Technologies
TLA for Sensors

iSYS RTS
M & A Embedded Systems

2019

Harita Seating Systems Ltd
M & A Seating Systems (Transaction in process)

KPIT
Acquisition of Technical know how - Telematics

DELVIS
M & A Lighting Solutions

2020

DAYOU GLOBAL
TLA for LPDC Alloy Wheels

Beating the Odds

technology led acquisitions

About Delvis

Delvis is an established partner encompassing all businesses in the automotive industry in the areas of design, electronics and lighting engineering. Delvis designs, develops, and realises innovative concepts and solutions for the next-generation vehicles.

MIL + Delvis = A multiplier

Being a significant player in the automotive lighting space worldwide, the acquisition of Delvis will help MIL strengthen its hold in the Indian automotive lighting space. The advent of LED-based lighting products has brought about a major shift in the technology used in the automotive lighting industry. While the global markets migrated to LED about 8-10 years ago, the Indian market has started demanding the technology only now. This acquisition will help us fill this gap with cutting edge technology that Delvis offers to the global markets. We are hopeful of leveraging healthy relations of Delvis with premium OEMs, thereby allowing us to strengthen our footprints in the category.

Benefits

- Broaden its product offering, especially LED Head Lamps
- Build a robust pipeline of new product launches
- Improve our share of business with OEMs
- Improve revenue mix
- Access to global markets with manufacturing base located in low cost countries like India and Indonesia
- Compliment both LSTC and iSYS RTS
- Strengthen the Group's European foothold

(LSTC is part of our two-wheeler lighting business, a design center based in Bilbao, Spain and iSYS Company, which we acquired in lighting and controllers in Germany last year)

Beating the Odds

with expansion and moving up the value chain

Ingenuity and passion are catalysts for innovation. They combine the best internal ideas with the best external ones to foster opportunities for building competitive advantage in a world of rapid change.

Our employees are passionate about accelerating the pace of innovation at a time when industry provides with newer opportunities in BS VI segment, and EVs, among others. At MIL, we have created a backdrop where employees value each other's individuality and system of beliefs. We encourage an ecosystem where they can work together to enhance their own capabilities. It is precisely this kind of environment that breeds and facilitates new ideas that can change the future. Working passionately at our Centre for Research, Engineering and Advance Technologies (CREAT), our engineers are involved in designing and testing of world-class products from the future.

R&D Vision

Self-Reliance

Skill Upgradation, Technology Absorption, Technology Acquisition and Technology Creation

Innovation and Creativity

Fields of Products, Processes and Services

Integration with Electronics

Exploring Ways to Master Electronic Embedded Systems for Inclusion in our Products

Robust NPD Process

First Time Right with Global Quality Standards and On-Time Completion of Projects

UNO MINDA

700 +	12 Product	260+	250+
Engineers	Engineering Centers	Patents	Design Registrations

Organisation

- Two Tier Engineering organisation
- Business focused Product Engineering teams attached to Business
- Global Technical Centers with focus on advanced & future technology

Vision

- Focus on Technology Leadership
- Component Supplier to System Supplier
- New Technology and Advanced Product Incubation
- Higher Electronics & Software Content
- Feature Integration and consolidation

Pune, India

INITIA CREAT

Embedded Electronics Design Studio

Munich, Germany

iSYS RTS

Embedded Electronics Engineering Services

Bilbao, Spain

LightSystems

Optics & Lighting

Regensburg, Germany

DELVIS

Advance Lighting Systems

About 'CREAT'

- CREAT – Center for Research Engineering and Advanced Technologies
- CREAT innovates, develops and tests embedded electronics products related to Connected vehicles, Telematics, ADAS, infotainment, EV technologies, Controllers & sensors, advanced lighting and technologies related to next-generation of automotive needs
- Works in collaboration with other entities of UNO MINA Group and external technology providers
- Team of engineers and designers that specialise in software, hardware, mechanical and creative design work on
  - Product Engineering – Ideation to Series production
  - Forward Model Engineering
  - New Products Incubation and New Technologies research
  - Center of excellence on Material Sciences, surface coating
  - Specialisation in Signal & Power Integrity, High speed simulation

170+

Designers

Hardware, Software & Testing

Motor Controller

- DC DC Converters
- On Board Charges
- Batter Management System
- Battery Packs
- Battery Disconnect Units
- Smart Plugs
- Charging Interface ECU

In-vehicle Experience

- Heads Up Display
- Cockpit Displays
- Driver Monitoring
- Rear Seat Entertainment
- Integrated Control Panels

Connectivity

- AIS 140 TCU
- 3G/4G TCU
- Intelligent Transport System
- Fleet Management Tracker
- BTLE Modules
- FOTA Solutions
- EV TCU

Convenience & Safety

- Body Control Moudles
- Wireless Chargers
- RPAS
- Collision Avoidance
- Lighting Electronics
- Adaptive Front Lighting
- Ambient Lighting
- Multi Function Controllers
- Driver Assistance Systems (BLIS, CTAS, LDW, SCBS etc)

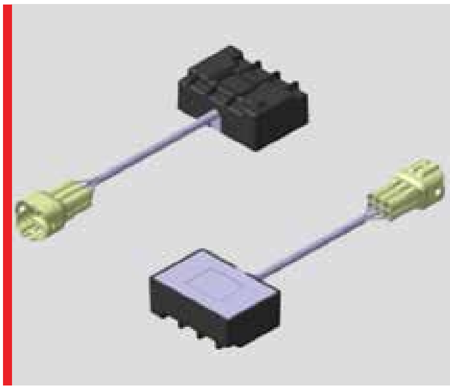
New Developmets:

Automotive Wireless Charger

- Successful launch of Automotive Wireless Charger with MSIL
- Under Deisgn & Development for Tata & Mahindra SOP in Q3
- Under Deisgn & Development for other Major OEM's for Various Applications of Wireless Charger

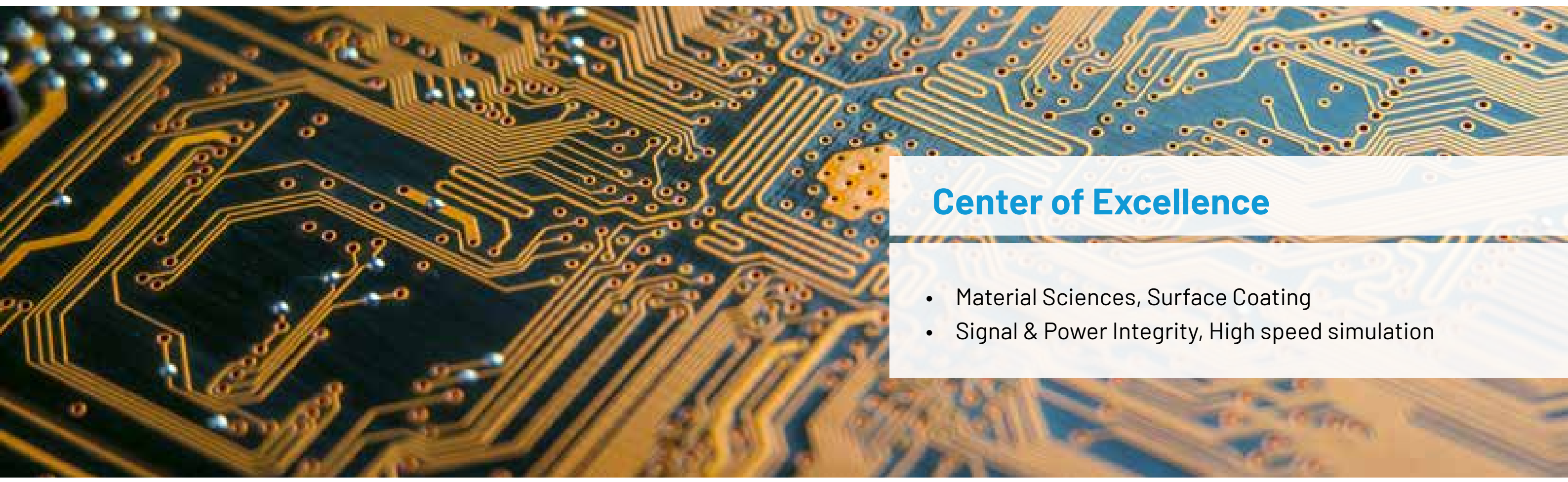
Smart Plug

- Successful Launch of Smart Plug for TVS E Cute Electric Scooter



2 / 3 W Telematics

- Development Completed of 2W Telematics with Royal Enfield
- Development Completed of 3W Telematics with Bajaj



Center of Excellence

- Material Sciences, Surface Coating
- Signal & Power Integrity, High speed simulation

200+	25+	100+	4000 Sq. Ft.
Years of Collective Experience	Design Specialits	Design Projects	Studio Space

About 'INITIA'

INITIA, an independent design studio focused on user-centric feasible designs, is an fully-owned entity of Minda Industries Limited, (UNO MINDA).

Vehicle Design

Production vehicles and Concept vehicles:
Two-wheeler, four-wheeler, three-wheeler, commercial vehicles, electric vehicles and special purpose vehicles

UX Design

Full user experience design for production vehicles, concept vehicles:
Two-wheeler, four-wheeler, three-wheeler, commercial vehicles, electric vehicles and special purpose vehicles

Component Design

Component Design:
Switches, Lights, Displays, Infotainments, Instrument clusters, Control panels, Door panels, Accessories and Aftermarket Products.

New Group Product Developments:

Electronic Temperature Control ETC

- Temperature control Min to Max Cool & Min to Max Hot step size of 1˚C.
- AC / Air Intake Mode Selection Control.
- Ventilation (Fresh & Recirculation) control.
- Ambient (Out Side) Car Temperature sense.
- Evaporator Temperature sense.
- ICE-Protection, Max-Cool Function Integrated.
- Memory retention as per last Set Temperature & Air Mode settings.
- Blower fan speed setting.
- Defrost and Mode selection control.
- CAN Stacks Development & Integration.

Sequential turn signal

Sequential turn signal are new feature where in the turn-signal function is provided by multiple-lit elements that illuminate sequentially rather than simultaneously. It is developed for 2 wheeler segment with compact size and which draws constant current throughout the process and is patented for this. Sequential blinkers with 6 LEDs are successfully developed for Bajaj Chetak Electric Scooter. It becomes the USP of the vehicle. We are the first who developed and launched this technology in India.

DRL (Daytime Running Lamp)

OEMs prefer DRL (Daytime Running Lamp) because of the AHO (Automatic headlamp On) mandatory regulation. Our DRL has diffusion technology. Main feature of this lamp is Uniform lit appearance with decent look from all angle of view and for this it is patented. First time in India DRL with translucent technology devel-oped for two wheelers and successfully developed for Bajaj Chetak Electric Scoter. It becomes the USP of the vehicle.

Bi-Functional LED Projector Lamp

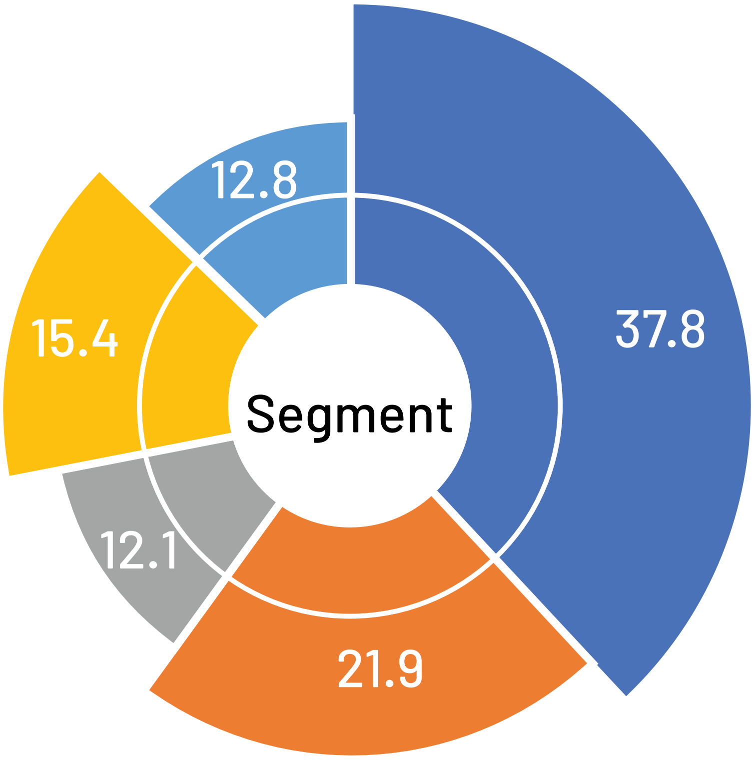
Bi-Functional LED Projector Lamp of Driving beam and Passing beam function for two-wheeler front lighting application. Most compact design with optimum thermal management and patented technology. Light output of this lamp is bright, uniform with broad pattern and more depth. This lamp can be used for high-er CC bike. Successfully developed for TVSM Apache RR 310. We are the first who developed and launched this technology in India.

Beating the Odds
by innovating and reinventing

Innovation plays a crucial role in creating opportunities. It is the engine of change in form of new and futuristic products.

Technology leadership is the key to driving organic growth and diversification into the future. We collaborate with our customers to meet the constantly changing consumer demands while abiding by governmental regulations and policies. To that end, we are focused on developing future technologies today.

- Switching Systems
- Lighting Systems
- Acoustic Systems
- Light Metal Technology
- Other Products



Switching Systems

#1

India's largest Switch Player diversified across the 2 Wheeler (2W) and 4 Wheeler (4W) segments

9

Manufacturing facilities

Acoustic Systems

#1 Indian **#2** global

We are No. 1 in Horns in India and 2nd largest horns player globally

(post acquisition of Clarton Horns)

5

Manufacturing facilities

Lighting Division

#3
India's 3rd largest Automotive Lighting player, post-acquisition of Rinder Group

India
R&D Base for 4W

Germany
R&D & Design Center for Power Electronics & Lighting

9
Manufacturing facilities

Spain
R&D base for 2W

Light Metal Technology

2.7 MPA
Alloy wheels capacity

1.32 Lacs TPA
Aluminium Die capacity

5
Manufacturing facilities

Future areas

Controllers
- Distributed & Integrated Body Controllers
- Multi-Function Controllers
- Wireless Chargers

Electric Vehicle Technologies
- Power Management Controllers
- Brushless Motor Controllers
- DC Converters
- On Board Chargers
- Battery Packs

Lighting
- Digital Lamps
- Adaptive Front Lighting
- Sequential Lighting
- Ambient Lighting

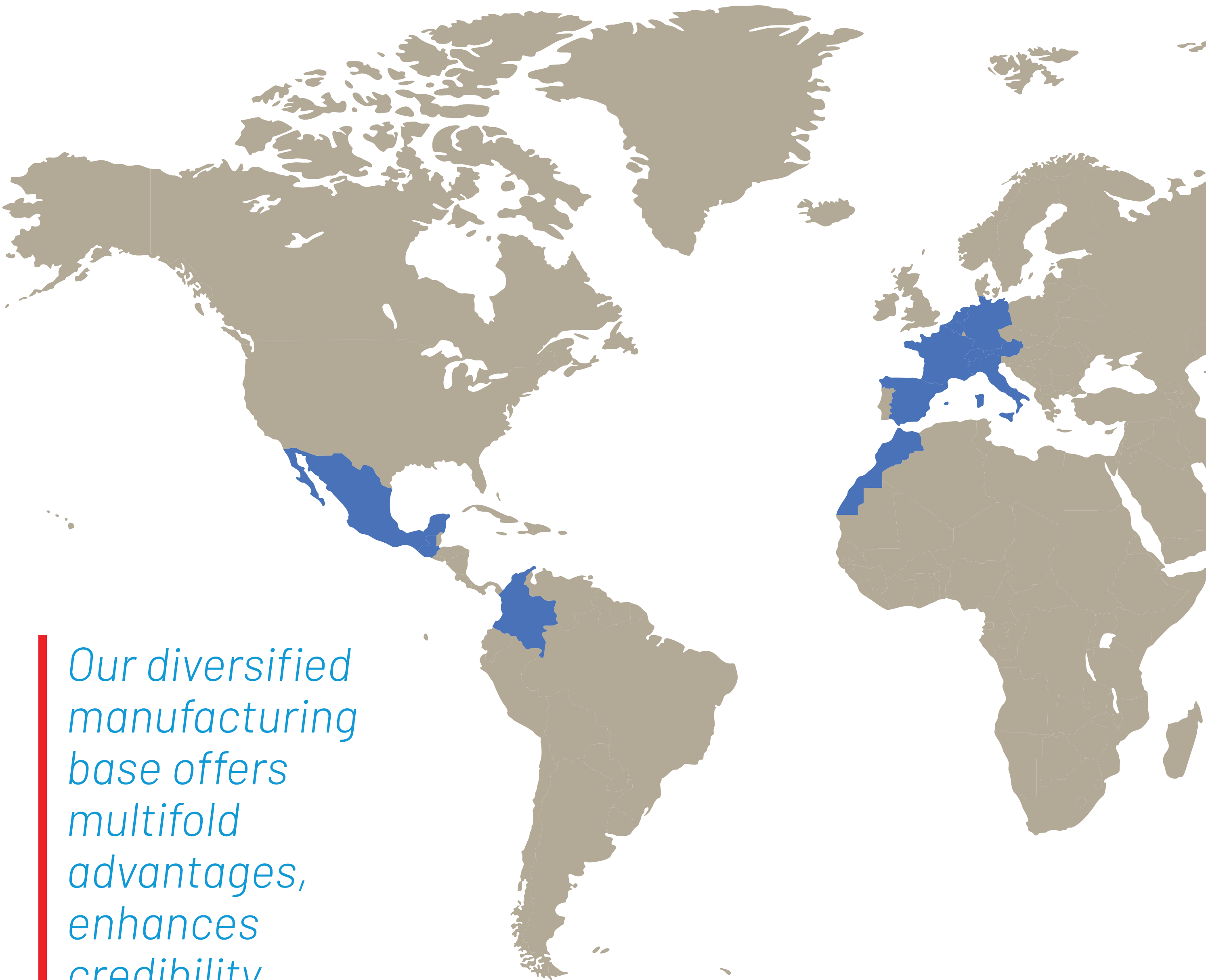
Advanced Driver Assist
- Parking Systems
- Collision Avoidance
- Around View
- Aug reality HUD
- Smart City Brake Support System

Infotainment & Connectivity
- Android Infotainment
- Deep Thinking & Interactive Voice
- Rear Seat Entertainment

Telematics & IOT
- Smart City Solutions
- 3G/4G TCU
- Flash Over the Air
- Smart Antenna
- Data Analytics

Beating the Odds

with extensive global reach



Our diversified manufacturing base offers multifold advantages, enhances credibility.

NORTH & SOUTH AMERICA

Mexico (Queretaro)
Colombia (Manizales)

EUROPE & AFRICA

Morocco (Tangier)
Spain (La Carolina)
France (Epernon)
Germany (Ettlingen/Konzell, Munich, Reutlingen)
Italy (Turin)

ASIA

Indonesia (Karawang)
Vietnam (Vin Phuc)
Taiwan (Tainan)
Japan (Nagoya)
Thailand (Bangkok)

INDIA

NORTH ZONE

Delhi
Gurugram
Manesar
Sonipat
Bawal
Neemrana
Pantnagar
Surajpur
Haridwar
Rudrapur
Bahadurgarh
Nalagarh

WEST ZONE

Ahmedabad
Dekavada
Pune
Aurangabad

SOUTH ZONE

Bengaluru
Chennai
Hosur
Mysore

Sales Office
Plants
R&D Centre
Corporate Office
Registered Office
Design Centre

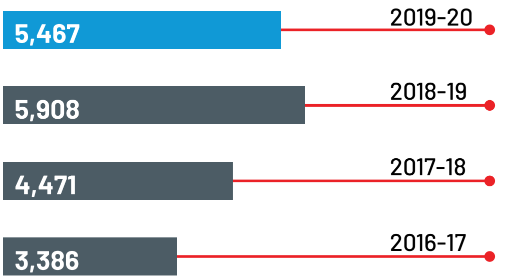
Message from CFO

UNO MINDA is progressively transforming into a technology Company with calibrated investment in new and emerging areas for the medium and long term and by realigning its business portfolio to enhance value creation opportunities

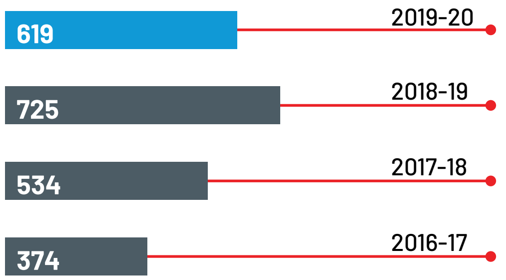
Dear Stakeholders,

The automotive industry was already witnessing a downfall due to prevailing economic conditions. Recording the weakest demand in the past two decades, FY 2019-20 recorded the worst sales ever. Various factors like higher vehicle prices due to the state's key emission regulations, stricter lending rules due to the NBFC credit squeeze, impact during central elections, and negative sentiments in rural region, impacted the industry's growth. The industry also suffered while it was gearing up for the transition from BS IV to BS VI. A sluggish but a necessary revival of the industry was anticipated, but the outbreak of Covid-19 pandemic sent all our projections and expectations for a toss. The consequent lockdown impacted economy adversely and blew the already-bleeding automobile industry.

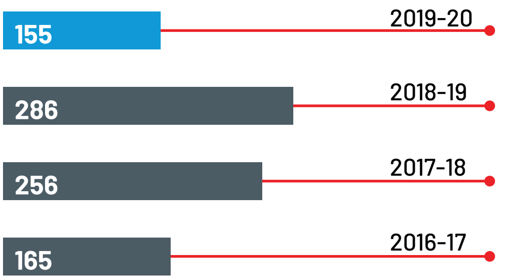
Performance Highlights



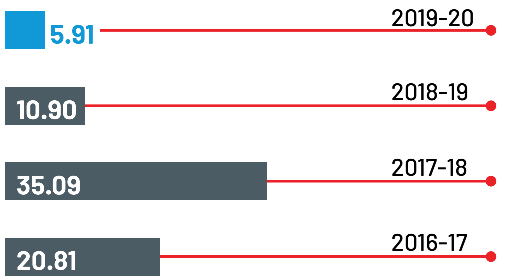
Revenue (₹Cr)



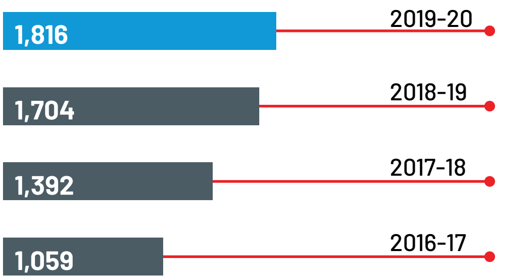
EBITDA (₹Cr)



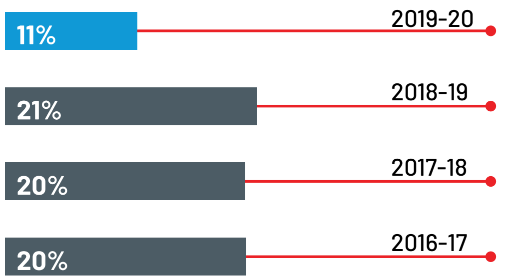
PAT (₹Cr)(MIL Share)



EPS (₹Cr)



Revenue (₹Cr)



Adjusted ROCE

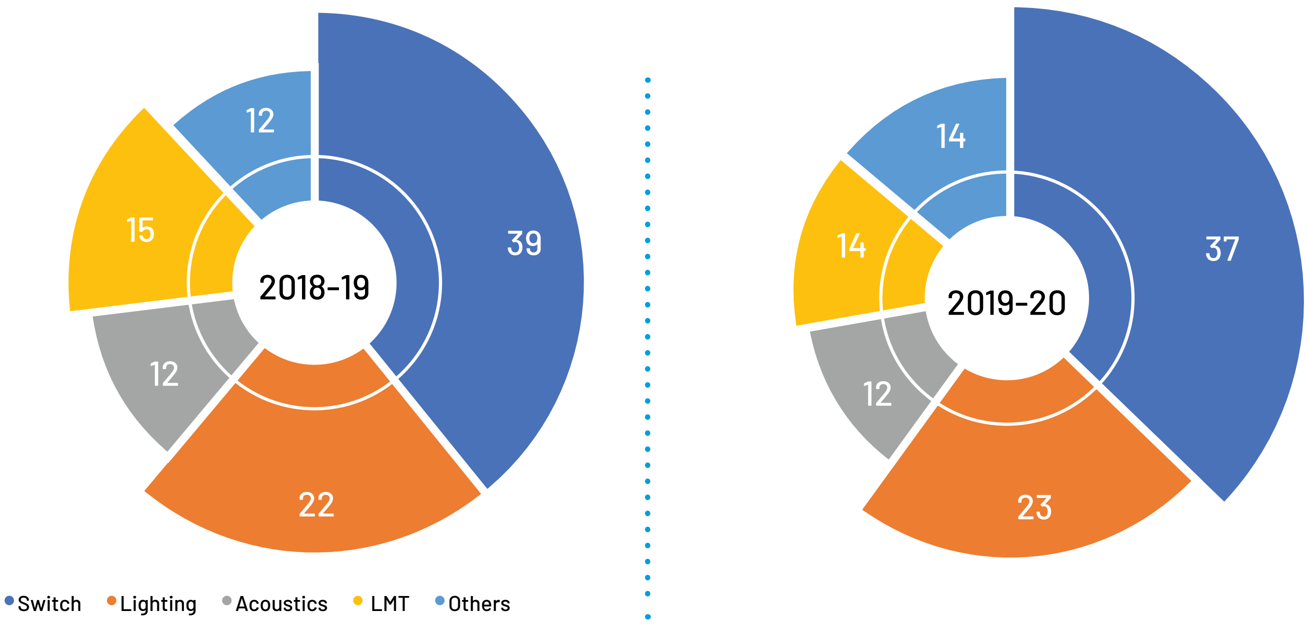
*EBIDTA : Earnings before interest depreciation tax and amortisation
*PAT : Profit after tax
*EPS : Earnings per share
*ROCE : Return on capital employed

Business Highlights

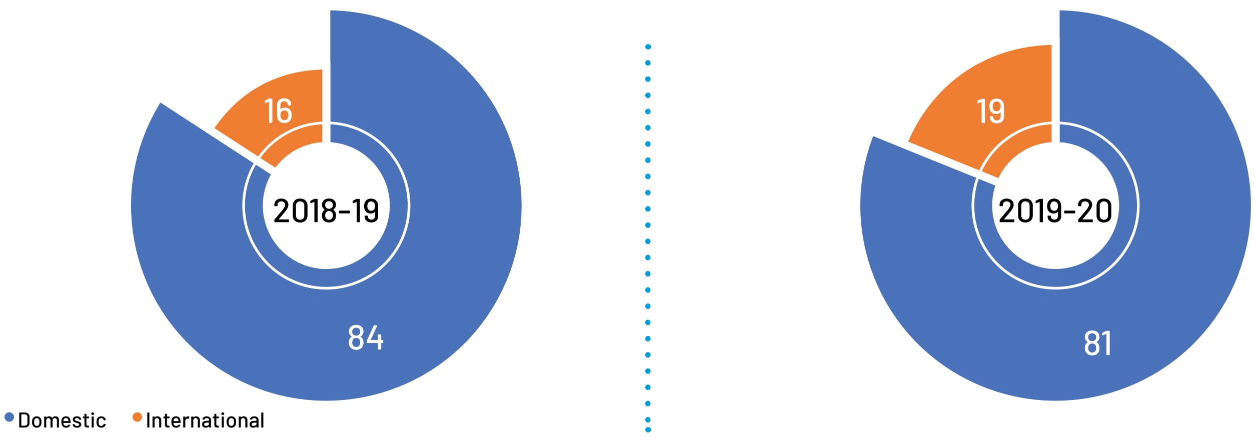
Post the suspension of production, the Company resumed production at all the manufacturing plants located in India and overseas with 50% staff starting May 2020. Based on the customer demand, the current capacity utilisation ranges between 40% to 50%. The plants are being efficiently run to optimise cost.

Acquisition of Delvis has been completed and revenue for full quarter has been captured in March 2020. Delvis is expected to augment capability of Lighting business in general and four wheeler lighting business in particular. Our four wheeler business has been awarded 2 new businesses from 2 large customers for LED taillights. This reinforces our belief on the acquisition of Delvis having significant impact potential on new business win in India

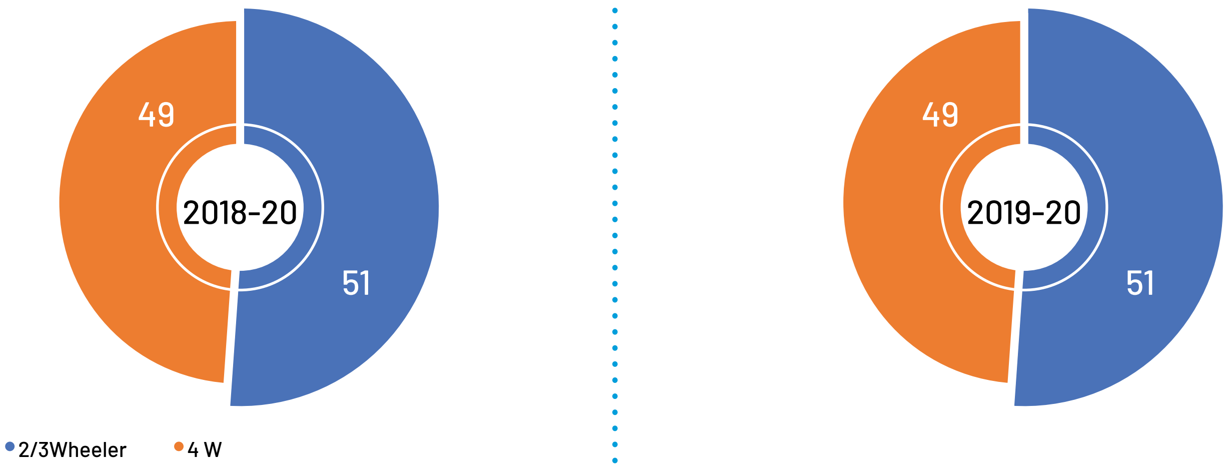
Division-wise revenue distribution (%)



Geography-wise revenue distribution (%)



Segment-wise revenue distribution (%)



Strategies for the future

Covid-19 pandemic is likely to coexist with us for some more time. There is little expectation that people might try to avoid public conveyance and prefer personal transport. Hence, we do expect to see increase in demand for entry-level 2 wheelers and passenger vehicle in the short- to medium-term. But there was a significant reduction in revenues which has adversely impacted profitability. In order to mitigate some of the impact, the Company decided to eliminate waste, variabilisation of some of the cost to revenue and instilled tighter controls on working capital management. The Company has taken actions to conserve cash which is critical in times of crisis. The Company has also postponed and/or deferred most of its sustaining Capex while ensuring the sustainability of the business. However, it has continued with the growth Capex so as to prevent the medium- to long-term growth by being impacted adversely.

We seek to fulfill stakeholders expectations to maintain a consistent dividend policy and to continually increase our dividend payment amounts despite temporary fluctuations in our business performance. UNO MINDA will continue to seek out sustainable growth while living up to the trust of its shareholders and many stakeholders. I kindly ask for your continued support for the Group and understanding as we move forward.

Best regards,

Sunil Bohra
Group CFO

Beating the Odds

with achievements and recognitions

N K Minda - Best CEO Award (Emerging Category)
– Business Today

The Iconic Brand of India
– Economic Times

"Most Promising Company of the Year"
– Indian Business Leader Awards (CNBC TV18)

N K Minda
– EY Entrepreneur of the Year (Manufacturing Category)

Comprehensive Excellence, UNO MINDA
Overall Performance, MKL & M DTEN
Quality Excellence, MTG & Roki Minda
VA VE, MTG
– Maruti Suzuki

Special Support Award, MIL Switch Division
– Suzuki

Delivery Management Award, M J Casting Ltd.
Best QCDDM Performance, Roki Minda Co. Pvt. Ltd.
– Honda

Supplier Business Capability Award, MIL Lighting Division
– Mahindra

National IP Award, under the category Top Indian Company for Designs, Minda Industries Ltd.
– CII

Quality Excellence, MIL Lighting Award
– GM, Toyota


MINDARIKA PVT. LTD.
HR Excellence Award – Automotive


WINNER
NIRMAL K MINDA
Minda Industries


EY Entrepreneur Of The Year
2018 India


IBLA

Beating the Odds

building trust - community development

Corporate social responsibility reconnects a Company's success with society's progress.

UNO MINDA understands its responsibility as a good corporate citizen. We strive to closely work with the lesser privileged communities for creating opportunities and cultivating a positive way of living. Through the effective lens of UNO MINDA CSR, we identify needs around using formal surveys, one-on-one interaction and by engaging with the leaders. Our CSR programmes tackle social issues at both local and national level. The idea is to develop scalable, impactful, and sustainable social programmes with a visible impact on the future generations.

Our Values

Discipline: Right time and right place in an organised manner

Determination: A well-planned learning process, developed with earnestness

Desire: Resonant wish with surety to meet our goals triumphantly

Dedication: Resolve and commitment towards our vision

Devotion: A passionate approach towards the whole programme and activities

Suman Nirmal Minda Charitable Trust

The Suman Nirmal Minda Charitable Trust (SNMCT) is a philanthropic arm of UNO MINDA Group. It is a non-political, social, humanitarian and welfare organisation, registered under the Societies Registration Act, 1860, and under Section 12A of the Income Tax Act. SNMCT primarily focuses on education, vocational training, preventive health, environment and community development.

Following are the projects undertaken by the trust:

- Samarth-Jyoti Community School and Remedial Program
- Samarth-Jyoti Vocational Training and IT Literacy Program
- The Suman Nirmal Minda School

10,700
Total number of students benefited through various programmes

2,994
Students benefited through vocational training

1,301
Students benefited through school education

1,690
Students benefited through remedial education

2,482
Students benefited through IT literacy

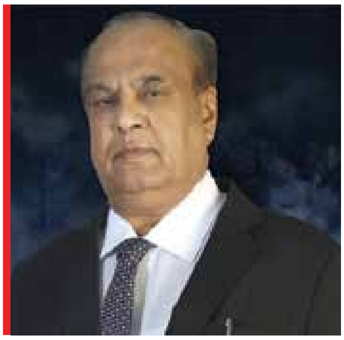
2,233
Students benefited through IT literacy programme with government school

The Suman Nirmal Minda School

Board of Directors

Mr. Nirmal K. Minda, Chairman & Managing Director

- An industrialist with over three decades of rich business experience in the Auto Components Sector
- Instrumental in forging new alliances and loint Venture partnership with globally renowned names
- Currently leading the INR 72 bn UNO MINDA Group with various other laurels to his credit
- Bestowed with 'Haryana Ratna Award' for his professional and social achievements'
- Helped the Group grow manifold under his dynamic leadership
- Established footprints globally and received numerous awards and recognitions
- Held many offices in bodies like CII as Vice Chairman, Haryana State Council & Special Invitee, Northern Regional Council
- Served as the Chairman of ACMA, Northern Region for three consecutive years, followed by Vice President for 2016-17 President of ACMA for the year 2017-18
- Conferred with "EY Entrepreneur of the Year" Award in Manufacturing Category in 2019 and Best CEO (Medium Category) -by Business Today



Mr. Anand K Minda, Non-Executive Director

- Over 36 years of hands-on experience in financial control, reviews, manufacturing, and project management
- Appointed as the Board Member since 2011
- Plays a pivotal role in new projects and strategy formulation
- Member of Company's Nomination and Remuneration Committee, Stakeholders Relationship Committee, and CSR Committee

Mr. K. K. Jalan, Independent Director

- Post Graduate in Social Science (Development Administration) with Distinction from University of Birmingham, UK
- Service experience of over 40 years, including secretary to the Government of India (Jan 2016 – Jun 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME)
- Seasoned officer with a repute of good governance. Spearheaded significant changes at Employee Provident Fund Organisation as Central Provident Fund Officer
- Recipient of various awards and accolades for outstanding work during his career stints at various organisations including the National E – Governance award – Gold Category, for implementation of UAN in EPFO, Director Special Award for outstanding contributions during stay at IIPA & Bhim Award for promotion of sports in Haryana, among others

Mr. Satish Sekhri, Independent Director

- Engineering Graduate in Mechanical Stream from Delhi College of Engineering and a Master of Business Administration (MBA)
- More than 40 years of experience in the field of automotive industry
- Held various senior positions, including Managing Director of Bosch Chassis Systems India Ltd. (from 1995 to March 2010)
- Been a member of the Executive Committee of professional bodies like Automotive Components Manufacturers Association, Maharashtra Chamber of Commerce Industries and Agriculture, and CII Pune Zone Council

Ms. Pravin Tripathi, Independent Director

- Master in English Literature from Punjab University
- Former Indian Audit & Accounts Service (IAAS) Officer of 1973 Batch with more than 4 decades of experience in the field of Audit & Accounts
- Held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, and Municipal Corporation of Delhi, among others

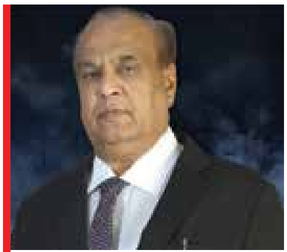
Ms. Paridhi Minda, Whole-time Director

- Management Graduate from Bradford University, London. Also holds a certification from London School of Economics in Marketing
- Joined UNO MINDA Group in 2001
- Initially, spent extensive time on shop floor, getting insights into best practices in manufacturing. Also worked closely with all 6M functional heads, understanding the nuances of running a successful business
- Subsequently, got associated with the Lamp business of UNO MINDA Group and worked closely in diverse functions over the next 7-8 years
- Instrumental in driving process efficiency and led some de-bottlenecking assignments

Dr. Chandan Chowdhury, Independent Director

- Dr.Chandan Chowdhury is an MS in Mechanical Engineering and has a double Doctorate
- Currently, he is a Senior Associate Dean and a Practice Professor of Operations Management and Information Systems at the Indian School of Business (ISB)
- He is also the Executive Director leading the Munjal Institute for Global Manufacturing and the Punj-Lloyd Institute for Infrastructure Management at -ISB, the two institutes set-up with MIT, as an Associate Partner
- Before joining ISB, he served top multinationals like Dassault Systems and IBM – Software Group as Managing Director and Country Manager
- Dr.Professor Chandan has an excellent blend of academia and industry. During his last academic stint, Dr. Chandan was a Professor, Dean (Academy), Chairman (Board of Research) and Member (Board of Governors) at NITIE (National Institute of Industrial Engineering, established as a joint initiative between United Nations and Government of India in 1963)

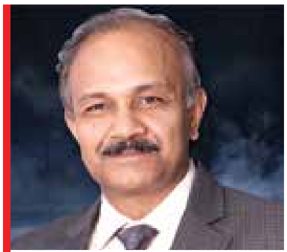
Top Management Team



Mr. Anand K. Minda
CEO –
Aftermarket Domain

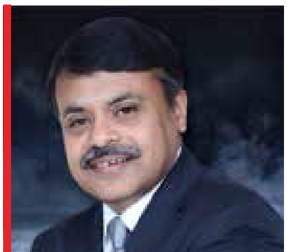
Mr. Sunil Bohra
Group CFO

Mr. Rajiv Kapoor
Head Group HR



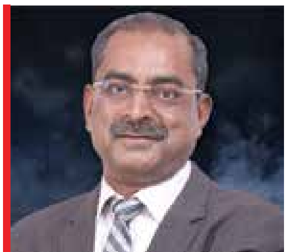
Mr. Naveesh Garg
Group Chief
Marketing & Strategy
Officer

Mr. Pradeep Tiwari
CEO, Europe and
Americas Domain



Mr. Sudhir Kashyap
CEO, Electrical &
Electronics Domain

Mr. Ravi Mehra
CEO , Interior,
Controls & Safety
Domain



Mr. Kundan K. Jha
CEO, Light Metal
Technology Domain

Mr. Amit Jain
CEO – Adv.
Electronics Domain
& Group Chief
Technology Officer

Mr. Rajeev Gandotra
CEO – Body &
Structure Domain

Mr. Amit Gupta
President, Group
Business Excellence

Corporate Information

BOARD OF DIRECTORS

Mr. Nirmal K. Minda - *Chairman & Managing Director*

Mr. Anand Kumar Minda - *Non-Executive Director*

Mr. Satish Sekhri - *Independent Director*

Mr. K. K. Jalan - *Independent Director*

Ms. Paridhi Minda - *Whole-time Director*

Ms. Pravin Tripathi - *Independent Director*

Dr. Chandan Chowdhury - *Indpendent Director*

STATUTORY AUDITORS

B S R & Co. LLP

Chartered Accountants

LISTED AT

BSE Limited

National Stock Exchange of India Ltd

DEPOSITORIES

National Securities Depositories Ltd

Central Depository Services (India) Ltd

COMPANY SECRETARY

Mr. Tarun Kumar Srivastava

WORKS

Minda Industries Limited. Corporate Office
IMT Manesar, NAWADA P.O SIKANDERPUR BADDA

Minda Industires Ltd. Creat Division
Om Chambers T– 29/31, Floor 8, Bhosari Telco Road, Balaji Nagar, Midc, Bhosari, Pimpri Chinchwad, Pune, Maharashtra 411026. India.

Minda Industires Ltd. Controller Division
First Floor, Gate No.427/10, 427/5, Village Mahalunge
Khed, Distt. Pune, Maharashtra-410501, India

Minda Industries Limited Acoustics Division
Gat No. 243 Kharabwadi, Chakan, Pune, Maharsahtra 410501

Minda Industries Limited Acoustics Division
Plot No. -5-A, Plot No-5-A, Sector-10, IIE Pantnagar, Udham Singh Nagar, Uttarakhand, 263153

Minda Industries Limited Acoustics Division-EOU
MTP. Vill. Naharpur kasan, P.O. Nakhrola, Manesar, Gurgaon, Haryana, 122004

Minda Industries Limited Acoustics Division
Vill- Naharpur Kasan, P.O. Nakhrola, Gurgaon, Haryana, 122001

Minda Industries Limited Autogas Division
Vill- Naharpur Kasan, P.O. Nakhrola, Gurgaon, Haryana, 122001

Minda Industries Limited lighting Division
Vill- Naharpur Kasan, P.O. Nakhrola, Gurgaon, Haryana, 122001

Minda Industries Limited lighting Division
Survey No-21,Taluka Mandal, State High Way -07, Jalisana, Ahmedabad, Gujarat, 382120

Minda Industries Limited lighting Division
Midc, B-1/5, Industrial Area, Village, Nigoje, Pune, Maharashtra, 410501

Minda Industries Limited lighting Division
Sipcot Industrial Park, Plot No B3, Sf 301P,302, Vengadu Village, Pillaipakkam Post

Minda industries Limited Switch Division
Vill Nawada Fathepur, P.O. Sikander Pur Badda, Manesar, Gurgaon, Haryana, 122004

Minda industries Limited Switch Division
Plot No. B-6, Minda Industries Ltd, Midc, Village Mahalunge, Pune, Maharashtra, 410501

Minda industries Limited Switch Division
S.no 209, Minda Industries Ltd, Upparapalli Village, Mathagondapalli Post Thally Road

Minda industries Limited Switch Division
Sector-10, Plot No.5, Plot No.5, Iie, Sidcul Pantnagar, Udham Singh Nagar, Uttarakhand, 263153

Minda industries Limited Fuel Cap Division
ME-1, Sec - 2A IMT Manesar, Village - Naharpur, Haryana 122050

REGISTERED OFFICE

B-64/1, Wazirpur Industrial Area, Delhi – 110052

CORPORATE OFFICE

Village Nawada Fatehpur, P.O. Sikanderpur Badda,
Distt. Gurgaon (Haryana)

BANKERS

Axis Bank

Banco Bilbao Vizcaya Argentaria

Canara Bank

Citibank

HDFC Bank

HSBC

Kotak Mahindra Bank

Standard Chartered Bank

State Bank of India

Synopsis of Group Companies

DOMESTIC FACILITIES

MIL – 4W Lamp Division
Manesar, Pune, Chennai

MIL – 2W & Offroad Lamp Division
Bahadurgarh, Pune, Hosur, Sonipat

METL/MAGL
Manesar

Minda Storage Batteries Pvt. Ltd.
Pantnagar

MIL – Casting Division
Bawal Hosur

MIL Switch/HBA Division (2W & Off Road)
Manesar, Pune, Pantnagar, Aurangabad, Hosur

MIL – Sensor Division
Pune

MIL – Controller Division
Pune

Mindarika Pvt. Ltd.
Manesar, Pune, Chennai, Ahmedabad

Kosei Minda Aluminum Co. Ltd.
Chennai

Minda Kosei Aluminum Wheel Pvt. Ltd.
Bawal, Dekavada

MIL– 2W Alloy Division
Ahmednagar(Supa)

MIL – Wheel & Tyre Assembly
Dekavada

Kosei Minda Mould Pvt. Ltd.
Bawal

Roki Minda Co. Pvt. Ltd.
Bawal, Ahmedabad, Chennai

TG Minda India Pvt. Ltd.
Neemrana, Bawal, Dekavada

Minda TG Rubber Pvt. Ltd.
Bawal

Minda D - Ten India Pvt. Ltd.
Bawal

MIL Acoustic Division
Manesar, Pantnagar

MIL – Fuel Cap Division
Manesar

Minda Kyoraku Ltd.
Bangalore, Bawal, Dekavada

MIL - Auto Components
Mysore, Nalagarh, Surajpur, Ahmedabad, Chennai, Narsapur

Minda iConnect Pvt. Ltd.
Gurugram

Minda Onkyo India Pvt. Ltd.
Bawal

Minda Katolec Electronic Services Pvt. Ltd.
Pune

Minda TTE DAPS Pvt. Ltd.
Manesar

MI TORICA Pvt. Ltd. (Trading Company)
Manesar

Minda Distribution & Services Ltd.
New Delhi

YA Auto
Rudrapur

Auto Component
Haridwar

CREAT(Technical Centre)
Pune

INTERNATIONAL FACILITIES

Light Systems And Technical Centre S.I.
Spain

Rinder Riduco SA
Colombia

Clarton Horns
Spain, Mexico, Morocco

PT. Minda Asean Automotive
Indonesia

Minda Industries Vietnam Co. Ltd.
Vietnam

iSYS RTS GmbH
Germany

MIL
Japan

Minda Germany (Delvis GmbH)
Germany

Minda Korea Co.
Korea

Board's Report

To the Members of
Minda Industries Limited

The Board of Directors hereby submit their twenty-eighth report along with the audited financial statements of the Company for the financial year ended on 31 March 2020. The standalone and consolidated performance of the Company is summarized below:

Financial Results

(Amount ₹ in Crores, unless otherwise stated)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operations	3,174.94	3,492.99	5,465.14	5,908.09
Other Income	62.85	50.48	39.25	27.03
Profit Before Tax	162.97	251.86	266.31	454.68
Exceptional item	22.36		14.07	
Tax Expense	33.56	64.05	77.50	134.07
Profit before share of profit in associates and joint ventures	107.05	187.81	174.74	320.61
Share of net profit in associates and joint ventures			12.97	18.87
Non-controlling interest			32.76	53.86
Profit for the year attributable to the Owner of the Company	107.05	187.81	154.95	285.62
Other Comprehensive income for the year attributable to the Owners of the Company	(3.43)	(0.01)	(1.36)	(0.71)
Total Comprehensive income for the year attributable to the Owners of the Company	103.62	187.80	153.59	284.91
Earnings per share (EPS)				
Basic (in ₹)	4.08	7.17	5.91	10.90
Diluted (in ₹)	4.08	7.17	5.91	10.90
Equity attributable to the Owners of the Company	1,315.07	1,242.26	1,815.72	1,704.16

The financial statements for the year ended March 31, 2020 have been prepared after giving effect to the scheme of amalgamation of four wholly owned subsidiaries namely (i) M J Casting Limited (ii) Minda Distribution and Services Limited, (iii) Minda Auto Components Limited and (iv) Minda Rinder Private Limited with Minda Industries Limited. Accordingly, the comparatives for the year ended March 31, 2019 have been restated. For details, refer Notes to Accounts forming part of this Annual Report.

Company's Performance

Standalone

The standalone revenue from Operations during the year was ₹ 3,174.94 Crores as against ₹ 3,492.99 Crores in previous year. The profit after tax was ₹ 107.50 Crores as against ₹ 187.81 Crores in the previous year. Total comprehensive income was ₹ 103.62 Crores as against ₹ 187.81 Crores in the previous year.

Consolidated

The consolidated revenue from operations during the year was ₹ 5,465.14 Crores as against ₹ 5,908.09 Crores in previous year. The profit after tax attributed to the Owners was ₹ 154.95 Crores, as against ₹ 285.62 Crores in the previous year. Total comprehensive income attributed to the Owners of the Company was ₹ 153.59 Crores as against ₹ 284.91 Crores in the previous year.

Consolidated Financial Statements

Pursuant to Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company and its subsidiaries, associates and joint ventures, prepared in accordance with the relevant Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, forms part of this Annual Report.

COVID-19

The WHO declared COVID-19 outbreak as a pandemic which continues to spread across the country. On March 23, 2020, the Government of India also declared this pandemic a health emergency and ordered temporary closure of all non-essential business, imposed restrictions on movement of goods/ materials travel etc. Accordingly, production was suspended at most of the locations. While the lockdowns and restrictions imposed on various activities were necessary to contain the spread, it has significantly impacted the business operations. Consequently, revenues and profitability have been adversely affected. In order to mitigate some of the impact, Company has taken various initiatives to manage its costs across the organization and also took actions to conserve cash which is critical in times of crisis. This will ensure that company is able to appropriately address any challenge thrown up by the continuously evolving situation.

Disruption to businesses worldwide and economic slowdown has its eventual impact on the Company. The Company did initial assessment of likely adverse impact on economic environment in general and financial risk on account of

Board's Report (Contd.)

COVID-19. Based on current indicators of future economic conditions, the Company expects to recover as the demand comes from the customers.

Well-being and safety of the Employees is of utmost priority. We are carefully monitoring the rapidly evolving Covid-19 pandemic and will continue to proactively respond based on the evolving situation. The Company is undertaking all the necessary measures to ensure compliance with the terms and conditions put in place by concerned authorities. The Company will work towards an orderly return to production once conditions permit.

Dividends

The Board at its meeting held on 6th February 2020, declared an interim dividend of Rs. 0.40 per equity share i.e. 20% on 26,22,16,965 equity shares of Rs. 2 each. In view of severe impact on business due to COVID-19, the Board has decided to conserve cash for present and future business requirement and as such not recommended any final dividend for the Financial Year 2019-20. The interim dividend of Rs 0.40 per equity share i.e. 20%, so paid in February, 2020 shall be considered as dividend for Financial Year 2019-20.

The Company has complied with the dividend distribution policy of the Company, the copy is available on the website of the Company at www.unominda.com.

Transfer to Reserve

The Company has not proposed any amount to be transferred to the General Reserve.

Share Capital

The issued, subscribed and paid-up equity share capital of your Company as on 31 March 2020 is at ₹ 52,44,33,930/- comprising of 26,22,16,965 Equity Shares of ₹ 2 each.

During the year, there is no change in issued, subscribed and paid-up Equity Share capital of the Company. Further, the Company has neither issued any shares with differential voting rights nor any sweat equity shares during the year under review.

Key Business developments during the year under review

(i) Merger of four Wholly-owned subsidiaries with the Company

The Board of directors of your Company at its meeting held on 16 May 2019 had approved the composite scheme of merger of Company's wholly owned subsidiaries i.e. M J Casting Limited (Transferor Company No. I), Minda Distribution and Services Limited (Transferor Company No.2), Minda Auto Components Limited (Transferor Company No.3) and Minda Rinder Private Limited (formerly known as Rinder India Private Limited) (Transferor Company No.4) (collectively referred as "Transferor Companies"), with the Company ('Transferee Company', Minda Industries Limited) ") subject to various necessary approvals. The appointed date of the amalgamation as per scheme was 1 April 2019.

Subsequently, the Company had filed Application before The Hon'ble National Company Law Tribunal, Delhi Bench ("NCLT"), during the year. NCLT has passed the final order on June 1, 2020, approving the aforesaid amalgamation.

This amalgamation shall maximize the overall shareholders value by strengthening its core competencies and create stronger standalone balance sheet. It would consolidate and simplify the group structure and would provide cost savings/synergies resulting from rationalization, standardization and simplification of business processes, improved organizational capability arising from pooling of financial resources, avoid un-necessary duplication of costs of administration, distribution, selling and marketing and reduction in legal and regulatory compliances.

The Transferor Companies are wholly owned subsidiary companies of the Company, therefore no new equity shares will be issued and the entire share capital of the Transferor Companies shall be cancelled and extinguished.

The Scheme is available on the website of the Company at www.unominda.com.

(ii) Acquisition of Delvis GmbH

The Company acquired 100% equity capital of the Delvis Group at a transaction value Euro 21 million. The Delvis Group comprises of Delvis GmbH and its two wholly owned subsidiaries viz Delvis Products, GmbH and Delvis Solutions, GmbH.

The Delvis Group is engaged in automotive lighting design & engineering. The acquisition, is in line with strategy of the Company to augment/acquire technological capabilities in existing product lines (Automotive Lighting). Delvis is among the top players with state of the art lighting technology and works closely with German OEMs (VW / Audi/ Porche) in pre-development activities for high end platforms, which deploy the next level of technologies. This acquisition is expected to deliver considerable synergies for growth of lighting business in India and enhance its product offerings to OEMs.

(iii) Business service agreement & technical tie up with Sensata Technologies for Magnetic Speed & Position Sensors India business

The Board of Director of your company, had its meeting held on 23 December 2019, approved to entering into Wheel Speed Sensor Business in India and South

Board's Report (Contd.)

Korea by purchasing certain machinery from Sensata Technology Baoying Co Ltd and availing technical know-how and engineering support from Sensata Technology Changzhou Co. Ltd. It is planned to start the operations during FY 2020-21.

(iv) Merger of Minda I Connect Private Limited

The Board of Directors of your Company had, its meeting held on February 6, 2020, approved the merger of Minda I Connect Private Limited ("Transferor Company" or "Minda I Connect") with Minda Industries Limited (Transferee Company) by way of Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013.

Minda I Connect is inter alia engaged in telematics business and development of related software, hardware, designing, programming in automotive mobility and information technology segment. Transferor Company Brands - I-Connect and Carot have been established as a leading telematics brand in India (Hardware and software).

Your Company desires to expand its business in automotive components and this amalgamation would lead to improved customer connect and enhanced market share across product segments relating to auto sector. The Transferor Company's products like software, hardware, designing, programming in automotive mobility and information technology segment will synergize well with the product groups of the Company.

The said merger shall be subject to receipt of necessary approvals of shareholders and creditors, SEBI, Stock Exchanges, National Company Law Tribunal and other governmental authorities as may be required.

In consideration for amalgamation the shareholders of the Minda I Connect, shall receive 10 (Ten) equity share of the Company of ₹ 2 each fully paid up for every 179 (One Hundred Seventy-Nine) equity shares of Minda I Connect of ₹ 10 each fully paid up.

The Scheme is available on the website of the Company at www.unominda.com.

(v) Update on Acquisition and Merger of Harita Seating Systems Limited

The Board of directors of your Company at its meeting held on 14 February, 2019 approved composite scheme of amalgamation ("the Scheme") of Harita Limited ("Transferor Company 1") and Harita Venu Private Limited ("Transferor Company 2") and Harita Cheema Private Limited ("Transferor Company 3") and Harita Financial Services Limited ("Transferor Company 4") and Harita Seating Systems Limited ("Transferor Company 5") and Minda Industries Limited ("Transferee Company") subject to various necessary approvals.

The said scheme of amalgamation was filed with the Hon'ble National Company Law Tribunal ("NCLT") for its approval under Section 230-232 of the Companies Act, 2013. As per the directions of the Hon'ble NCLT, the approval of the Shareholders and unsecured creditors have been accorded to the scheme. The Secured Creditors of the Company have given their consent by way of affidavit, hence, no meeting was convened for seeking their approval.

The Scheme is pending with NCLT for its approval.

Change in Nature of Business

There is no change in the nature of business of your Company during the year.

Material Changes and Commitments

Except for impact of lockdown due to COVID-19, there were no material changes and commitments occurred between the end of the financial year as on 31 March 2020 and the date of this report which affects financial position of the Company.

Employee Stock Option Scheme

Your Company has implemented UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019 (hereinafter referred to as the "Scheme"). The maximum number of options to be granted under the ESOS 2019 shall not exceed 78,66,500 options, convertible into equity shares of the Company, which is approximate 3% of the paid-up share capital of the Company as on the date of approval of the scheme. One option shall entitle the eligible employee to one equity share. The NRC of the Board is empowered to administer this scheme including to determine the eligible employees, the vesting period and exercise price of the options.

NRC, on16 May 2019, has granted 10,12,259 number of options convertible into equal no. of Equity shares having face value of ₹ 2 each to the eligible employees of the Company and its Subsidiaries at a price of ₹ 325 per option.

Pursuant to the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014, disclosure with respect to the Scheme of the Company as on 31 March 2020 is enclosed as **Annexure-A** to this Report. The ESOS 2019 has also been uploaded on the Company's website at www.unominda.com.

The Scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 ('Employee Benefits Regulations') and there has been no change to the plan during the financial year.

Board's Report (Contd.)

Corporate Social Responsibility Initiatives

As part of its initiatives under Corporate Social Responsibility (CSR), the CSR Committee has been entrusted with the prime responsibility of recommending to the Board about Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013, the amount of expenditure to be incurred on CSR activities and monitoring the implementation of the framework of the CSR Policy.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company as adopted by the Board and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure B** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available on https://www.unominda.com/investor/corporate-governance.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule-8 of the Companies (Accounts) Rules, 2014, is enclosed as **Annexure-C** to the Board's Report.

Corporate Governance

The Company has complied with the Corporate Governance requirements as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the report on the same as stipulated in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-D** to the Board's Report.

The Certificate issued by M/s. Sanjay Grover & Associates, Company Secretaries in practice confirming the Compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-E** to the Board's Report.

Risk Management Policy

The Board of Directors of the Company has constituted a Risk Management Committee to frame, implement, and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and its effectiveness. The Company has Risk Management Policy which can be accessed on Company's website www.unominda.com. The Company has also laid down the procedures to inform Board members about risk assessment and minimization procedures.

Internal Financial Control and its adequacy

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business including adherence to Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and its disclosures. The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations.

The internal control and governance process are duly reviewed for the adequacy and effectiveness through regular testing of key controls by management and independent internal auditors.

Human Resource Management

We continued and further strengthened our focus on Talent Development. This year we specifically focused on making our talent pipeline more robust by having custom made and curated development programmes for all sections of our talent pipeline. The talent pipeline starts from our Operator/Associate levels, where we pre-identify future staff members and then start augmenting their critical for success capabilities along with a strong mentoring process. Then we have defined developmental programmes from our GET levels right up to our Presidents. Due to all of the above, we could maintain a high degree of internal talent readiness, as well as onboarding of few, but critical resources from external eco-system. Two developmental programmes, got institutionalised when they entered into their second year of running – TRANSFOR-M & M-LEAP.

In order to further strengthen our Brand as a preferred employer, our HR team initiated a Campus engagement programme called UNO MINDS. This was a knowledge evaluation based initiative with three scholarships as reward. This initiative received a tremendous reception and more than 10,000 students, across the country, participated. For the first time, we focused on adding young Finance professionals into the organization.

With a view to bring in more objectivity into our talent assessment process, we successfully conducted specialised assessment centres, run by external experts.

We also added to our talent management process, by launching career ladder process. A career ladder for entry level (GETs) has been created as well as a Tech-Ladder, for technical / design based employees has been launched in this year.

Board's Report (Contd.)

Renewed focus on enhancing functional skills has been launched with L&D leading this initiatives with complete support of all the functions. The idea behind this is to remain ahead on the skill curve as well as to keep our employees relevant in this rapidly changing times.

In order to create a more agile and prompt workplace, we launched the eHRM module- 'Success Factors', an SAP product suite to provide a cloud-based solution to manage various HR functions through modules like Employee Central and People Performance. This makes employee data available on a click, which will help the organization to move towards more objective and data driven decision making process.

This year was full of challenges for the HR team, we started the year with a clear focus on HR Goals for 2024-25 and suddenly in the last quarter due to outbreak of COVID 19, the HR focus shifted primarily to three important areas: Employee safety & wellbeing, Effective Communication and Managing teams & work remotely.

Particulars of Employees

The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure-F.**

In accordance with the provisions of Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are available with the Company. In terms of provisions of Section 136(1) of the Act, any member interested in obtaining a copy of the said details may write to the Company Secretary.

Vigil Mechanism

Your Company is deeply committed to highest standards of ethical, moral and legal business conduct. It ensures that it provide a respectful work environment, not only for all our employees, but for all our external partners too. Accordingly, the Board of Directors have formulated Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has an Ethics Helpline for the employees (both permanent and contractual), directors, vendors, suppliers and other stakeholders, collectively known as the "Reporters" of Minda Industries Limited. Ethics Helpline Service is a third party service. The helpline will serve as an avenue for the Reporters to 'blow the whistle' in case they come across any unethical or fraudulent activity happening in the organisation.

The Company has taken a special attention and greater emphasis on whistle blower activities where initiatives such as campaigns, posters at prominent locations, awareness sessions etc. were taken to encourage the employees to speak-up about any wrong doing activities and bring the same to the notice of the Management through whistle blower activities.

The complaints under whistle blower are processed by professionals to assure collection of accurate information and protection of the information confidentiality. The reportable matters are disclosed to Audit Committee. No personnel have been denied access to the Audit Committee.

Directors and Key Managerial Personnel

As on 31 March 2020, there were seven (7) Directors on the Board of your company, consisting of four (4) Independent Directors, one (1) Non-Executive Director, one (1) Executive Director and one (1) Chairman & Managing Director (CMD).

Mr. Alok Dutta, an Independent Director resigned as a member of the Board effective from 17 May 2019, due to his other business commitments. The Board places on record its appreciation for his valuable contribution and guidance.

Mr. Krishan Kumar Jalan, was appointed to the Board as an Independent Director effective from 16 May 2019 for a period of two years. His appointed as an Independent Director was also approved by the shareholders at 27th Annual General Meeting (AGM) of the Company.

Dr. Chandan Chowdhury was appointed to the Board as an additional and independent director considering his integrity, expertise and experience effective 7 August 2019 for a period of two years, subject to the approval of shareholders at the 28th AGM. The notice convening the meeting sets out the details of his appointment.

Shareholders of the Company at 27th AGM, approved the appointment of Ms. Pravin Tripathi, as an Independent Director for two years effective from February 6, 2019 and Ms. Paridhi Minda, as a Whole-time Director for five years effective from March 29, 2019.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31 March 2020 are: Mr. Nirmal K. Minda, Chairman and Managing Director, Ms. Paridhi Minda-Whole-time Director, Mr. Sunil Bohra-Chief Financial Officer and Mr. Tarun Kumar Srivastava- Company Secretary of the Company. During the year under review, there were no changes in the Key Managerial Personnel of the Company.

Board's Report (Contd.)

Declaration by Independent Directors

In compliance with Section 149(7) of the Act read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company have submitted the declaration(s) that each of them meet the criteria of independence as provided in Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.

Directors retiring by rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Anand Kumar Minda retires by rotation and being eligible, offers himself for re-appointment. The details of the Director being recommended for re-appointment are included in the notice of the ensuing Annual General Meeting of the Company.

Board Evaluation

The evaluation of the Board, Board Committees and directors were carried out in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance note issued by SEBI in this regard. Questionnaire forms were circulated to all the directors for their feedback on Board, Board Committees and director evaluation. A meeting of the independent directors was held on 6 February 2020 where they reviewed and discussed the feedback on the functioning of the Board, Board Committees, Chairman and other directors. The Nomination and Remuneration Committee (NRC) at its meeting held on 6 February 2020 also reviewed the feedback on the evaluation of the functioning of the Board, Board Committees, Chairman and other directors. The Board reviewed and discussed the feedback of the evaluations. The area of improvements as highlighted by the evaluation exercise has been implemented to further strengthen the corporate governance of the organization.

Familiarisation programme for Board Members

The Company has in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. They are updated on all business related issues and new initiatives. Plant visits are organised for directors to have first-hand experience of manufacturing facilities. They are also informed of the important policies of the Company including the 'Code of Conduct for Directors and Senior Management Personnel' and the 'Code of Conduct for Prevention of Insider Trading.'

Policy on Directors' appointment and remuneration

The Board Diversity Policy read with Nomination and Remuneration Policy aims to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the board, and separate its functions of governance and management. On March 31, 2020, the Board consists of Seven members, out of which, two are executive directors, one is non-executive director and remaining four are independent directors. The aforesaid policies of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, are available on the Company's website www.unominda.com. There has been no change in the said policies during the year under review.

Meetings of Board and Audit Committee

During the year, eight (8) Board Meetings and seven (7) Audit Committee meetings were convened and held, the details of which are given in the Corporate Governance Report forming part of this Annual Report. The intervening gap between the meetings was not exceeding the period prescribed under the Companies Act, 2013.

Committees of the Board

The Company has the following committees, which have been established as a part of the corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

The details with respect to the compositions, powers, roles, terms of reference and number of meetings held during the year of relevant committees are given in detail in the Corporate Governance Report of the Company, which forms part of this Board's Report.

Directors' Responsibility Statement

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm:

a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

b) that they have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2020 and of the profit of the Company for the year ended on that date;

Board's Report (Contd.)

c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that they have prepared the annual accounts on a 'going concern basis';

e) that they have laid down proper internal financial controls and such internal financial controls are adequate and operating effectively; and

f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory, Cost and secretarial auditors, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2019-20.

Related Party Transactions

All the related party transactions during the financial year were in the ordinary course of business and on arm's length basis and hence a disclosure in Form AOC-2 in terms of clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

The details of the transactions with related parties during the year under review are provided in the accompanying financial statements.

Prior omnibus approval of the Audit Committee is obtained for the transactions, which are of a foreseen and repetitive nature. The Related Party Transactions are placed before the Audit Committee and also before the Board for approval.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees and reimbursement of expenses, as applicable.

In accordance with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has also adopted the Policy on Related Party Transactions and the same is available on the website of the Company at www.unominda.com.

Subsidiaries, Joint Ventures and Associates

The Company has 16 direct subsidiaries, 12 step down subsidiaries, 8 joint ventures and 2 associates as on 31 March 2020 as defined under the Companies Act, 2013. Besides, the Company has control over a partnership firm and significant influence over 2 partnership firm as on 31 March 2020.

During the year under review, 4 step down subsidiary were added. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries, joint ventures and associates in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company at www.unominda.com

Deposits from Public

The Company has not accepted any deposits from the public under section 73 of the Companies Act, 2013 during the year under review and, as such, no amount of principal or interest was outstanding as on 31 March 2020.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the Standalone Financial Statements provided in this Annual Report.

Auditors and Auditors' Report

Statutory Auditors and Statutory Auditors Report

At the 27th AGM, the Members approved appointment of B S R & Co. LLP, Chartered Accountants ((LLP Registration no. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of two years from the conclusion of that AGM till the conclusion of the twenty-ninth AGM.

The Statutory Auditors' Report for the financial year 2019-20, does not contain any qualification, reservation or adverse remark or disclaimer, the same forms part of this Annual Report.

The Statutory Auditors of the Company have not reported any matter under Section 143(12) of the Companies Act, 2013.

Cost Accounts and Cost Auditors

The cost accounts and records as required to be maintained under Section 148 (1) of the Companies Act, 2013 are duly made and maintained by the Company.

The Board of Directors upon recommendation of the Audit Committee has appointed M/s. Jitender Navneet & Co., Cost Accountants (Firm Registration No. 000119), as the Cost

Board's Report (Contd.)

Auditors for the financial year 2020-21. A resolution seeking approval of the members for ratifying the remuneration payable to the Cost Auditors for FY 2020-21 is provided in the Notice to the ensuing Annual General Meeting.

Secretarial Auditors

The Board has appointed M/s. Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration No. P2001DE052900), to conduct secretarial audit for the financial year 2019-20.

The Secretarial Audit Report for the financial year ended 31 March 2020 is enclosed as **Annexure-G.** The Secretarial audit report does not contain any qualification, reservation or adverse remark or disclaimer.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company strives to ensure that all employees are treated with dignity and respect. The company is committed towards making efforts to maintain a workplace with physical and mental comfort, free of prejudice and bias based on sex, gender, race, caste, culture, nationality etc.

The Company is an Equal Employment Opportunity Company (EEOC) and is committed to create a healthy working environment that enables employees to work without fear or prejudice, gender bias and a harassment free workplace to all employees without regard to race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

The Company has in place a robust policy and framework for prevention of sexual harassment at workplace. The policy is formulated for the purpose of prevention, prohibition and redressal mechanisms of any wrongs with "sexual intent" defined under sexual harassment at the workplace - and Principle of Natural Justice.

The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place if involving an employee or employees is a grave offence and is therefore, punishable. During the year, no complaint was received under the Act.

Significant and Material Orders

No significant or material orders were passed by the Regulators or Courts or Tribunals which will impact the going concern status and Company's operations in future.

Extract of Annual Return

The extract of the Annual Return in form MGT-9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure-H.** The same is available on the website of the Company at www.unominda.com

Management Discussion & Analysis Report

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion & Analysis is enclosed as **Annexure -I.**

Compliance of Secretarial Standards

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Suspension of Securities of the Company

The securities of the Company have not been suspended from trading in any of the stock exchanges.

Financial Year

The Company follows the financial year commence from 1 April and ends on 31 March of subsequent year.

Business Responsibility Report

A detailed Business Responsibility Report in terms of the provisions of Regulation 34 of the Listing Regulations is available as a separate section in the Annual Report.

Acknowledgements

Your Directors thank the various Central and State Government Departments, organisations and agencies for the continued help and co-operation extended by them.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. shareholders, customers, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors
For **Minda Industries Limited**

Nirmal K Minda
Chairman & Managing Director
DIN: 00014942

Place : Gurugram
Date : June 29, 2020

Annexure-A to Board's Report

Disclosures for the financial year 2019-20, pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

Sl . No.	Particulars	ESOS 2019
A	Disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer to Notes No. 47 of Standalone Financial Statement for 2019-20
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations is disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	₹ 4.08
C	Details related to Employee Stock Option Scheme (ESOS)	
	i. A description of each ESOS that existed at any time during the year, including general terms and conditions of each ESOS	Details are provided in Annexure A-1
	ii. Method used to account for ESOS – Intrinsic or Fair Value.	Refer to Notes No. 47 of Standalone Financial Statements for 2019-20
	iii. Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	Not applicable
	iv. Option movement during the year (for each ESOS)	Nil
	v. Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Refer to Notes No. 47 of Standalone Financial Statements for 2019-20
	vi. A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant including the following information:	
	a) Risk-free interest rate	7.13%
	b) Expected option life	4 Years
	c) Expected volatility	41%
	d) Expected dividends	0.63%
	e) The price of underlying share in the market at the time of option grant	₹ 318.05
	f) Weighted average market price of Company's shares on NSE at the time of grant	₹ 322.43
	g) Methods used and assumptions made to incorporate effects of expected early exercise	Not applicable
	h) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The calculation of expected volatility is based on historical stock prices. Volatility was calculated using standard deviation of daily change in stock price.
	i) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	The expected life of share option is based on historical data. Future market conditions are not used for measurement of fair value.
	vii. Employee wise details of options granted to-	
	a) Senior Managerial Personnel	Details are provided in Annexure-A3
	b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year; and	Nil
	c) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
D	Relevant disclosures in terms of the 'Guidance note on accounting for employees share based payments' issued by ICAI or any other relevant accounting standards, from time to time.	Refer to Notes No. 47 of Standalone Financial Statement for 2019-20

Annexure-A to Board's Report (Contd.)

Details related to ESOS **Annexure A1**

S. No.	Particulars	Employee Stock Option Scheme-2019 (ESOS 2019)
1	Date of shareholders' approval	25 March 2019
2	Total number of options approved under ESOS	78,66,500 options
3	Vesting requirements	Achieving target of market capitalisation of the Company on or before March 31, 2022
4	Exercise price or pricing formula	₹ 325/- (date of grant 16 May 2019)
5	Exercise period	2 years from the date of vesting
6	Source of shares (primary, secondary or combination)	Primary market
7	Variation in terms of options	Nil

Option movement during the year **Annexure A2**

S. No.	Particular	Employee Stock Option Scheme-2019 (ESOS 2019)
1	Number of Options outstanding at the beginning of the year	Nil
2	Number of Options granted during the year	10,12,259
3	Number of Options forfeited/lapsed during the year	Nil
4	Number of Options vested during the year	Nil
5	Number of Options exercised during the year	Nil
6	Number of shares arising as a result of exercise of option	Nil
7	Money realized by exercise of options(INR)	Nil
8	Number of options outstanding at the end of the year	10,12,259
9	Number of options exercisable at the end of the year	Nil

A. Employee wise details of options granted to Senior Managerial Personnel of the Company and its Subsidiaries **Annexure 3**

Sl. No.	Name	Designation	Number of options granted	Exercise Price (In ₹)
1	Sunil Bohra	Executive Director	35,250	325
2	Kundan Kumar Jha	Executive Director	35,250	325
3	Naveesh Garg	Executive Director	35,250	325
4	Rajiv Kapoor	Executive Director	35,250	325
5	Amit Jain	Executive Director	35,250	325
6	Rajiv Arora	President	23,400	325
7	Amit Gupta	President	23,400	325
8	Anadi N Sinha	President	23,400	325
9	Anil Singh Makhloga	President	23,400	325
10	Arijit Dutta	President	16,380	325
11	Vallabhaneni Janardhan Rao	President	23,400	325
12	Vikas Bajaj	President	23,400	325
13	Xabier Pablo Esquibel	President	23,400	325
14	A B Baddar	Vice President	14,725	325
15	Alok Sharma	Vice President	14,725	325
16	Amit Mehta	Vice President	14,725	325
17	Arun Arora	Vice President	14,725	325
18	Pawan Agarwal	Vice President	14,725	325

UNO MINDA

Annexure-A to Board's Report (Contd.)

Sl. No.	Name	Designation	Number of options granted	Exercise Price (In ₹)
19	Sanjay Aggarwal	Vice President	14,725	325
20	Sanjay Jain	Vice President	14,725	325
21	Vikas Jain	Vice President	14,725	325
22	Ganesh Beura	Vice President	14,725	325
23	M N Srikanth	Vice President	14,725	325
24	Piyush Jain	Vice President	14,725	325
25	Rajendra Belsare	Vice President	14,725	325
26	V P Singh	Vice President	10,307	325
27	Rajesh Khosla	Vice President	10,307	325
28	Sureshkumar K N	Vice President	14,725	325
29	Kartikeya Joshi	Vice President	14,725	325
30	Pootham Pillil Muralidharan Menon	Vice President	14,725	325
31	Parna Ghosh	Vice President	14,725	325
32	S L Gupta	Vice President	14,725	325
33	Sunil Srivastava	Vice President	14,725	325
34	Mahesh Dang	Vice President	14,725	325
35	Manoj Chauhan	Vice President	14,725	325
36	Suman Dey	Vice President	10,307	325
37	Ajit Wankhede	General Manager	9,360	325
38	Amit Gupta	General Manager	9,360	325
39	Cs Singh	General Manager	9,360	325
40	Puneet Kohli	General Manager	9,360	325
41	Rajarshi Sengupta	General Manager	9,360	325
42	Rajiv S Rathore	General Manager	9,360	325
43	Sanjay Narang	General Manager	9,360	325
44	Sumit Oberai	General Manager	9,360	325
45	Vijay Kumar Wadhwani	General Manager	9,360	325
46	Gulshan Gandhi	General Manager	9,360	325
47	Jitendra Saini	General Manager	9,360	325
48	Kunwar Prewash Panwar	General Manager	6,552	325
49	Mukul Jain	General Manager	9,360	325
50	Naveen Sethi	General Manager	9,360	325
51	Pramod Saini	General Manager	9,360	325
52	Rajeev Aggarwal	General Manager	9,360	325
53	Rajesh Tiwari	General Manager	9,360	325
54	Shyam Sunder Wadhwa	General Manager	9,360	325

Annexure-A to Board's Report (Contd.)

Sl. No.	Name	Designation	Number of options granted	Exercise Price (In ₹)
55	V.K. Rathi	General Manager	9,360	325
56	Vidya Dutt	General Manager	9,360	325
57	Tripurari Kumar	General Manager	9,360	325
58	Bhaskar Rao	General Manager	9,360	325
59	T S Srikanth	General Manager	9,360	325
60	Nitesh Minda	General Manager	9,360	325
61	Anuj Agarwal	General Manager	6,552	325
62	Bimal Bedi	General Manager	6,552	325
63	Jayanti Padaya	General Manager	6,552	325
64	Kulbhushan Mehta	General Manager	6,552	325
65	Mukesh Pathak	General Manager	9,360	325
66	Narender Kaushik	General Manager	9,360	325
67	Parveen Kumar	General Manager	6,552	325
68	Prashant Saxena	General Manager	6,552	325
69	R S Balhara	General Manager	9,360	325
70	Sachidanand Pande	General Manager	6,552	325
71	Sudhir Kumar Setiya	General Manager	6,552	325
72	Sunil Bhat	General Manager	9,360	325
73	Ashok Verma	General Manager	9,360	325
74	Sanjeev Sethia	General Manager	9,360	325
Total			**10,12,259**	

Notes:

i) Pursuant to approval of the Members on 25 March 2019, the Company adopted UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019.

ii) The maximum number of options to be granted under the ESOS 2019 shall not exceed 78,66,500 options, convertible into equity shares of the Company, which is approximate 3% of the paid-up share capital of the Company as on the date of approval of the scheme.

iii) Nomination and Remuneration Committee of the Board ("NRC"), on 16 May 2019, has granted 10,12,259 options to 74 eligible employees of the Company. The Options granted under ESOS 2019 shall vest based on the achievement of defined performance parameters as determined by the NRC.

Annexure-B to Board's Report

Annual Report on Corporate Social Responsibility (CSR) Activities

1) A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:

Our endeavour is to enable and empower underprivileged section of the society to live with dignity and happiness. At UNO MINDA, Corporate Social Responsibility (CSR) is an integral part of our larger business strategy, and being a responsible industry member it is fundamental to our goal as well. We continuously strive to improve the lives of the people around us and the community at large with our quality intervention.

Our Group is engaged to support various social charitable causes and running different programs under the aegis of Suman Nirmal Minda Charitable Trust (SNMCT) and Moga Devi Minda Charitable Trust (MDMCT).

Suman Nirmal Minda Charitable Trust (SNMCT)

SNMCT through Samarth-Jyoti is running centres at various locations including Manesar, Gurugram, Bawal (Haryana), Mahesana (Gujarat), Pune (Maharashtra) and Udham Singh Nagar (Uttrakhand), Hosur and Chennai (Tamil Nadu). These centres run various community centric programs i.e. remedial program (coaching classes) for government school students, Pre - Primary education and vocational trainings courses like IT Literacy, cutting and tailoring, Beauty Culture and embroidery program for underprivileged children, adolescent and women in need.

Web link: http:/www.unominda.com

2) Composition of the CSR Committee

Name of the Member	Designation
Mr. Nirmal K Minda	Chairman
Mr. Satish Sekhri	Member
Mr. Anand Kumar Minda	Member
Mr. Krishan Kumar Jalan	Member

3) The financial disclosures in compliance with the provisions of Companies Act, 2013 are as under:

Particulars	Amt. (₹ in Crores)
Average Net Profit of the Company for the last three years	159.84
Prescribed CSR Expenditure (Two percent of the average net profits computed above)	3.20
Total amount spent for the financial year	3.20
Amount unspent if any	Nil

Annexure-B to Board's Report (Contd.)

4) Manner in which the amount spent during the financial year is detailed below:

S. No.	Projects/ Activities	Sector	Location	Amount outlay (Budget) Project or Programswise	Amount spent on the Project or Programs	Cumulative expenditure upto reporting period	Amount spent through implementing agency
			District (State)	(₹ in Crores)	(₹ in Crores)	(₹ in Crores)	
1	Expansion of building and facilities for 'The Suman Nirmal Minda School' at Gujarat.	Education	Village Hathipura,District-Ahmedabad, Gujarat	2.48	2.48	2.48	Suman Nirmal Minda Charitable Trust
2	To provide vocational training to adolescent girls & women through Samarth-Jyoti	Vocational Training	Village- Naharpur, and Nawada, District-Gurugram, Haryana Rudrapur City, District-Udham Singh Nagar, Uttrakhand Village-Vadakkupattu, District Kanchipuram, Tamil Nadu	0.72	0.72	0.72	Suman Nirmal Minda Charitable Trust
			Total	**3.20**	**3.20**	**3.20**	

5) A Responsibility Statement of the CSR Committee that the implementation and Monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The CSR Committee confirms that the activities carried out by the Company are in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board of Directors
For **Minda Industries Limited**

Nirmal K Minda
Chairman & Managing Director
DIN: 00014942

Place : Gurugram
Date : June 29, 2020

Annexure-C to Board's Report

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies Act (Accounts) Rules, 2014

A. Conservation of Energy:

(i) Step taken or impact on conservation of energy:

- Installation of the ducting for Compressor to avoid release of hot air and improve the performance of compressor resulted of saving 100 units per month.
- Interlinking of all the Exhaust fans with Occupancy sensor for all washroom and common area to save the lighting energy.
- Office lights are loaded on the production UPS for better utilization of the UPS as well as to avoid excess running of the DG set for back up this saved diesel cost.
- Air leakage points identified at different places & stop leakages to avoid wastage. This improves compressor idle running condition to save energy.
- LED lights implemented at all places to reduce energy consumption.
- High energy & high spares consumption machines identified & replaced them with low energy consumption machines like Power pack etc. on machines.
- For Lighting system, due to external lighting from windows, we operate only the units where light is must and other areas the lights are kept off until necessary
- Solar plant installation 315 KWP.
- Installation of Servo Hydraulic Motors on Injection Moulding machines.
- Identification of compressed air leakage points and closure on regular basis to avoid wastage of compressed air.
- Installation of Timers on Washroom exhaust fans for controlled operation and conserve energy.
- Replaced Aluminum blades of Cooling Tower fan with Light weight FRP blades to save 30 % power.
- Installation of Temperature controllers on Cooling Towers to control switching ON/OFF of Cooling Tower fan as per set temperature.
- Insulation improvement in Die Casting Furnaces to minimize heat loss.
- Installation of Timer on Dust Collector for automatically switching off to avoid idle running.
- Installation of Solar Street Lights.
- Installation of VFD's on Powder coating & Lab blower & exhaust fan of Moulding section.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

- Proposed plan for replacement of Powder Coating Diesel Fired burners with PNG burners.
- Installation of transparent sheet on roof terrace of Shop floor for optimum usage of sunlight during day time.
- Proposed plan to replace 12 Nos. old AC's with new inverter drive energy efficient AC's.
- Using only Normal electrical energy, solar energy installation in planned year 2022-23.
- Solar Plant installed 315 KWP units saved 1920=2.4 Lac Cost=23.04 Lacs.

(iii) The capital investment on energy conservation equipments:

- Installation of Servo Hydraulic Motors on Injection Moulding machines.
- Proposed plan for Installation of 200KW solar power Plant.
- Replacement of Aluminum blades of Cooling Tower fan with Light weight FRP blades to save 30 % power.
- Installation of Solar Street Lights

B. Technology Absorption, Research and Development (R&D)

(i) The efforts made towards technology absorption

- Current focus is on the in house technology development through R&D in various areas such as Telematics, Wireless Charging, Electric Vehicle, Body Control Modules
- Few areas such as Electric Vehicle technology, we take consultancy from external sources to gain the knowledge for product application
- Selection of the correct selective soldering machine, Capacity utilization and studding the soldering technology

Annexure-C to Board's Report (Contd.)

The Company associated with original vehicle manufacturers at concept stage and in many cases co-develop products with them. Our R&D team has required competencies and resources to create products and solutions to meet specific customer requirements. Few of the products that we had successfully developed in Financial 2019-20 are:

Low voltage waterproof front stop switch

- Combined Brake System (Mechanical Type for Drum - Drum with 2 Input & 2 output)
- USB Charging with illumination (DC-DC)
- SAB Switch (Navigation Module)
- Split type USB Charging (DC-DC)
- New Range of Handlebar Switches (for BS6 Vehicles)
- Handle bar switch using Minda Tact switching Technology
- Switch with Integrated Bluetooth /Navigation

(ii) **The benefits derived like product improvement, cost reduction, product development or import substitution:**

- Product improvement. cost reduction overall in capex as well as the opex cost reduction
- In case of on Board Chargers, we take consultancy for design of power electronics circuits.
- developed Navigation Module for Handlebar Switch for the First time in India. Within Handlebar Switch there is PCB based resister ladder prime function of this PCB Assembly is to Convert 4 Switch Signals (In just 2 wires) and provide diagnosis.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

A	The details of technology imported	(i) Light guide (ii) Plastic Projection lens-THICK LENS (iii) Rigid cum flexible PCB (iv) H7 Bulb projector
B	The year of import	From 2018 to till now
C	Whether the technology has been absorbed?	Yes, technology has been absorbed and already in production. Product - S201 HL for H7 Bulb projector, DRL Light guide S201 Tail lamp – Rigid cum flexible PCB LED Low beam projector- Thick lens
D	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof and	LED low beam projector – Thick Lens, Cost is high, Localization required

Expenditure on R&D ₹ in Crores

Particular		Year ended on 31 March 2020	Year ended on 31 March 2019
a)	Capital	21.32	27.77
b)	Recurring	51.90	63.70
c)	Total	**73.22**	**91.47**
d)	Total R&D expenditure as percentage of total turnover.	2.31	2.62%

Foreign Exchange Earning and Outgo: **Amt. in Crores**

S. No.	Particular	Current year 2019-20	Previous Year 2018-19
1	**CIF value of Imports**		
	-Raw Material	130.71	95.68
	-Stores and Spares	13.78	22.76
	-Capital Goods	54.70	16.52
Total		**199.19**	**134.96**
2	**Expenditure in Foreign Currency**		
	-Travel	3.43	4.41
	-Royalty	0.44	0.63
	-Technical Know-How Fee	0.47	0.67
	-Others	6.61	4.43
Total		**13.49**	**10.14**
3	**Total Foreign Exchange earned**	**126.02**	**123.67**

Annexure-D to Board's Report

Corporate Governance Report

1) Our Corporate Governance Philosophy

Your company is committed to achieve and maintain the highest standards of Corporate Governance. Your company believes in the concept of good Corporate Governance involving transparency, empowerment, accountability, equity and integrity with a view to enhance stakeholder's value in order to achieve its mission as stated below: -

"To continually enhance the stakeholders' value through global competitiveness while contributing to society."

Our Corporate Governance framework ensures effective engagement with our stakeholders and which help us to evolve with changing time.

Your company believes that an active, well informed independent Board is necessary to ensure the highest standard of Corporate Governance. Your company firmly believes that the Board's independence is essential to bring objectivity and transparency in the management and in the dealings of the Company.

2) Board Composition

Size and composition of Board

Your company believes that our Board needs an appropriate mix of Executive Directors and Independent Directors to maintain its independence and separate its functions of governance and management. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandate that for a Company with an Executive Chairman, at least one-half of the Board should be Independent Directors.

On 31 March, 2020, our Board consists of seven members, out of which two are Executive; one is Non-Executive, while the remaining four are Independent Directors.

The above composition comprise of two Women Directors of which one is Independent Director also. The Board periodically evaluates the need for change in its composition and size.

The Board of Directors of the Company at its meeting held on 6 August, 2019, has appointed Dr. Chandan Chowdhury as an Additional Director in the category of Independent Director of the Company for a period of two years w.e.f. 7 August, 2019, subject to approval of the shareholders at the ensuing AGM of the Company.

The independent directors have confirmed that they meet the criteria of independence as required under the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations. The Board is of the opinion that the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are Independent of the Management.

No Independent Director of the Company serves as a whole-time director of a listed Company. No Independent Director is a director in more than seven listed companies and as director of more than 10 public companies.

No director is a member in more than 10 committees of public companies nor acts as a chairperson of more than 5 committees across all listed entities in terms of Regulation 26(1) of Listing Regulations.

The shareholders at their General Meeting held from time to time have approved the appointment of Independent Directors for a fixed tenure not exceeding as prescribed under the Companies Act, 2013. The Company issued letter of appointment to all its Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of such appointment have been disclosed on the website of the Company at https://www.unominda.com/investor/corporate-governance

The composition of the Board, category and particulars of attendance during the financial year 2019-20 is given below:

i) The composition of the Board, category and particulars of attendance is given below:

Name of Director	Category of Directorship	Attendance Record Total Board Meeting held during 2019-20 = 8 Nos.		Number of other Directorships*	Committee Membership/ Chairmanships**	
		Board Meetings attended	Last AGM held on 06/08/2019 Attended Yes/ No		Member	Chairman
Mr. Nirmal Kumar Minda	Chairman and Managing Director	7	Yes	9	-	-
Mr. Anand Kumar Minda	Non- Executive Director	7	Yes	9	2	-

Annexure-D to Board's Report (Contd.)

Name of Director	Category of Directorship	Attendance Record Total Board Meeting held during 2019-20 = 8 Nos.		Number of other Directorships*	Committee Membership/ Chairmanships**	
		Board Meetings attended	Last AGM held on 06/08/2019 Attended Yes/ No		Member	Chairman
Ms. Paridhi Minda	Whole-time Director	5	-	5	2	-
Mr. Satish Sekhri	Non- Executive & Independent Director	8	Yes	7	8	1
Ms. Pravin Tripathi	Non- Executive & Independent Director	8	Yes	7	8	2
Mr. Krishan Kumar Jalan	Non- Executive & Independent Director	8	Yes	4	4	-
Dr. Chandan Chowdhury***	Non- Executive & Independent Director	4	-	1	-	-
Mr. Alok Dutta****	Non- Executive & Independent Director	1	-	-	-	-

Notes: There are no inter-se relationships between our Board members except Ms. Paridhi Minda. She is daughter of Mr. Nirmal K. Minda, Chairman & Managing Director.

* Includes directorship in Minda Industries Ltd. and excludes directorship in Private Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Limited Companies have been considered. Also includes the Memberships & Chairmanships in Minda Industries Ltd.

*** Dr. Chandan Chowdhury appointed as an Additional Director in the category of Non-Executive Independent Director on the Board for a term of two years with effect from 7 August 2019, subject to approval by the shareholders at the ensuing annual general meeting of the Company.

**** Mr. Alok Dutta resigned from the directorship of the Company with effect from 17 May 2019. Mr Alok Dutta has confirmed that he has resigned due to personal reasons and there are no other material reason or circumstances for his resignation.

Mr. Nirmal K. Minda, is a Promoter Director. Mr. Anand Kumar Minda and Ms. Paridhi Minda are part of Promoter Group.

Name of the other listed entities where such director is a director

Sl No	Name of Director	CIN & Name of other Listed Entity where he/ she is a director	Category of directorship
1	Mr. Nirmal K Minda	L67120DL1985PLC021349 Minda Finance Ltd.	Non-Independent Director
2	Mr. Anand Kumar Minda	L67120DL1985PLC021349 Minda Finance Ltd.	Non-Independent Director
3	Ms. Paridhi Minda	NIL	NIL
4	Mr. Satish Sekhri	L34300HR1983PLC023187 Rico Auto Industries Ltd.	Independent Director
5	Mr. Krishan Kumar Jalan	L45201DL1999PLC195937 PNC Infratech Limited	Independent Director
6	Ms. Pravin Tripathi	1) L29130DL1987PLC027342 Jai Bharat Maruti Limited	Independent Director
		2) L51909MH2002PLC135594 Multi Commodity Exchange of India Limited	Independent Director
		3) L65999DL2006PLC153373 PTC India Financial Services Limited	Independent Director
		4) L74899DL1996PLC083073 JBM Auto Limited	Independent Director
7	Dr. Chandan Chowdhury	NIL	NIL

Annexure-D to Board's Report (Contd.)

Board Meetings

Eight (8) Board Meetings were held during the financial year 2019-20. These meetings were held on 16 May 2019, 20 July 2019, 06 August 2019, 13 September 2019, 14 November 2019, 23 December 2019, 06 February 2020 and 31 March 2020

Availability of information to the Board members

The Board has unrestricted access to all company related information including that of our employees. At Board Meeting, managers and representatives who can provide additional insights into the items being discussed are invited. Regular updates provided to the Board include Annual Budget, Technology Collaboration, Investments, Quarterly Results, Minutes of meeting of Subsidiary Companies, Minutes of Audit Committee and other committee of the Board of the Company and other material information.

All the information relevant to the Company as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is also made available to the Board.

Skills/Experience/ Competence of the Board

The Board has members having skill/experience/ competence required for the business and affairs of the Company for it to function effectively. The Board has inter-alia the following attributes:

Nature of skill/ competence/ experience	Name of Directors who have the relevant experience/Skill/Competence						
	Mr.Nirmal K Minda	Mr. Anand Minda	Mr Satish Sekhri	Krishan Kumar Jalan	Ms. Pravin Tripathi	Dr Chandan Choudhury	Ms Paridhi Minda
Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates	√	√	√	√	√	√	√
Behavioral Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders	√	√	√	√	√	√	√
Strategic thinking and decision making	√	√	√	√	√	√	√
Financial Skills	√	√	√	√	√	√	√
Professional skills and knowledge to assist the ongoing aspects of the business	√	√	√	√	√	√	√

Code of Conduct

In compliance with Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted Code of Conduct ('the Code').

The code is applicable to all Directors, Independent Directors and Senior Management of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The code is available on our website at https://www.unominda.com/investor/corporate-governance

All Members of the Board and Senior Management personnel have affirmed the compliance with the Code as on 31 March 2020.

A declaration to this effect, signed by the CEO in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Board's Report is appended as **Annexure-J.**

Annexure-D to Board's Report (Contd.)

3. Board Committees

The Board has 5 (five) Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, and Risk Management Committee.

The quorum for meetings is either two or one-third of the total number of members of the committee, whichever is higher.

a) Audit Committee

Audit Committee comprised of three Independent Directors as on 31 March 2020.

The Composition, Category and Attendance of Audit Committee are given below: -

Name of the member	Category	Attendance Record (No. of meetings held= 7) Meeting(s) attended	Date on which meeting held
Mr. Alok Dutta*	Chairman	1	16/05/2019 06/08/2019 13/09/2019 14/11/2019 23/12/2019 06/02/2020 31/03/2020
Mr. Satish Sekhri	Member	7	
Ms. Pravin Tripathi **	Member	7	
Mr. Krishan Kumar Jalan***	Member	6	
Mr. Anand Kumar Minda****	Member	6	

*Mr. Alok Dutta resigned from the directorship of the Company with effect from 17 May 2019. Accordingly, he also ceased to be a Chairman of the Committee with effect from 17 May 2019

**Ms. Pravin Tripathi was appointed as Chairperson of the Committee with effect from 17 May 2019.

***Mr. Krishan Kumar Jalan was appointed as member of the Committee with effect from 17 May 2019.

***Mr. Anand Kumar Minda ceased to be a member of the Committee with effect from 7 February 2020.

The Company Secretary acts as a Secretary the Committee.

Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the SEBI (LODR) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

i) The Audit Committee presently consists of the three Independent Directors.

ii) All members of the committee are financially literate and having the requisite financial management expertise.

iii) The Chairperson of the Audit Committee is an Independent Director.

iv) The Chairperson of the Audit Committee was present at the last Annual General Meeting held on 6 August 2019.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee inter-alia includes matters specified under section 177(4) of the Companies Act, 2013 and Part-C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprised of three directors as on 31 March 2020.

The composition, category and attendance of Nomination and Remuneration Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held= 4) Meeting(s) attended	Date on which meeting held
Mr. Alok Dutta*	Chairman	1	16/05/2019 06/08/2019 14/11/2019 06/02/2020
Mr. Satish Sekhri	Member	4	
Ms. Pravin Tripathi**	Chairperson	3	
Mr. Anand Kumar Minda***	Member	4	
Mr. Krishan Kumar Jalan****	Member	0	

Annexure-D to Board's Report (Contd.)

*Mr. Alok Dutta resigned from the directorship of the Company with effect from 17 May 2019. Accordingly, he also ceased to be a Chairman of the Committee of the Company with effect from 17 May 2019

**Ms. Pravin Tripathi was appointed as Chairperson of the Committee with effect from 17 May 2019.

***Mr. Anand Kumar Minda ceased to be a member of the Committee with effect from 7 February 2020.

**** Mr. Krishan Kumar Jalan was appointed as member of the committee with effect from 7 February 2020.

The Company Secretary acts as a Secretary the Committee.

Terms of reference

- To identify persons, who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment or removal
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity.
- To recommend / review remuneration of the Managing Director(s), Whole-time Director(s) and their relatives, based on their performance and defined assessment criteria.
- To carry out any other functions as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- Such matters as stated in section 177(4) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Performance evaluation criteria for Independent Directors

The performance evaluation for independent directors has been carried out in-line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017.

Remuneration Policy

The Remuneration policy of our Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives. The Company has a Remuneration Policy which is uploaded on the website of the Company.

c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprised of three directors as on 31 March 2020.

The composition, category and attendance of Stakeholders Relationship Committee is given below:

Name of the member	Category	Attendance Record (No. of meetings held= 4) Meeting(s) attended	Date on which meeting held
Mr. Alok Dutta*	Chairman	1	16/05/2019 06/08/2019 1411/2019 06/02/2020
Mr. Satish Sekhri **	Chairman	4	
Mr. Anand Kumar Minda	Member	4	
Mr. Krishan Kumar Jalan***	Member	0	

*Mr. Alok Dutta resigned from the directorship of the Company with effect from 17 May 2019. Accordingly, he also ceased to be a Chairman of the Committee of the Company with effect from 17 May 2019

**Mr. Satish Sekhri was appointed as Chairman of the Committee with effect from 17 May 2019.

***Mr. Krishan Kumar Jalan was appointed as member of the committee with effect from 17 May 2019.

The Company Secretary acts as a Secretary of the Committee.

Annexure-D to Board's Report (Contd.)

Terms of Reference

- Oversee and review all matters connected with the transfer of the Company's securities
- Approve issue of the Company's duplicate share certificates
- Monitor redressal of investors' / shareholders' grievances
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to Investors
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other functions as may be referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable

Name, Designation and Address of the Compliance Officer

Mr. Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Minda Industries Ltd.

B-64/1, Wazirpur Industrial Area, Delhi-110052

E-mail: tksrivastava@mindagroup.com

Phone: 011-49373931, 0124-2291604, Fax: 0124-2290676

Share Transfer System

All the Share Transfers, received are being approved within 15 days of its receipts and are approved by the Stakeholders Relationship Committee on quarterly basis.

Your Company has 48473 shareholders as on March 31, 2020. The company and share transfer agent has received 8 complaints during the year. All these complaints were resolved to the satisfaction of shareholders within a period of 15 days from its receipt. Number of complaints not solved to the satisfaction of shareholders are nil. There is no pending complaint as on the March 31, 2020.

d) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee comprised of four directors as on 31 March 2020.

The composition, category and attendance of Corporate Social Responsibility (CSR) Committee are given below: -

Name of the member	Category	Attendance Record (No. of meetings held = 2 Meeting(s) attended	Date on which meeting held
Mr. Nirmal K. Minda	Chairman	2	16/05/2019 14/11/2019
Mr. Anand Kumar Minda	Member	2	
Mr. Alok Dutta*	Member	2	
Mr. Satish Sekhri	Member	2	
Mr. Krishan Kumar Jalan**	Member	2	

*Mr. Alok Dutta resigned from the directorship of the Company with effect from 17 May 2019. Accordingly, he also ceased to be a member of the Committee of the Company with effect from 17 May 2019

**Mr. Krishan Kumar Jalan was appointed as member of the committee with effect from 17 May 2019.

The Company Secretary acts as a Secretary the Committee.

Terms of Reference

The CSR committee is responsible to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013, to recommend the amount of expenditure to be incurred on CSR activities and to monitor the Corporate Social Responsibility Policy of the Company from time-to time.

The CSR Policy of the Company is available on our website https://www.unominda.com/investor/corporate-governance

The CSR Report, as required under the Companies Act, 2013 for the year ended on 31 March 2020 is appended as **Annexure A** to the Board's report.

Annexure-D to Board's Report (Contd.)

e) Risk Management Committee

The Risk Management Committee comprised of four members as on 31 March 2020.

The composition, category and attendance of Risk Management Committee is given below: -

Name of the member	Category	Attendance Record (No. of meetings held = 2 Meeting(s) attended	Date on which meeting held
Mr. Satish Sekhri	Member	2	25/08/2019 25/12/2019
Mr. Anand Kumar Minda	Member	2	
Mr. Sunil Bohra	Member	2	
Dr. Chandan Chowdhury*	Member	0	

*Dr. Chandan Chowdhury was appointed as member of the Committee with effect from 07 February 2020.

The Company Secretary acts as a Secretary the Committee.

Terms of Reference

- Review of implementation of Risk Management Policy and Framework;
- Other functions as may be specified under Companies Act, 2013 and SEBI Listing Regulations; and

  Such other activities as may be specified by the Board from time to time.

4. General Body Meeting

Venue and Time of last three Annual General Meetings (AGM)

Year	Date of Meeting	Time	Venue
25th AGM, 2016 -17	29-08-2017	3.30 p.m.	PHD House, Opposite Asian Games Village, New Delhi
26th AGM, 2017-18	08-08-2018	3.30 p.m.	PHD House, Opposite Asian Games Village, New Delhi
27th AGM, 2018-19	06-08-2019	3.30 p.m.	PHD House, Opposite Asian Games Village, New Delhi

The summary of the Special Resolutions passed at the previous 3 Annual General Meetings are reported below: -

27th Annual General Meeting

S.No.	Subject Matter of the Special Resolution
1	In the 27th Annual General Meeting, there was no Special Resolution in the AGM Notice.

26th Annual General Meeting

S.No.	Subject Matter of the Special Resolution
1	Re-appointment of Mr. Alok Dutta, as an Independent Director
2	Re-appointment of Mr. Satish Sekhri, as an Independent Director

25th Annual General Meeting

S.No.	Subject Matter of the Special Resolution
1	Approval of limits for the Loans and investments under Section 186 of the Companies Act, 2013.

Postal Ballot

No resolution was passed through postal ballot during FY 2019-20. One special resolution for raising fund upto Rs. 700 Crores through issue of securities through postal ballot was proposed on 31 March, 2020 and the same was passed on 19 June, 2020, the details of which are as under:

Date of Postal Ballot Notice : 31 March, 2020

Voting period : 21 May, 2020 to 19 June, 2020

Date of Declaration of Results : 20 June, 2020

Annexure-D to Board's Report (Contd.)

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/ (1)*100	(4)	(5)	(6)=(4)/ (2)*100	(7)=(5)/ (2)*100
Promoters and Promoter Group	E-voting	185,628,317	185,628,317	100.0000	185,628,317	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
		Total	**185,628,317**	**100.0000**	**185,628,317**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	46,039,235	41,178,298	89.4418	41,178,298	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
		Total	**41,178,298**	**89.4418**	**41,178,298**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	30,549,413	8,044,815	26.3338	8,043,640	1,175	99.9854	0.01461
	Postal Ballot		NA	NA	NA	NA	NA	NA
		Total	**8,044,815**	**26.3338**	**8,043,640**	**1,175**	**99.9854**	**0.0146**
Total		**262,216,965**	**234,851,430**	**89.5638**	**234,850,255**	**1,175**	**99.9995**	**0.0005**

Procedure for Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19 pandemic, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and subject to other applicable laws and regulations, if any, the Company sought approval in respect of the special business as set out in Postal Ballot Notice dated 31 March, 2020 by passing Special Resolution through Postal Ballot (only through the remote e-voting process).

The Company dispatched the postal ballot notices to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date through e-mail only.

The Company also published a notice in the newspaper announcing the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting.

The Scrutinizer submitted its report after the completion of scrutiny and the results of the voting by Postal Ballot were then announced. The results were also displayed on the Company website, www.unominda.com, besides being communicated to the Stock Exchanges. The last date for the receipt of duly completed Postal Ballot Forms or e-voting was considered as the date on which the resolution was deemed to have been passed by the requisite majority.

NCLT Meetings

During the financial year, two NCLT convened meeting of Shareholders of the Company were held, the details of which are as under: -

1) **Notice of the NCLT convened Meeting dated 14 October 2019**

The shareholders passed the resolutions as per the details given below

Date of the Notice	:	14 October, 2019
Voting period	:	20 October 2019 to 18 November 2019
Date of meeting & declaration of Results	:	19 Novembers, 2019

Annexure-D to Board's Report (Contd.)

Resolution for approval of the Composite Scheme of Arrangement amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)		(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	185619615	108918870	58.6785	108918870	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		76700745	41.3215	76700745	0	100	0
		Total	**185619615**	**100**	**185619615**	**0**	**100**	**0**
Public-Institutions	E-voting	44012927	40217418	91.3764	40217418	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
		Total	**40217418**	**91.3764**	**40217418**	**0**	**100**	**0**
Public-Non Institutions	E-voting	32584423	362638	1.1129	361346	1292	99.6437	0.3563
	Poll		6655	0.0204	6343	312	95.3118	4.6882
	Postal Ballot		9641442	29.5891	9641037	405	99.9958	0.0042
		Total	**10010735**	**30.7225**	**10008726**	**2009**	**99.9799**	**0.0201**
Total		**262216965**	**235847768**	**89.9437**	**235845759**	**2009**	**99.9991**	**0.0009**

M/s Prashant Kr Sarkar, Practicing Company Secretary was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

2) Notice of the NCLT convened Meeting dated 1 November 2019

The shareholders passed the resolutions as per the details given below:

Date of the Notice : 1 November, 2019

Voting period : 9 November 2019 to 8 December 2019

Date of meeting & declaration of Results : 9 December, 2019

Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies), with Minda Industries Limited (Transferee Company).

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	185619615	108918870	58.68	108918870	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		76700745	41.32	76700745	0	100.00	0
		Total	**185619615**	**100.00**	**185619615**	**0**	**100.00**	**0**
Public-Institutions	E-voting	44239993	41929826	94.78	41929826	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	100.00	0
		Total	**41929826**	**94.78**	**41929826**	**0**	**100.00**	**0**
Public-Non Institutions	E-voting	32357357	525618	1.62	525592	26	99.99	0.00
	Poll		586	0.01	583	3	99.49	0.51
	Postal Ballot		9338090	28.86	9338090	0	100	0.00
		Total	**9864294**	**30.49**	**9864265**	**29**	**99.99**	**0.00**
Total		**262216965**	**237413735**	**90.54**	**237413706**	**29**	**100.00**	**0.00**

Annexure-D to Board's Report (Contd.)

The Company successfully completed the process of obtaining approval of its shareholders for resolutions on the items detailed above through the aforesaid postal ballot(s).

M/s Manish Manocha & Company, Chartered Accountants, was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

Procedure for NCLT convened Meetings

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provided electronic voting (e-voting) facility to all its members. The Company availed the services of NSDL for the purpose of providing e-voting facility to all its members. The members were given the option to vote either through postal ballot or through e-voting or through polling paper at the venue of the meeting

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appeared in the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice was sent to members through:

1) electronic form to those shareholders who had registered their email Id; and

2) registered post to those shareholders who have not registered their e-mail ID's with the depositories or with the Company.

The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms, duly completed and signed to the Scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting. Members who had not voted through postal ballot or through e-voting and were present at the meeting were provided the facility to vote by poll/ballot paper at the venue.

The Scrutinizer submitted his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting were announced by the NCLT appointed Chairman of the meeting. The results were also displayed on the Company website, www.unominda.com, besides being communicated to the Stock Exchanges.

5. Holding/ Subsidiary Companies

In terms of clause (c) of sub-regulation (1) of Regulation 16 of Listing Regulations 'material subsidiary' means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

In compliance with the said regulation, the Company has a policy on Determining Material Subsidiary, which has been approved by the Board and the same has been displayed on the Company's website at https://www.unominda.com/investor/corporate-governance

During financial year 2019-20 there were three material unlisted subsidiary of the Company.

The management of subsidiary companies is carried out by their separate Board of Directors who is empowered to exercise all the duties and rights for efficient monitoring and management of the companies.

The Company oversees and monitors the performance of subsidiary companies

6. Disclosures

i) Related party Transactions

Related party transactions entered during the financial year were in the ordinary course of business and were on an arm's length basis. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee obtained for the transactions which were of a foreseen and repetitive nature.

A Statement giving details of all related party transactions placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board can be accessed on the Company's website https://www.unominda.com/investor/corporate-governance

ii) Disclosure of Accounting Treatment

The financial statements have been prepared on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

Annexure-D to Board's Report (Contd.)

iii) Risk Management

The Management of the Company regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

iv) Remuneration of Directors.

Disclosure of Director's Interest in transactions with the Company.

None of the Non-Executive Director had any pecuniary relationship or transaction with the company. However, some commercial transactions have taken place where Company's directors hold directorship. Such transactions have taken place in the Ordinary Course of Business and on an Arm's Length basis and have been disclosed to the Audit Committee and Board of Directors in accordance with the provisions of the Companies Act, 2013 and have been entered in the register of contracts and approved by the Board in accordance with the Section 188 of the Companies Act, 2013.

Remuneration paid to the Managing Director & Whole-time Director during the year 2019-20

(Rupees in Lacs)

Name of the Director	Salary & Allowances	Commission	Rent Free Accommodation & Other Expenses	Contribution to Provident Fund etc.	Total
Mr. Nirmal K. Minda, Chairman cum Managing Director	147.74	40.00	28.56	17.73	234.03
Ms Paridhi Minda, Whole-time Director	56.94	NA	Nil	3.53	60.47

Details of fixed component and performance linked incentives, along with the performance criteria:

Salary and Allowances are fixed component payable to Managing Director and Whole-time Director as per terms approved by the Board and Shareholders. Only Managing Director is eligible to receive commission upto 3 percent of the net profit computed in accordance with Section 198 of the Companies Act, 2013.

Remuneration policy for Non-Executive Directors

The Non-Executive Independent Directors are paid remuneration by way of sitting fees. No stock options were issued to the Non-Executive Independent Directors during the year.

The sitting fees to Non-Executive Independent director(s) amounting to ₹ 28.45 Lacs pertaining to 2019-20 is detailed below:

Mr. Alok Dutta - ₹ 1.45 Lacs, Mr. Satish Sekhri - ₹ 9.30 Lacs, Ms. Pravin Tripathi- ₹ 7.95 Lacs, Mr. Krishan Kumar Jalan - ₹ 7.75 Lacs and Dr. Chandan Chowdhury - ₹ 2.00 Lacs.

Mr. Anand Minda, Non-Executive Director has waived off his sitting fee.

Criteria of making payment to Non-Executive Directors

Non-Executive Directors may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members. They are eligible for commission within regulatory limits, as recommended by the Nomination & Remuneration Committee and approved by the Board. The remuneration payable shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the Nomination & Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Tenure, Notice Period and severance fee

The tenure of office of the Chairman & Managing Director and Whole-time Director is for five years from the date of appointment, and can be terminated by either party by giving three months notice in writing. There is no separate provision of severance fee.

Stock Options: None of the directors are eligible for stock options.

Shareholding of Non-Executive Director

Sl. No	Name of Director	No. of Shares held as at 31.03.2020
1	Mr. Anand Kumar Minda	54,000
2	Mr. Satish Sekhri	2,100
3	Mr. Krishan Kumar Jalan	Nil
4	Dr. Chandan Chowdhury	Nil
5	Ms. Pravin Tripathi	Nil

v) Details of non-compliances by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI, or any other statutory au-thority.

Annexure-D to Board's Report (Contd.)

vi) Insider Trading Code in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015

The Company has adopted an Insider Trading Policy to regulate, monitor and to report the trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This policy also includes practices and procedures for fair disclosure of Unpublished Price Sensitive Information, initial and continual disclosure.

The code lays down guidelines, which covers procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning on consequences of non-compliances. The copy of the same is available on the website of the Company website www.unominda.com.

vii) Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. No person has been denied access to the Chairman of Audit Committee. The whistle Blower Policy can be accessed on Company's website https://www.unominda.com/investor/corporate-governance

viii) Commodity price risk or foreign exchange risk and hedging activities:

The Company has managed the foreign exchange risk and the transactions have been hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note No. 50 to the Standalone Financial Statements.

ix) Disclosures in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

a) No. of Complaints filed during the financial year : Nil

b) No. of Complaints disposed of during the financial year : Nil

c) No. of Complaints pending as at the end of the financial year : Nil

x) Details of familiarization programs imparted to the Independent Directors:

The details of familiarization programs imparted to the Independent Directors are available at www.unominda.com/investor/corporate-governance

xi) Certificate from Company Secretary in Practice certifying that none of the Direc-tors are debarred or disqualified as Directors

None of the directors on the Board of the company have been debarred from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A certificate from a Company Secretary in practice has been attached herewith as **Annexure- K.**

x) Details of compliance with mandatory requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

xi) Details of compliance with Non-mandatory requirements

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below: -

xii) Modified opinion(s) in Audit report:

During the year under review, there is no audit qualification on your Company's financial statements.

xiii) Reporting of Internal Auditor:

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

7. CEO / CFO Certification

Chairman & Managing Director (CEO) and Chief Financial Officer (CFO) in terms of SEBI (Listing and Disclosure Requirements) Regulations, 2015, have furnished the requisite certificate to the Board of Directors. The copy of the same is appended as **Annexure - L.**

8. Means of Communication

Quarterly Results

The Company's quarterly results are published in Economic Times, Navbharat Times, Financial Express and Jansatta and are displayed on its website www.unominda.com

News Release and Presentations

Official news releases are sent to stock exchanges and simultaneously displayed on Company's website www.unominda.com

Presentations to Investors / Analysts

The presentations on the Company's unaudited quarterly as well as audited annual financial results are made to the investors and financial analysts and simultaneously uploaded on the Company's website www.unominda.com.

Website

The Company's website www.unominda.com contains a separate dedicated section "Investor Relations" which enables stakeholders to be informed and allows them to access information at their convenience. Up-to-date financial results, annual reports, shareholding patterns, official news releases, Notices and other general information about the Company.

Annual Report

The Annual Report containing Standalone Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members. The Management's Discussion and Analysis Report forms part of the Annual report.

9. Detail of Compliance with the Corporate Governance Requirements specified in Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015.

The Company has complied all the regulations mentioned above.

10) General Shareholders Information

Annual General Meeting

i)	Date	:	19th September, 2020
	Time	:	11:00 a.m.
	Venue	:	Through VC

ii) Financial Year 1 April 2019 to 31 March 2020

For the year ended on 31.03.2020, the results were announced on

For quarter ending	Date
30 June 2019	06 August 2019
30 September 2019	14 November 2019
31 December 2019	06 February 2020
31 March 2020 (Audited)	29 June 2020

For the year ended on 31.03.2021, the results will be announced on following tentative dates

For quarter ending	On or before
30 June 2020	14 August 2020
30 September 2020	14 November 2020
31 December 2020	14 February 2021
31 March 2021 (Audited)	30 May 2021

iii) Date of Book closure: Saturday, 12 September, 2020 to Saturday, 19th September, 2020 (both days inclusive).

iv) Dividend payment date: Not Applicable

v) Listing on Stock Exchanges

The Company's shares are listed at the BSE Limited (BSE) at Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and National Stock Exchange of India Limited (NSE) at Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

Annual listing fees for 2019-20 has been paid to both the stock exchanges

vi) Stock Code

BSE Limited. : 532539

National Stock Exchange of India Ltd. : MINDAIND

vii) Stock Prices during 2019-20

The performance of the Company's scrip on BSE and NSE as compared to the SENSEX and NIFTY during the year 2019-20 are as under: -

Month(s)	SENSEX		MIL share price on BSE (Amount in ₹)	
	High	Low	High	Low
Apr 2019	39,487.45	38,460.25	392.45	328.70
May 2019	40,124.96	36,956.10	375.00	306.00
Jun 2019	40,312.07	38,870.96	344.90	308.00
July 2019	40,032.41	37,128.26	324.75	263.10
Aug 2019	37,807.55	36,102.35	343.00	284.75
Sep 2019	39,441.12	35,987.80	357.45	310.20
Oct 2019	40,392.22	37,415.83	379.45	320.35
Nov 2019	41,163.79	40,014.23	373.10	324.15
Dec 2019	41,809.96	40,135.37	365.65	334.25
Jan 2020	42,273.87	40,476.55	423.85	350.30
Feb 2020	41,709.30	38,219.97	414.30	348.40
Mar 2020	39,083.17	25,638.90	388.40	209.30

Annexure-D to Board's Report (Contd.)

Month(s)	NIFTY		MIL share price on NSE (Amount in ₹)	
	High	Low	High	Low
Apr 2019	11,856.15	11,549.10	392.75	328.00
May 2019	12,041.15	11,108.30	371.00	305.25
Jun 2019	12,103.05	11,625.10	344.70	308.00
July 2019	11,981.75	10,999.40	324.70	262.35
Aug 2019	11,181.45	10,637.15	340.00	283.55
Sep 2019	11,694.85	10,670.25	357.70	309.10
Oct 2019	11,945.00	11,090.15	380.00	320.70
Nov 2019	12,158.80	11,802.65	374.00	324.00
Dec 2019	12,293.90	11,832.30	366.00	334.30
Jan 2020	12,430.50	11,929.60	425.90	350.10
Feb 2020	12,246.70	11,175.05	415.00	346.15
Mar 2020	11,433.00	7,511.10	377.95	206.25

viii) Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.

Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi - 110058

ix) Share Transfer System

As per clause 3 (c) of this Report.

x) Distribution Schedule and Shareholding Pattern as on 31 March 2020

Distribution Schedule

Category (shares)	No. of Shareholders	Shares
Upto 500	45,513	47,71,585
501 - 1000	2,747	19,41,925
1001 - 2000	1,320	18,53,258
2001 - 3000	516	13,05,775
3001 - 4000	176	6,14,984
4001 - 5000	134	6,01,913
5001 - 10000	334	22,69,566
10001 and above	349	24,88,57,959
TOTAL	**51,089**	**26,22,16,965**

Shareholding Pattern

Category of Shareholders	No. of Shares	% of Total Shares
Promoters and Promoters Group	18,56,28,432	70.79
Mutual Funds/UTI	1,69,23,901	6.45
Banks, Financial Institutions,	30,279	0.01
Insurance Companies	4,60,123	0.18
Foreign Portfolio Investors	2,85,98,876	10.91
Private Bodies Corporate	1,10,83,227	4.23
Indian Public	1,71,26,317	6.53
Non-resident Individuals / Overseas Corporate Bodies	9,20,697	0.35
Others	14,45,113	0.55
Total	**26,22,16,965**	**100.00**

Annexure-D to Board's Report (Contd.)

xi) Dematerialization of shares and liquidity as on 31 March 2020:

261038157 equity shares i.e. 99.55% of shares of the Company are in dematerial-ized form.

xii) Plant Location(s)

- Village Nawada Fatehpur, P.O. Sikanderpur Badda, Distt. Gurgaon (Haryana)
- Village Naharpur Kasan P.O. Nakhrola Distt. Gurgaon (Haryana)
- Plot No. ME-I, Sector-2A, IMT Manesar, Gurgaon (Haryana)
- Plot No. ME-II, Sector-2A, IMT Manesar, Gurgaon (Haryana)
- Plot No. 5, Sector-10, IIE, Pant Nagar, Udham Singh Nagar, Uttrakhand
- Plot No. 5A, Sector-10, IIE, Pant Nagar, Udham Singh Nagar, Uttrakhand
- B-6, Chakan Industrial Area, Village-Mahalunge, Taluka-khed Distt. Pune, Maha-rashtra
- B-1/5, Chakan Industrial Area, Village-Mahalunge, Taluka-khed Distt. Pune, Maha-rashtra
- B-1/4/2, MIDC, Chakan Industrial Area, Villalge Nigoje, Taluka Khed, Distt. Pune, Maharashtra.
- C-41, MIDC, Chakan Industrial Area, Village Mahalunge (Ingle), Taluka Khed, Distt. Pune, Maharashtra.
- Gat No. 427/5, 427/10,Chakan Talegaon Road, Mahalunge Tal Khed, Pune, Maharastra
- CREAT, Om Chambers, Bhosari Telco Rd, Balaji Nagar, MIDC, Bhosari, Pune, Maharashtra.
- B-35, Portion-I, MIDC Waluj, Aurangabad, Maharashtra
- Survey No. 209, Upparapalli Village, Periya Mathagondapally (Post) Hosur, Thally Road, Denkanikottai(Taluk), Krishanagiri District, Tamilnadu.
- Plot No. B-3, SIPCOT Industrial Park at Pillaipakam Vengadu Taluk, Sriperumpudur, Chennai.
- JV Gate No.1, Plot No.07, SMG Vendor Park, Hansalpur, Bechragi, Ahmedabad, Gujarat.

xiii) Address for Correspondence:

Minda Industries Ltd.

Regd. Off.: B-64/1, Wazirpur Industrial Area,
Delhi - 110 052.

(Tel) - 011-49373931, 0124-2291604

(Fax) - 0124-2290676

E-mail:investor@mindagroupcom

xiv) Credit Ratings: ICRA A1+ for commercial papers

xv) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

xvi) Details of any recommendations of any committee of the Board (which is mandatorily required) not accepted by the Board: NIL

xiv) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part: Rs. 3.36 crore

xv) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact of equity: Not Applicable

xvi) Disclosures with respect to demat suspense account/ unclaimed suspense account

(1) The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable:

(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; NIL

(b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year; Not applicable

(c) number of shareholders to whom shares were transferred from suspense account during the year; Not applicable

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; NIL

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not applicable

Annexure-E to Board's Report

Corporate Governance Certificate

To
The Members
Minda Industries Limited

We have examined the compliance of conditions of Corporate Governance by Minda Industries Limited ("the Company"), for the financial year ended 31 March 2020 as stipulated under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clause (b) to (i) of Regulations 46(2) and para C, D and E of schedule V of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Devesh Kumar Vasisht
Partner
CP No. 13700
UDIN : F008488B00039213

Place : New Delhi
Date : June 29, 2020

Annexure-F to Board's Report

Details Pertaining to Remuneration as Required Under Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2019-20 (₹ in Crore)	% increase in Remuneration in the Financial Year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Nirmal K Minda Chairman and Managing Director	2.34	8	117:1
2	Ms. Paridhi Minda Whole-time Director	0.60	8	30:1
3	Mr. Sunil Bohra, Group CFO	3.78	Nil	189:1
4	Mr. Tarun Kr. Srivastava, Company Secretary	0.24	4	12:1

ii) The median remuneration of employees of the Company during the financial year was ₹ 0.02 Crores.

iii) In the financial year, there was an increase of 9% in the median remuneration of employees.

iv) There were 3,895 permanent employees on the rolls of Company as on 31 March 2020.

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2019-20 was 7.8% whereas the increase in the managerial remuneration for the same financial year was 8%.

vi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors
For **Minda Industries Limited**

Nirmal K Minda
Chairman & Managing Director
DIN: 00014942

Place : Gurugram
Date : June 29, 2020

Annexure-G to Board's Report

Secretarial Audit Report

for the Financial Year Ended on 31 March 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Minda Industries Limited
(CIN: L74899DL1992PLC050333)
B-64/1 Wazirpur, Industrial Area, Delhi-110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Minda Industries Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c) We have not verified the correctness and appropriateness of the financial statements of the Company.

d) Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and standards and happening of events etc.

e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

g) The auditor adhered to best professional standards and practices as could be possible while carrying out audit during the lock-down conditions due to Covid-19. The Company made due efforts to make available the relevant records and documents which were verified through online means to conduct and complete the audit in the aforesaid lock-down conditions.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2020 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2020 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;

(v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

Annexure-G to Board's Report (Contd.)

(g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India which the Company has generally complied with.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, to the extent applicable as mentioned above.

(vi) The Company is manufacturer of auto components such as, Switches, Lighting, Batteries, Horns, CNG/ LPG Kits, Fuel Caps and Electronic Components etc. It has manufacturing facilities located at Manesar (Haryana), Pune and Aurangabad (Maharashtra), Pantnagar (Uttrakhand), Hosur and Chennai (Tamil Nadu) and Ahmedabad (Gujarat). As informed by the management, being an automotive components manufacturer, there is no sector specific law applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance other than those meetings which were held on shorter notice in compliance with the provisions of the Act read with Secretarial Standard-1 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period:

- The Board of directors in its meeting held on May 16 2019, has given its approval to the Scheme of Merger ('the Scheme') of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (formerly known as Rinder India Private Limited), wholly-owned subsidiary/ies of Minda Industries Limited ("Transferor Companies) with Minda Industries Limited ('Transferee Company' or 'the Company/) and their respective shareholders and creditors as per the terms and conditions mentioned in the Scheme placed before the Board.
- The Board of directors in its meeting held on February 06, 2020, has given its approval to the draft composite scheme of amalgamation of Minda I Connect Private Limited ("Transferor Company") with Minda Industries Limited ("Transferee Company") and their respective shareholders ("Scheme") on the terms and conditions mentioned in the Scheme placed before the Board.
- The Board of directors in its meeting held on 31 March 2020, has given its approval to raise and issue Equity Shares, global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), other financial instruments convertible into Equity Shares, any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (hereinafter collectively referred to as "Securities") or any combination of Securities, up to ₹ 700 Crores (Rupees Seven Hundred Crores only) or equivalent thereof by way of a public or private placement including but not limited to Qualified Institutions Placement ("QIP"), through a public issue and/or on a private placement basis and/or qualified institutional placement, and / or preferential issue and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be deemed appropriate by the Board.

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

Devesh Kumar Vasisht
Partner
CP No.:13700, FCS No.:F8488
UDIN : F008488B000393257

Place : New Delhi
Date : June 29, 2020

Annexure-H to Board's Report

Extract of Annual Return

Form No. MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L74899DL1992PLC050333
Registration Date	16 September, 1992
Name of the Company	Minda Industries Limited
Category/Sub-Category of the Company	Public Company/ Limited by Shares
Address of the Registered Office and Contact details	B-64/1, Wazirpur Industrial Area, New Delhi-110052 Phones: 011-49373931, 0124-2290427/2290428, Fax : 0124-2290676/95
Whether listed company	Yes.
Name, Address and Contact details of Registrar and Transfer Agent, if any.	Link Intime India Private Ltd. Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri Market, New Delhi-110058 Phones: 011- 41410592, 49411000 Fax 011- 41410591

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated: -

S. No.	Name and Description of main products / service	NIC Code of the Product/ Service	% to Total turnover of the Company
1	Switches, Horns and Electronic Components for Automobiles	2930	43%
2	Lightings for Automobiles	2740	35%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Minda Auto Components Ltd.* B-64/1, Wazirpur Industrial Area, Del-hi-110052	U25209DL1996PLC083240	Subsidiary	100	2(87)
2	Minda Distribution & Services Ltd.* 301/233, Mukundpur, New Delhi-110042	U34300DL2011PLC227272	Subsidiary	100	2(87)
3	Minda Storage Batteries Private Limited , B-64/1, Wazirpur Industrial Area, Delhi-110052	U35900DL2011PTC228383	Subsidiary	100	2(87)
4	Minda Rinder Private Limited * Gut No.148, Mahalunge Ingale Off Chakan Talegaon Road, Taluka Khed, Pune-410501	U31506PN1988PTC045915	Subsidiary	100	2(87)
5	MJ Casting Ltd.* B-64/1, Wazirpur Industrial Area, Delhi-110052	U28900DL2010PLC211731	Subsidiary	100	2(87)
6	Global Mazinkert S.L. Calle Paradillo 5, Bajo Ext. DR Madrid, 28002, Spain	N.A.	Subsidiary	100	2(87)
7	Minda Kyoraku Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35122DL2011PLC223819	Subsidiary	67.60	2(87)
8	Minda Kosei Aluminum Wheel Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U29130DL2015PTC278233	Subsidiary	69.99	2(87)
9	MI Torica India Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U51909DL2011PTC223728	Subsidiary	60	2(87)
10	Minda TG Rubber Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U29253DL2015PTC275475.	Subsidiary	51	2(87)

Annexure-H to Board's Report (Contd.)

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
11	Mindarika Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U74899DL1995PTC073692	Subsidiary	51	2(87)
12	Minda D Ten India Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U50400DL2012PTC238724	Subsidiary	51	2(87)
13	Minda Katolec Electronics Services Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35999DL2017PTC315486	Subsidiary	51	2(87)
14	Sam Global Pte Ltd. 30, Cecil Street, # 19-08, Prudential Tower, Singapore-049712	N.A.	Subsidiary	100	2(87)
15	PT Minda Asean Automotive JL Permata Raya, LOT CA-7, Kawasan Industry, KIIC, Karawang Bharat, West Java, Indonesia	N.A.	Subsidiary	100	2(87)
16	iSYS RTS GmbH, Moosacher Strasse 88, 80809, Munich, Germany	N.A.	Subsidiary	80	2(87)
17	Minda Onkyo India Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35999DL2017PTC313323	Joint Venture	50	2(6)
18	Minda TTE DAPS Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35990DL2015PTC279706	Joint Venture	50	2(6)
19	Roki Minda Co. Private Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U34300DL2010PTC211292	Joint Venture	49	2(6)
20	Kosei Minda Mould Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U27320DL2018PTC339551	Joint Venture	49	2(6)
21	Denso Ten Minda India Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35999DL2012FTC238701	Joint Venture	49	2(6)
22	Minda Emer Technologies Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35999DL2010PLC200859	Joint Venture	48.90	2(6)
23	Toyoda Gosei Minda India Pvt. Ltd. Plot No. SP2-30 & 31, RIICO Industrial Area, Majrakath Area, Neemrana-301705, Rajasthan	U28111RJ2008PTC026385	Joint Venture	47.80	2(6)
24	Rinder Riduco S.A.S., Columbia	N.A.	Joint Venture	50	2(6)
25	Kosei Minda Aluminum Company Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U28910TN2011PLC079581	Associate Company	30	2(6)
26	Minda NexGenTech Ltd. 37, Rajasthan Udyog Nagar, Delhi-110033	U31900DL2011PLC217478	Associate Company	26	2(6)
27	MITIL Polymer Private Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U51909DL2016PTC306953	Step Down Subsidiary	95	2(87)
28	Clarton Horn Spain Avda, Juan Carios I s/n La Carolina, CP: 23200, Spain	NA	Step Down Subsidiary	100	2(87)
29	Clarton Horn Morocco SARL Lot 102 A-3, Zone Franche de exportation, 90000 Tanger (Marruecos)	NA	Step Down Subsidiary	100	2(87)
30	CH Signalakustic GmbH Zehntwiesenstrasse 31 Q 76275 Ettlingen Germany	NA	Step Down Subsidiary	100	2(87)
31	Clarton Horn Mexico Avda, Hercules No.401-B Int. No. Bodega 14, Poligono empresarial Santa Rosa Jauregui, Queretaro (Mexico)	NA	Step Down Subsidiary	100	2(87)

Annexure-H to Board's Report (Contd.)

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
32	PT Minda Trading JL Permata Raya, LOT CA-7, Kawasan Industry, KIIC, Karawang Bharat, West Java, Indonesia.	NA	Step Down Subsidiary	100	2(87)
33	Minda Industries Vietnam Company Limited Binh Xuyen Industrial Park, Dao Duc Village, Binh Xuyen District Vinh Phuc Province, Vietnam Zip - 280000	NA	Step Down Subsidiary	100	2(87)
34	Light & System Technical Centre S.L., Parque Tecnologico de Vizcaya Edificio 208 A y B-2 Planta 48170 Zamudio (Vizcaya) Spain	NA	Step Down Subsidiary	100	2(87)
35	MINDA Germany GmbH Tal 43 c/o Jäger Heintel Rechtsanwälte, Partnerschaft mbB, 80331 München, Germany	NA	Step Down Subsidiary	100	2(87)
36	Delvis GmbH Am Heilbrunnen 47, 72766 Reutlingen, Germany	NA	Step Down Subsidiary	100	2(87)
37	DELVIS Solutions GmbH Am Nordbahnhof 18, 85049 Ingolstadt, Germany	NA	Step Down Subsidiary	100	2(87)
38	DELVIS Products GmbH Ohmstr. 15, 72622 Nürtingen, Germany	NA	Step Down Subsidiary	100	2(87)

*These subsidiaries have been amalgamated with Minda Industries Limited vide Hon'ble National Company Law Tribunal (NCLT), New Delhi Order dated 01 June 2020.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares of ₹2 each held at the beginning of the year				No. of Shares of ₹2 each held at the at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the Year
A. Promoters									
(1) Indian									
a) Individual/ HUF	110265390	-	110265390	42.05	110265505	-	110265505	42.05	
b) Central Govt.									
c) State Govt.									
d) Bodies Corporate	75029535	-	75029535	28.61	75038237	-	75038237	28.62	
e) Bank/FI									
f) Any other									
(i) Trust	324690	-	324690	0.12	324690	-	324690	0.12	
Sub-Total (A) (1)	**185619615**	**-**	**185619615**	**70.79**	**185628432**	**-**	**185628432**	**70.79**	
(2) Foreign									
a) Individuals (Non- Resident Individuals/ Foreign Individuals	-	-	-	-	-	-	-	-	-
b) Government	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)									
Total shareholding of Promoters (A) = (A)(1)+(A)(2)	**185619615**	**-**	**185619615**	**70.79**	**185628432**	**-**	**185628432**	**70.79**	

Annexure-H to Board's Report (Contd.)

Category of Shareholders	No. of Shares of ₹2 each held at the beginning of the year				No. of Shares of ₹2 each held at the at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the Year
B. Public Shareholding									
(1) Institution									
a) Mutual Fund/UTI	11661467	-	11661467	4.45	16923901	-	16923901	6.45	
b) Venture Capital Fund	-	-	-	-	-	-	-	-	
c) Alternate Investment Funds	111151	-	111151	0.04	-	-	-	-	
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	
e) Foreign Portfolio Investors	28720398	-	28720398	10.95	28598876	-	28598876	10.91	
f) Financial Institutions/ Banks	130953	-	130953	0.05	30279	-	30279	0.01	
g) Insurance Companies	-	-	-	-	460123	-	460123	0.18	
h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	
Sub-Total (B) (1)	**40623969**	**-**	**40623969**	**15.49**	**46013179**	**-**	**-**	**17.55**	
(2) Central Government / State Government / President of India	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(3) Non-Institutions									
a) Individuals									
i) individual shareholders holding nominal share capital upto 2 lakh	18973099	1415454	20388553	7.78	14891584	1143408	16034992	6.12	
ii) individual shareholders holding nominal share capital in excess of 2 lakh	1881535	-	1881535	0.72	1091325	-	1091325	0.42	
b) NBFCs registered with RBI	25596	-	25596	0.01	-	-	-	-	
c) Employee Trusts	-	-	-	-	-	-	-	-	
d) Overseas Depositories (holding DRs)	-	-	-	-	-	-	-	-	-
e) Others (Specify)									
i) IEPF	97870	-	97870	0.04	164870	-	164870	0.06	
ii) Trust(s)	639713	-	639713	0.24	634830	-	634830	0.24	
iii) ESOP	-	-	-	-		-			
iv) Hindu Undivided Family	537882	-	537882	0.21	440120	-	440120	0.17	
v) Non-Resident Indians (Non Repat)	316840	**400**	317240	0.12	286131	400	286531	0.11	
vi) Non-Resident Indians (Repat)	928450	-	928450	0.35	634166	-	634166	0.24	
vii) Clearing Members	201001	-	201001	0.08	205293	-	205293	0.08	
viii) Body Corporates	10916541	35000	10951541	4.18	11048227	35000	11083227	4.23	
Sub-Total (B) (3)	**34522527**	**1450854**	**35973381**	**13.72**	**29396546**	**1178808**	**30575354**	**11.66**	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**75146496**	**1450854**	**76597350**	**29.21**	**75409725**	**1178808**	**76588533**	**29.21**	
TOTAL (A) + (B)	**260766111**	**1450854**	**262216965**	**100**	**261038157**	**1178808**	**262216965**	**100**	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
GRAND TOTAL (A) + (B) + (C)	**260766111**	**1450854**	**262216965**	**100**	**261038157**	**1178808**	**262216965**	**100**	

Annexure-H to Board's Report (Contd.)

ii) Shareholding of Promoters

S. No.	Name & Type of Transaction	Shareholding at the beginning of the Year*		Transaction during the Year		Cumulative Shareholding At the end of the Year**	
		No. of Shares held	% of the Total shares	Date of Transaction	No. of shares	No. of shares held	% of the Total shares
1	Mr. Nirmal K Minda	65371530	24.93				
	At the end of the Year					65371530	24.93
2	Mrs. Suman Minda	38572140	14.71				
	At the end of the Year					38572140	14.71
3	Ms. Paridhi Minda	1710000	0.65			1710000	
	Wrong credit			26 Mar 2020	115	1710115	
	At the end of the Year					1710115	0.65
4	Ms. Pallak Minda	3265200	1.25				
	At the end of the Year					3265200	1.25
5	Mr. Amit Minda	1292520	0.49				
	At the end of the Year					1292520	0.49
6	Mr. Anand Kumar Minda	54000	0.02				
	At the end of the Year					54000	0.02
7	Maa Vaishno Devi Endowment	324690	0.12				
	At the end of the Year					324690	0.12
8	Minda Investments Ltd.	63850140	24.35				
	At the end of the Year					63850140	24.35
9	Singhal Fincap Ltd.	7449795	2.84				
	At the end of the Year					7449795	2.84
10	Minda Finance Ltd.	3729600	1.42			3729600	
	Purchase			24 Mar 2020	8702		
	At the end of the Year					3738302	1.43
TOTAL		**185619615**	**70.79**		**8817**	**185628432**	**70.79**

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Shareholding at the beginning of the year (as on 01.04.2019)			Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	185619615	70.79		
Date wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.			(+)8817	0.00
At the end of the year			185628432	70.79

Annexure-H to Board's Report (Contd.)

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs).

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year 2019		Transaction during the year		Cumulative Shareholding At the end of the Year 2020	
		No. of Shares held	% of the Total shares	Date of Transaction	No. of shares	No. of shares held	% of the Total shares
1	**Matthews Asia Dividend Fund**	**14660782**	**5.5911**				
	Purchase			15 Nov 2019	17730	14678512	5.5978
	Sale			13 Dec 2019	27583	14650929	5.5873
	Sale			20 Dec 2019	94106	14556823	5.5514
	Sale			27 Dec 2019	82260	14474563	5.5201
	Sale			31 Dec 2019	27270	14447293	5.5097
	Sale			17 Jan 2020	43230	14404063	5.4932
	Sale			24 Jan 2020	10042	14394021	5.4894
	Sale			31 Jan 2020	83686	14310335	5.4574
	Sale			07 Feb 2020	108815	14201520	5.4159
	Sale			14 Feb 2020	42481	14159039	5.3997
	Sale			21 Feb 2020	26000	14133039	5.3898
	Sale			28 Feb 2020	46358	14086681	5.3721
	Sale			06 Mar 2020	49837	14036844	5.3531
	Sale			27 Mar 2020	41601	13995243	5.3373
	Sale			31 Mar 2020	65567	13929676	5.3123
At the end of the year						**13929676**	**5.3123**
2	**IDFC Multi Cap Fund**	**4437408**	**1.6923**				
	Purchase			19 Apr 2019	8941	4446349	1.6957
	Sale			26 Apr 2019	18453	4427896	1.6886
	Sale			03 May 2019	1929	4425967	1.6879
	Purchase			17 May 2019	50000	4475967	1.7070
	Purchase			24 May 2019	31280	4507247	1.7189
	Sale			31 May 2019	93153	4414094	1.6834
	Purchase			21 Jun 2019	2974	4417068	1.6845
	Purchase			29 Jun 2019	4140	4421208	1.6861
	Sale			05 Jul 2019	18117	4403091	1.6792
	Sale			12 Jul 2019	370646	4032445	1.5378
	Purchase			19 Jul 2019	89560	4122005	1.5720
	Purchase			26 Jul 2019	95320	4217325	1.6083
	Purchase			02 Aug 2019	26271	4243596	1.6184
	Purchase			09 Aug 2019	100000	4343596	1.6565
	Purchase			16 Aug 2019	13852	4357448	1.6618
	Purchase			30 Aug 2019	48878	4406326	1.6804
	Purchase			06 Sep 2019	48701	4455027	1.6990
	Purchase			13 Sep 2019	25064	4480091	1.7085
	Sale			20 Sep 2019	255885	4224206	1.6110
	Purchase			27 Sep 2019	33486	4257692	1.6237
	Purchase			04 Oct 2019	19612	4277304	1.6312
	Purchase			11 Oct 2019	7483	4284787	1.6341
	Sale			18 Oct 2019	26861	4257926	1.6238
	Purchase			25 Oct 2019	10842	4268768	1.6280
	Sale			01 Nov 2019	18770	4249998	1.6208

Annexure-H to Board's Report (Contd.)

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year 2019		Transaction during the year		Cumulative Shareholding At the end of the Year 2020	
		No. of Shares held	% of the Total shares	Date of Transaction	No. of shares	No. of shares held	% of the Total shares
	Purchase			08 Nov 2019	14560	4264558	1.6263
	Purchase			15 Nov 2019	42779	4307337	1.6427
	Purchase			20 Dec 2019	10000	4317337	1.6465
	Purchase			31 Dec 2019	16239	4333576	1.6527
	Sale			03 Jan 2020	16239	4317337	1.6465
	Purchase			31 Jan 2020	3602	4320939	1.6478
	Purchase			07 Feb 2020	453	4321392	1.6480
	Purchase			14 Feb 2020	14000	4335392	1.6534
	Purchase			06 Mar 2020	25614	4361006	1.6631
	Purchase			13 Mar 2020	37507	4398513	1.6774
	Purchase			20 Mar 2020	147087	4545600	1.7335
	Purchase			27 Mar 2020	59193	4604793	1.7561
	Purchase			31 Mar 2020	45567	4650360	1.7735
At the end of the year						**4650360**	**1.7735**
3	**Mahadhyuta Automotive Private Limited**	0	0				
	Purchase			20 Sep 2019	40050000	40050000	1.5274
At the end of the year						**40050000**	**1.5274**
4	**Savitar Auto Components Private Limited**	0	0				
	Purchase			20 Sep 2019	40050000	40050000	1.5274
At the end of the year						**40050000**	**1.5274**
5	**DSP Equity & Bond Fund**	**3352422**	**1.2785**				
	Sale			12 Apr 2019	78816	3431238	1.3085
	Purchase			15 Nov 2019	141227	3572465	1.3624
	Purchase			22 Nov 2019	6044	3578509	1.3647
	Sale			27 Dec 2019	29021	3607530	1.3758
	Sale			31 Dec 2019	23892	3631422	1.3849
	Sale			03 Jan 2020	8414	3639836	1.3881
	Sale			10 Jan 2020	32666	3672502	1.4006
	Sale			17 Jan 2020	50482	3622020	1.3813
	Sale			31 Jan 2020	117741	3504279	1.3364
	Bonus			07 Feb 2020	19779	3484500	1.3289
	Sale			28 Feb 2020	45343	3529843	1.3462
	Sale			20 Mar 2020	9642	3520201	1.3425
At the end of the year						**3520201**	**1.3425**
6	**ICICI Prudential Multicap Fund**	**46**	**0.0000**				
	Purchase			17 May 2019	78	124	0.0000
	Purchase			24 May 2019	39	163	0.0001
	Purchase			05 Jul 2019	39	202	0.0001
	Purchase			26 Jul 2019	100489	100691	0.0384
	Purchase			02 Aug 2019	10193	110884	0.0423
	Purchase			09 Aug 2019	252891	363775	0.1387
	Purchase			16 Aug 2019	39	363814	0.1387
	Purchase			23 Aug 2019	41	363855	0.1388

Annexure-H to Board's Report (Contd.)

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year 2019		Transaction during the year		Cumulative Shareholding At the end of the Year 2020	
		No. of Shares held	% of the Total shares	Date of Transaction	No. of shares	No. of shares held	% of the Total shares
	Purchase			30 Aug 2019	21427	385282	0.1469
	Purchase			20 Sep 2019	213251	598533	0.2283
	Purchase			27 Sep 2019	325771	924304	0.3525
	Purchase			30 Sep 2019	38	924342	0.3525
	Purchase			04 Oct 2019	10680	935022	0.3566
	Purchase			11 Oct 2019	38	935060	0.3566
	Purchase			18 Oct 2019	5	935065	0.3566
	Purchase			25 Oct 2019	38	935103	0.3566
	Purchase			01 Nov 2019	1	935104	0.3566
	Purchase			22 Nov 2019	80176	1015280	0.3872
	Purchase			29 Nov 2019	100519	1115799	0.4255
	Purchase			06 Dec 2019	47698	1163497	0.4437
	Purchase			13 Dec 2019	144031	1307528	0.4986
	Purchase			20 Dec 2019	99772	1407300	0.5367
	Purchase			27 Dec 2019	121280	1528580	0.5829
	Purchase			31 Dec 2019	7717	1536297	0.5859
	Purchase			03 Jan 2020	8698	1544995	0.5892
	Purchase			10 Jan 2020	91811	1636806	0.6242
	Purchase			31 Jan 2020	82250	1719056	0.6556
	Purchase			07 Feb 2020	121972	1841028	0.7021
	Purchase			14 Feb 2020	105945	1946973	0.7425
	Purchase			21 Feb 2020	114658	2061631	0.7862
	Purchase			28 Feb 2020	220439	2282070	0.8703
	Purchase			06 Mar 2020	154814	2436884	0.9293
	Purchase			13 Mar 2020	172015	2608899	0.9949
	Purchase			20 Mar 2020	135656	2744555	1.0467
	Purchase			27 Mar 2020	169587	2914142	1.1113
	Purchase			31 Mar 2020	85102	2999244	1.1438
At the end of the year					**2999244**	**1.1438**	
7	**The Wellington Trust Company National Association Multiple Common Trust Funds Trust Emerging Market Local Equity Portfolio**	**2173289**	**0.8288**				
	Purchase			19 Jul 2019	154838	2328127	0.8879
	Purchase			09 Aug 2019	4265	2332392	0.8895
	Purchase			16 Aug 2019	100154	2432546	0.9277
	Purchase			23 Aug 2019	85677	2518223	0.9604
	Purchase			30 Aug 2019	49380	2567603	0.9792
	Purchase			06 Sep 2019	46644	2614247	0.997
	Purchase			13 Sep 2019	47803	2662050	1.0152
	Purchase			20 Sep 2019	21039	2683089	1.0232
At the end of the year						**2683089**	**1.0232**

Annexure-H to Board's Report (Contd.)

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year 2019		Transaction during the year		Cumulative Shareholding At the end of the Year 2020	
		No. of Shares held	% of the Total shares	Date of Transaction	No. of shares	No. of shares held	% of the Total shares
8	**Canara Robeco Mutual Fund A/c Canara Robeco Emerging Equities**	**1887024**	**0.7196**				
	Sale			12 Jul 2019	4664	1882360	0.7179
	Purchase			29 Nov 2019	228302	2110662	0.8049
	Purchase			06 Dec 2019	87063	2197725	0.8381
	Purchase			20 Mar 2020	26823	2224548	0.8484
	Purchase			27 Mar 2020	50631	2275179	0.8677
At the end of the year						**2275179**	**0.8677**
9	**ITPL - invesco India MID N Small Cap Fund**	**0**	**0**				
	Purchase			12 Jul 2019	737927	737927	0.2814
	Purchase			02 Aug 2019	184738	922665	0.3519
	Purchase			09 Aug 2019	279781	1202446	0.4586
	Purchase			30 Aug 2019	42310	1244756	0.4747
	Purchase			06 Sep 2019	30805	1275561	0.4865
	Purchase			13 Sep 2019	26787	1302348	0.4967
	Purchase			20 Sep 2019	26885	1329233	0.5069
	Purchase			27 Sep 2019	91005	1420238	0.5416
	Purchase			11 Oct 2019	103604	1523842	0.5811
	Sale			18 Oct 2019	6762	1517080	0.5786
	Sale			25 Oct 2019	1487	1515593	0.5780
	Purchase			01 Nov 2019	9382	1524975	0.5816
	Purchase			08 Nov 2019	20804	1545779	0.5895
	Sale			29 Nov 2019	6450	1539329	0.5870
	Purchase			20 Dec 2019	29777	1569106	0.5984
	Purchase			27 Dec 2019	23564	1592670	0.6074
	Purchase			31 Dec 2019	31880	1624550	0.6195
	Purchase			03 Jan 2020	8061	1632611	0.6226
	Sale			10 Jan 2020	11620	1620991	0.6182
	Purchase			24 Jan 2020	4907	1625898	0.6201
	Sale			31 Jan 2020	1218	1624680	0.6196
	Purchase			28 Feb 2020	26136	1650816	0.6296
	Purchase			06 Mar 2020	24686	1675502	0.6390
	Purchase			20 Mar 2020	7563	1683065	0.6419
	Purchase			27 Mar 2020	46450	1729515	0.6596
	Sale			31 Mar 2020	5490	1724025	0.6575
At the end of the year						**1724025**	**0.6575**
10	**Bajaj Holdings and Investment Ltd**	**919698**	**0.3507**				
	Purchase			21 Jun 2019	104253	1023951	0.3905
	Purchase			29 Jun 2019	84673	1108624	0.4228
	Purchase			05 Jul 2019	6464	1115088	0.4253
	Purchase			12 Jul 2019	206830	1321918	0.5041
	Purchase			19 Jul 2019	50000	1371918	0.5232
	Purchase			26 Jul 2019	200000	1571918	0.5995
	Purchase			02 Aug 2019	10000	1581918	0.6033
	Purchase			13 Dec 2019	87380	1669298	0.6366
	Purchase			20 Dec 2019	50000	1719298	0.6557
At the end of the year						**1719298**	**0.6557**

Annexure-H to Board's Report (Contd.)

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors*	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares of ₹2 each	% of Total shares of the Company	No. of Shares of ₹2 each	% of Total shares of the Company
Mr. Nirmal Kumar Minda, Chairman & M.D.				
At the beginning of the year	65371530	24.93		
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.			-	-
At the end of the year			**65371530**	**24.93**
Mr. Anand Kumar Minda, Non-Executive Director				
At the beginning of the year	54000	0.02		
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year			**54000**	**0.02**
Mr. Satish Sekhri, Independent Director				
At the beginning of the year	2100	0.00		
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year			**2100**	**0.00**
Ms. Paridhi Minda, Whole-time Director				
At the beginning of the year	1710000	0.65		
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	115*	0
At the end of the year			**1710115**	**0.65**
*A credit of 115 equity shares reflected in the demat account of Ms. Paridhi Minda on 26 March, 2020 which was due to error by the broker. This came to her notice only, after the closure of the financial year ended 31 March 2020. Firstly, she immediately filed the disclosure for this transaction under Regulation 7(2) of SEBI (PIT) Regulations, 2015. And since, there were no instructions from her side for this purchase to her broker and broker acknowledged their mistake, this wrongfully credit of 115 shares were subsequently reversed by the broker on 09 April 2020. Since her demat account showed the balance of equity shares including this wrong transaction of 115 shares as at 31 March 2020, her holding as at that date is being reported after including such shares.				
Ms. Pravin Tripathi, Independent Director	-	-	-	-
At the beginning of the year	-	-	-	-
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	**-**	**-**	**-**	**-**
Mr. Krishan Kumar Jalan, Independent Director	-	-	-	-
At the beginning of the year	-	-	-	-
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	**-**	**-**	**-**	**-**

Annexure-H to Board's Report (Contd.)

For each of the Directors*	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares of ₹2 each	% of Total shares of the Company	No. of Shares of ₹2 each	% of Total shares of the Company
Dr. Chandan Chowdhury, Independent Director	-	-	-	-
At the beginning of the year	-	-	-	-
Date-wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	-	-	-	-

For each of the KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares of ₹2 each	% of Total shares of the Company	No. of Shares of ₹2 each	% of Total shares of the Company
Mr. Sunil Bohra Group CFO				
At the beginning of the year	-	-	-	-
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	-	-	-	-
Mr. Tarun Kumar Srivastava, Company Secretary & Compliance Officer				
At the beginning of the year	-	-	-	-
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment: -

(₹ in crore)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year as on 1 April 2019			-	
1) Principal Amount	478.12	116.99	0	595.11
2) Interest due but not paid	-	-	0	-
3) Interest accrued but not due	2.09	0.05	0	2.14
Total	**480.21**	**117.04**	0	**597.25**
Change in indebtedness during the financial year			0	
• Addition	284.80	-	0	284.80
• Reduction	(95.98)	(71.39)	0	(167.37)
Net Change			0	
Indebtedness at the end of the Financial Year as on 31 March 2020			0	
1) Principal Amount	664.71	45.63	0	710.34
2) Interest due but not paid	-	-	0	-
3) Interest accrued but not due	4.31	0.02	0	4.33
Total	**669.02**	**45.65**	**0**	**714.67**

The Company has not accepted any deposit under Section 73 to 76 of the Companies Act, 2013 (herein after called the Act) read with Companies (Acceptance of Deposits) Rules, 2014.

Annexure-H to Board's Report (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Chairman & Managing Director and / or Key Managerial Personnel.

(₹ In Crore)

S. No.	Particulars of Remuneration	Mr. Nirmal K. Minda, Chairman & M.D.	Ms. Paridhi Minda. Whole-time Director	Total
Gross Salary				
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	1.48	0.56	2.04
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	0.28	0.01	0.29
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock options	-	-	-
3	Sweat Equity	-	-	-
4	Commission		-	-
	- as % of profit	0.40	-	0.40
	- Amount	-	-	-
5	Others - please specify (P.F. contribution)	0.18	0.03	0.21
TOTAL (A)		**2.34**	**0.60**	**2.94**

B. Remuneration to Independent Directors

(Amt. in Lacs)

Description	Mr. Alok Dutta*	Mr. Satish Sekhri	Ms. Pravin Tripathi	Mr. K.K. Jalan**	Dr. Chandan Chowdhury***	Total
Fees for attending Board/ Committee Meetings	1.45	9.30	7.95	7.75	2.00	28.45
- Commission	-	-	-	-	-	-
- Others, please specify	--	-	-	-	-	-
TOTAL (B)	**1.45**	**9.30**	**7.95**	**7.75**	**2.00**	**28.45**

*resigned on 16 May 2019

** appointed w.e.f. 16 May 2019

*** appointed w.e.f. August 6 2019

C. Remuneration to Key Managerial other than MD/WTD

(₹ In Lacs)

S. No.	Particulars of Remuneration	Mr. Sunil Bohra, Group CFO	Mr. Tarun Kumar Srivastava, Company Secretary	Total
Gross Salary				
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	378.10	23.51	401.61
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	0.40	0.40	0.80
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify.	-	-	-
5	Others - please specify (P.F. Contribution)	19.59	1.51	21.10
TOTAL (A)		**398.09**	**25.42**	**423.51**

Annexure-H to Board's Report (Contd.)

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

TYPE	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTOR Penalty Punishment Compounding			NIL		
C. OTHERS OFFICERS IN DEFAULT Penalty Punishment Compounding					

Annexure-I to Board's Report

Management Discussion and Analysis

Economic Review

Global Economy

The global economic growth softened from a downwardly revised 3% in 2018 to 2.9% in 2019, its lowest level since 2008–09. Softening of international trade and manufacturing activity, unchanged and elevated trade tensions and substantial financial market pressures experienced by some large emerging markets are the factors behind weakening. However, on the positive side, market sentiments were boosted by signs of manufacturing activities and bottoming out of global trade, a broad-based shift toward accommodative monetary policy, intermittent favourable news on US-China trade negotiations, and diminished fears of a no-deal Brexit towards the end of 2019.

While the baseline growth projections for 2020 were weaker, there were signs of stabilisation as the link between still-resilient consumer spending and improved business spending was reinforcing. In January, when the world was slowly recovering, China was hit by coronavirus (covid-19), now a pandemic, which gradually spread out to other countries. The COVID-19 pandemic inflicted high and rising human costs worldwide, and the necessary protection measures were severely impacting economic activity. As a result of the pandemic, the global economy is projected to contract sharply by –3 % in 2020, much worse than during the 2008–09 financial crisis. However, the recovery is likely to be robust, driven by policy stimulus measures in place but lot will depend on the COVID-19 infection curve. As lockdowns get lifted in H2-2020, manufacturing/industrial sector is expected to rebound and witness considerable level of re-stocking.

(Source: World Economic Outlook, April 2020 update)

Indian Economy

India's GDP growth rate for the year 2019-20 is estimated to be 4.2% as compared to 6.1% in 2018-19. The GDP growth decelerated for the seventh consecutive quarter. Sluggish growth of consumption and consequent decline in fixed investment led to the decline in GDP growth during the year. 2019 being a difficult year for the global economy as well, the world output growth was seen at its slowest pace of 2.9%. A weak environment for global manufacturing, trade, and demand adversely impacted the Indian economy. While India was battling with its own form of slowdown in form of liquidity crisis in NBFCs, poor consumption, weak investments, and consumer sentiments; a combination of fiscal stimulus and financial sector reforms was sought to help boost investments and consumption. Reforms to simplify taxation, lighten business regulations, lending rate cuts and upgrade infrastructure together formed India's efforts to support a recovery in growth.

The green shoots of a rebound that were observable at the end of 2019 have been overtaken by the negative impacts of the global crisis. While India's macro-economic fundamentals were strong as ever and recovery in growth was expected in the next fiscal, the covid-19 casted a long shadow over the anticipated mild recovery. With India observing a nation-wide lockdown, corporates, manufacturers, and workforce will shoulder the major brunt of the lockdown. To fight this, Government of India announced a 1.7-trillion-rupee ($22.6 billion) economic stimulus plan providing direct cash transfers and food security measures to give relief to millions of poor people hit by a nationwide lockdown over COVID-19. The Government also outlined plans for medical insurance cover of 5 million rupees ($66,000) for every frontline health worker, from doctors, nurses, and paramedics to those involved in sanitary services. (Source: economictimes.com)

Outlook

Due to extended lockdown in India, the GDP is expected contract in FY 2021 by up to 6%. Growth is expected to rebound to 8% in Fiscal 2022 (2021-22) as the impact of COVID-19 dissipates, and fiscal and monetary policy support pays off with a lag. A revival in domestic investment is likely to be delayed given enhanced risk aversion on a global scale, and renewed concerns about financial sector resilience. In its battle against covid-19, India has already made several efforts to flatten the curve. From government imposing consecutive lockdowns to introduction of fiscal stimulus in the economy, the Government has taken several initiatives. With central government deciding to set up a fund of ₹ 1 lakh crore to repay outstanding payments to micro, small and medium enterprises (MSME), this is expected to bring the much-needed liquidity for small businesses. Extending its support RBI relaxed lending norms for banks, injected cash into the system, slashed interest rates, and relaxed repayments for six months. This will help India to emerge as a strong player in the world post covid-19 situation.

Industry Structure and Developments

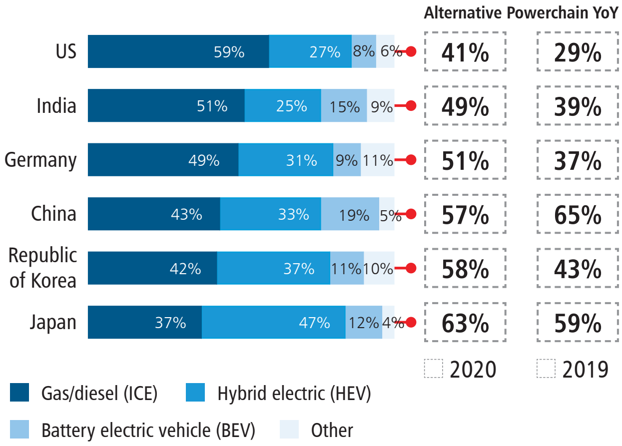
Global Automobile Industry

The global automotive industry moved into a challenging phase in 2019, with OEMs especially facing multiple obstacles all over the world. China faced its first ever decline in vehicles sales in over 20 years, the USA market grew marginally, the shockwaves of Brexit and USMCA deal are expected impact global markets and coupled with the new US-China trade war. US and China relations have started to deteriorate Hence, geo-political risks could start to weigh on sentiment in a run-up to the US Presidential elections .However, the encouraging sign has been that policy response so far has been focused on non-tariff barriers than tariff barriers in the latest tussle

Annexure-I to Board's Report (Contd.)

The global automotive industry has evolved significantly over the past decade. Digital technology change in customer sentiment and economic health have played a vital role in this evolution. OEMs and other key industry players are taking note of this evolution and investing heavily in non-commercial business practices of manufacturing vehicles.

The popular trends suggest interest in EVs continues to grow , however the investments will come down in emerging technologies briefly, due to pandemic imposed lockdown.



(Source: deloitte.com)

Indian Automotive Industry

The auto industry in India had been under recessionary conditions between July 2018 to January 2020 due to various factors viz., regulatory changes, the call to shift to electric vehicles and changes in consumer preferences. Having been in lockdown since mid-March, India the world's fifth largest vehicle market has been hit significantly with the market facing a complex environment even prior to COVID-19 due to the new BS VI regulation which was set to come into force from 1 April 2020. The regulation already had an impact on production. The transition directly from BS IV to BS VI, meant that BS IV models could no longer be registered, and many manufacturers were left with unsold factory and dealer stock. The industry anticipated a pre buying behaviour in BS IV models ahead of the BS VI mandate, would compensate for year-long tepid sales. However, PV sales crashed because of the fast-deteriorating consumer sentiment, sluggish economic growth and the uncertainty brought about by the shift to BS VI.

According to SIAM data, sales of PVs – cars, utility vehicles (UVs) and vans – fell 17.87 % to 27,73,571 units in the year ended March 2020. The hardest blow was felt in March as volumes saw sharp decline of 51 % due to the lockdown.

Cumulative sales across all vehicle types (PVs, CVs, 2W and 3W) declined 17.97 % to 21,546,390 units, a stark contrast from driving past the 25-million-vehicle mark for the first time in FY19.

Meanwhile, sales of electric four-wheelers declined to 200 units from 3,400 units, according to the Society of Manufacturers of Electric Vehicles (SMEV).

% share of each segment in total production volume in 2018-19

Category	% share
Passenger vehicle	13%
Commercial vehicle	3%
Three-Wheelers	3%
Two-Wheelers	81%

SIAM proposal to revive domestic automobile sector:

- Reduction in GST rate by 10% across all vehicle categories and auto-components
- Introduction of incentive-based vehicle scrappage scheme
- 50 % rebate in GST, road tax and registration charges
- Expediting the release of all pending payments to vehicle manufacturers

Segment-wise automobile production trends in 2019-20

Category	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Passenger vehicles	32,21,419	34,65,045	38,01,670	4,020,267	4,028,471	3,434,013
Commercial vehicles	6,98,298	7,86,692	8,10,253	895,448	1,112,405	752,022
Three-Wheelers	9,49,019	9,34,104	7,83,721	1022,181	1,268,833	1,133,858
Two-Wheelers	1,84,89,311	1,88,30,227	1,99,33,739	23,154,838	24,499,777	21,036,294
Grand total	**2,33,58,047**	**2,40,16,068**	**2,53,29,383**	**29,094,447**	**30,914,874**	**26,362,282**

(Source: SIAM)

Annexure-I to Board's Report (Contd.)

Outlook

The festive season did bring some respite, aided by discounts and schemes. While the industry was on track to recovery, the coronavirus pandemic sent the country into a lockdown, forcing carmakers to halt production and clobbering sales further. Demand is likely to slow down further, with non-availability of labour, concerns on health and safety management on the shop-floor due to the covid-19 crisis adding to the sector's pressure. The automotive industry had a loss of production of 750,000 units in March 2020 alone, which is around 1 % of the total units produced in 2019, because of the countrywide lockdown. Even after the lockdown is lifted, it will take 6-9 months for demand to pick up.

The current stress on liquidity and factory operations due to the disruption caused by COVID-19 will most certainly accelerate the digitization of shop floors. It will also enable auto manufacturers to become proactive, agile, flexible, and adaptive. A stage wise approach is expected of manufacturers to achieve digital maturity at a faster pace.

With launch timelines already out of order, automakers are forced to revisit strategies to resume operations. With 'social distancing' being the new normal in India, PV dealers will have to increase their online presence substantially. The focus is already on improving the digital purchase experience, with carmakers rolling out portals to that effect. While consumers might not shift to a complete online purchase immediately, the presence of such platforms could reduce the need to visit a showroom.

Moreover, the ensuing financial strain on the economy and disposable income of consumers will extend the purchase timelines and shrink the allocated budget for some car buyers. The latter could possibly even see buyers settling for a lower-segment model than originally planned, potentially shifting more demand to the mid/entry-level segment.

With April 2020 being a washout month and May also witnessing reduced production, there's little doubt FY21 is going to be a difficult fiscal. However, it could still spring up a surprise or two. With commuters likely to shun shared mobility and public transport for some time, the demand for personal vehicles could go up. Also, demand for SUVs, in line with global trends, is not going to go away very soon either, and with a gaggle of new products lined up this year from brands old and new, expect the UV segment to again perform the sales buffering act.

Auto component industry

The dynamics of the automotive market went through a significant transformation as the industry strived to become compliant with various regulations related to emissions, safety, and environment, including the transition from BSIV to BSVI. That apart, key trends such as vehicle connectivity, electrification of vehicles, shared mobility, Industry 4.0 among others are also redefining mobility. To support the changing customer needs and to stay relevant, the auto component sector needs to be encouraged with supportive government policies.

The domestic auto-components industry is driven by strategic technological alliance and in-house R&D setup of the industry players. This building relationship and innovation has led the industry to grow into a massive one. The industry now contributes 2.3% to the total GDP. Despite weak turnover, the auto-components exports rose by 2.7% to $7.5 billion in H1 FY20 from the previous year. Wherein, the Europe accounted for 32% of exports followed by the North America and Asia. The H2 FY20 was expected to be smooth, but it suffered a demand shock both in domestic and overseas market. Majorly, this shock was caused by the Covid-19 outbreak across the globe in the Q4 of 2019-20. The lockdown led to shutdown of factories and supply chain disruption. Given the current slowdown, auto-components makers are expected to be piled up with inventories for a couple of more quarters. However, in medium-term export opportunities, competencies and policy support is expected to be played in India's favour. The COVID-19 crisis presents an opportunity for the Indian auto components sector to become the manufacturing Centre for the world.

E-Vehicles - an opportunity

Changing dynamics

Mega Trends such as urbanization, congestion, pollution, and energy security are driving electrification in India. Around 33% of Indians prefer using a 2-Wheeler to commute to work, with even a majority of car owners preferring to use 2 Wheelers for their work commute. In addition to the middle and lower middle-class population segments, the use of motorcycles and scooters will continue to expand among the upper middle-class segment as well, by 2025. Demographics, therefore, favour the electrification of this segment.

Working class

India's working age population constitutes 68% of the population and will continue to be the biggest consumer of motorcycles and scooters. Meanwhile, with 42.5 million job opportunities in both rural and urban areas, women will become a significant part of the workforce and an important consumer of motorcycles and scooters.

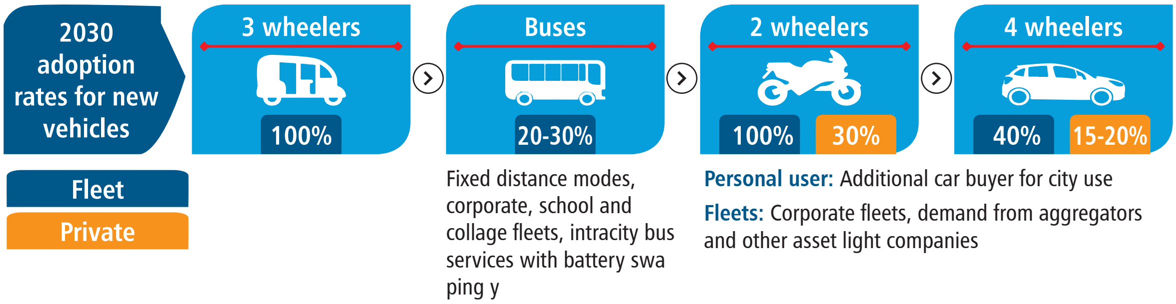
Government support

Electrification in India will be fuelled by government incentives like FAME II and the concerted Government push towards cleaner fuels. The growing need for clean and shared transport, paralleled by stringent emission norms with higher compliance costs for IC engines, will add further impetus to India's electric vehicle market.

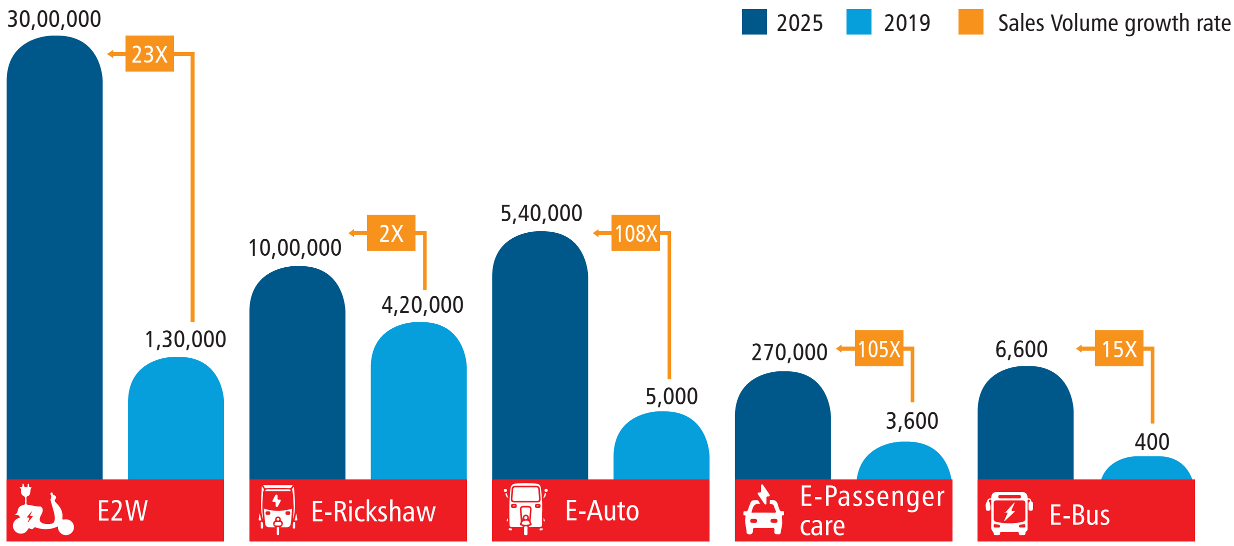
Annexure-I to Board's Report (Contd.)

ELECTRIFICATION ROADMAP FOR INDIA – VISION 2030

Last mile connectivity modes like 3W to be fully electrified by 2030, expect fleet segment to be electrified more due to a combination of lower cost of ownership and regulatory intervention



MARKET FORECAST TO 2025



These trends will be reinforced by newer business models that lower the operational cost of electric vehicles. Based on market potential, vehicle utilization, OEM investments, and ease of charging, 2 and 3-Wheeler will be the key target segments for electrification in India. By 2025, e-rickshaws are anticipated to dominate the Indian electric vehicle market with more than 80% market share.

Threats

Weakening economic growth

India has seen a sharp deceleration in GDP growth owing to liquidity crisis, agrarian community stress, complication in adapting to new policies and the most recent COVID-19 outbreak. If the overall economy continues facing setbacks at the same pace, a pick-up in the auto sector would be delayed.

Discretionary nature of the industry

Auto industries are discretionary in nature. Amidst slowdown, spending on new vehicles is often curtailed or postponed by user, making the industry a cyclical.

Increasing vehicle cost

The e-mobility push, BS–VI norms compliance, rising input and insurance costs are together pushing the overall vehicle price. As a result, consumers may take some time to accept the increased pricing.

Annexure-I to Board's Report (Contd.)

Business overview

Honourable National Company Law Tribunal, Special Bench, New Delhi (NCLT) has sanctioned the Scheme of Amalgamation of wholly owned subsidiary companies namely

(1) M J Casting Ltd

(2) Minda Distribution and Services

(3) Minda Auto Components Ltd

(4) Minda Rinder Pvt. Ltd. into Minda Industries Ltd

This merger is expected to bring more efficiency across function and to strengthen the balance sheet of flagship company.

Final outcome of the Harita Seatings System Ltd. Merger with Minda industries limited is still awaited.

Switch Business:

Over the years, MIL has emerged as one of the world's largest manufacturer of switching systems and handle-bar solutions for 2Ws and 3Ws. The Company has been consistently maintaining its leadership position in India. The Company has consistently delivered value at desired cost -rich experience has helped it gain trust amongst customers. The Company serves almost all major OEMs and develops switching solutions for off-road vehicle segments. This division is operated through the Company's 5 plants spread across the country and the manufacturing facilities of its 100% subsidiaries in Indonesia (PTMA) and Vietnam (MIVCL). The Company also owns a state-of-the-art office in Japan that focuses on designing and developing latest switching solutions.

The Company's rich clientele speaks of the trust it has earned with its service over the years. It includes Bajaj, Honda Motorcycles, Hero Motocorp, Royal Enfield, Yamaha Motors and Piaggio, among others. The Company envisions sustaining its global leadership position and continuing as the most preferred supplier of switch systems to 2Ws and off-road vehicles across the globe. With this aim in mind, the division clearly works towards and focuses on developing cost-effective, innovative, and quality solutions.

The 4W switching business is under a subsidiary named Mindarika Pvt. Ltd. It has 4 manufacturing locations at Manesar, Pune, Chennai & Ahemdabad and has its own dedicated R&D center. Tokai Rika is the joint venture partner for this business for last 27 years. The Company supplies to major OEM's including Maruti, Toyota, MSIL, Tata, M&M, Hyundai, among others.

The business registered a revenue of ₹ 2,014 Crs for FY20 as against ₹ 2,237 Crs for FY19, contributing to about 37% of the total consolidated turnover.

Sensor Business:

The Sensors and Controllers (SAC) division has come a long way from its inception in 2005 to being a leading supplier of electronic components to major Indian OEMs. The state-of-the-art production facility at Pune, manufactures products that meet customer' requirements and expectations. The division deals in Start Stop Sensors, Contact and Non – Contact type Speed Sensors, HID Ballast, TPMS (Tyre Pressure Monitoring System), EAPM (Electronic Accelerator Pedal Module), DC-DC Converter.

The Company, over the years, has built a loyal customer base which boasts of names such as General Motors, Mahindra, Volvo Eicher, Royal Enfield, Tata, and Bajaj. Last year MIL entered a distribution agreement with Sensata Technologies, USA. A new plant is under commissioning stage, which will cater to BS-VI high end sensors using advanced Magnetic Speed and Position technology, is underway. The sensors will find application in transmission system of the vehicle. The division also has access to Wheel speed sensor technology which will find application across all PV platforms.

Controllers and Telematics Business:

The controller division has pioneered the lamp Leveling motor solutions and is a leader in this product category with major OEMS as its customers. The Company has also acquired knowledge of AIS 140 for this technology from the KPIT Engineering for design of IVTS and OBITS. controller division is augured well to meet the rising demand of the evolving technology in controller and telematics space. I SYS RTS, Germany, a 100% subsidiary of MIL is closely working with this division to ensure the product offerings are of global standards.

Lighting Business:

As one of the country's leading manufacturers of the automobile lamps and signaling devices, MIL is renowned for its lighting solutions. Designing, R&D, manufacturing and delivering end-to-end solutions to the country's leading OEMs is what the Company specializes in. The division operates across its plants at Manesar, Pune and Chennai. The Company produces premium lights for 2-Wheelers, 3-Wheelers, and 4-Wheelers, as well as off-road vehicles. MIL enjoys a considerable hold in the aftermarket and replacement market as well. MIL's lighting business is also present in Indonesia through its subsidiary PTMA where it serves some key Japanese OEM's in PV segment. In 2016, the Company acquired the global lighting business of the Rinder Group, based in Spain, and renamed to Minda Rinder. Minda Rinder is spread across its facilities at Bahadurgarh, Pune, Hosur and Sonipat. This acquisition has strengthened expansion of the Company's presence in 2W segment, well

Annexure-I to Board's Report (Contd.)

supported by Rinder's extensive R&D centre in Spain. The clientele includes the world's renowned OEM brands like Maruti, Renault Nissan, M&M, Royal Enfield, Yamaha, Tata, Suzuki, Swaraj Mazda and New Holland, Bajaj, Triumph, KTM and ISUZU among others

Important acquisition:

MIL acquired 100% interest in Delvis Gmbh, a complete system developer for automotive lightings. Delvis has proven capabilities in design, development, and manufacturing of innovative lighting solution for next generation vehicles. Delvis focuses on Exterior & Interior lighting, lighting electronics and testing services. It offers full range of products, from cost-optimized basic headlights and design solutions up to adaptive LED headlight systems with dynamic lighting functions Interior lighting solutions include overhead control units, ambient lighting, indicator and locator lighting and LCD backlights. It has two 100% Subsidiaries: Delvis Products & Delvis Solution. The consolidated turnover of the Delvis is Euro ~34Mn for CY19

Delvis is among the top players with state-of-the-art lighting technology and works closely with German OEMs (VW / Audi/ Porche) in pre-development activities for high end platforms, which deploy the next level of technologies. This acquisition is expected to deliver considerable synergies for growth of lamp business in India and enhance its product offerings to OEMs, across segment and product categories.

Lighting Business achieved revenue of ₹ 1,223 Crs for FY20 as compared to ₹ 1,293 Crs in FY19, contributing 23% to our total turnover.

Acoustic Business:

Over the years, MIL has emerged as the market leader in automotive horn manufacturing segment catering 2Ws, 4Ws, off-road and CVs in India. The division, with its manufacturing units at Manesar and Pantnagar, is well supported by a dedicated R&D team in the design, development, and production. Together, these helps deliver extremely durable and high-quality automotive horns with optimum performance. The marque clientele includes Maruti Suzuki, Renault, Nissan, Tata Motors, Bajaj Auto Limited, Honda Motorcycles and Scooters, Hyundai, and Royal Enfield.

The Company acquired Spain-based Clarton Horns S.A.U. It is a leading manufacturer of electronic automotive horns, trumpet horns and disc horns. With Clarton's manufacturing facilities situated at Spain, Mexico, and Morocco It is amongst the top two global players in automotive acoustics, giving the Company an access to leading European and American OEMs.

MIL, along with its subsidairy Clarton Horn, is world's second largest manufacturer of automotive horns

Acoustic Business recorded revenue of ₹ 653 Crs for FY20, contributing 12% to our total turnover as against ₹ 717 Crs in FY19.

Light Metal Business:

Minda Kosei is a leading and the largest Indian manufacturer of alloy wheels. With its manufacturing facility at Bawal, Haryana and Gujarat, it has a current installed capacity of approximately 1,80,000 wheels per month. The Greenfield project was completed at the Gujarat plant with planned capacity of 60,000 per month.

Partnership with Dayou Global, South Korea has enabled the group to expand its portfolio, it will start supplying LPDC wheels to a leading Korean OEM by FY 2021-22.

MIL is commissioning stage of 2W alloy wheels plant with proposed capacity of 3.6 Mn wheels per annum. The plant is expected to commence in Q2 of FY 2020-21.

The aluminum die casting business under MJCL, now casting business is also part of this business. It has an installed capacity of ~ 10000 TPM.

LMT Business achieved revenue of Rs. 781 crores in FY 20 as compared to 908 crores in FY 2019 contributing 14 % of our Total turnover

Other Business:

The Company through its subsidiaries and associates is also engaged in manufacturing of general aluminum die casting, blow moulding, hoses (breaks and fuel), fuel caps, air filters, air bags, CNG and LPG kits, speakers, and infotainment, among others.

The Company has approved an investment of ₹ 33.5 Cr. in TG Minda, a 49.9% Joint venture of UNO MINDA and Toyoda Gosei, Japan (TG). The proceeds of the investment will be used to consolidate the Business of TG in India by transferring the shares of Toyoda Gosei South India Ltd. (TG SIN) to TG Minda. TG SIN is a 95% subsidiary of TG. The transaction is subject to customary regulatory approvals, if any.

Product -wise revenue

Division	Switches	Lighting	Acoustics	LMT	Others
%	37%	23%	37%	14%	14%

Market-wise revenue contribution

Domestic	81%
International	19%

Annexure-I to Board's Report (Contd.)

Financial Performance

	2018-19	2019-20	% change
Debtors Turnover	52	54	4%

	2018-19	2019-20	% change
Inventory Turnover	34	40	16%

	2018-19	2019-20	% change
Current Ratio	1.17	1.08	-8%

	2018-19	2019-20	% change
Operating Profit Margin (%)	8.3%	5.8%	(250)bps

	2018-19	2019-20	% change
Net Debt Equity Ratio	0.5	0.4	-17%

	2018-19	2019-20	% change
Cash flow from operations (₹)	413.97	965.11	133%

	2018-19	2019-20	% change
Interest as a % of sale	1.07%	1.65%	58 bps

	2018-19	2019-20	% change
Depreciation as a % of sale	3.97%	5.52%	155bps

Risks and mitigation

A well-defined risk management framework forms an integral part of our business strategy. MIL has an independent and dedicated Enterprise Risk Management (ERM) system to identify, manage and mitigate business risks. The team has established a risk policy and developed processes for risk evaluation and measurement, whereas business units focus on developing and implementing mitigation measures, while taking controlled risks. Specific risk approaches are in place for financial and non-financial businesses. Risk management, internal controls and assurance processes are embedded into all activities of the Company.

Risk	Impact	Mitigation strategy
Economic situation	Vehicles are an integral part of our business and their demand is affected by the nation's economic situation. Therefore, economic recession and an ensuing decline in market demand could have a negative impact on the Company's performance and financial position.	1. Liquidity build up 2. Securing credit lines for future use.
Pandemic	Pandemic causes severe damage to the society overall. Today, Covid-19 has put several economies in a bad shape and has disrupted global supply chains. A pandemic can bring the whole global economy to a screeching halt, which can further impact the business functionality while challenging the whole demand and supply. Such crisis can temporarily impact the Company's functioning by further imposing a threat on its performance and financial position.	1. Social distancing at Work place 2. Enabling work from Home
Industry transition	The Indian automotive industry is in a transitional phase. The decision by the supreme court in 2018 on ban of sale of BS IV vehicles with effect from 1 April 2020, forced industry to prepare and introduce BS VI vehicles. This sudden transition and adoption of new emission norms disrupted the whole supply chain as companies started getting prepared for BS VI.	The Company's foresightedness and proactiveness, clubbed with its technological prowess has helped mitigate the risk by launching new products and modifying the existing ones.

Annexure-I to Board's Report (Contd.)

Risk	Impact	Mitigation strategy
Competition	The highly competitive Indian automotive industry poses India as a potential automotive hub and attracts more and more automotive leaders around the world. This can result in these global automotive leaders setting up facilities here to make India their manufacturing base	The Company enjoys a rich lineage of over six decades. Its experience in the Indian auto space and years-long relationship with OEMs suppliers helps keep the Company firmly rooted, building world class manufacturing facilities, distribution, marketing, and focused R&D initiatives. The Company strives to maintain its position as a market leader in switches, automotive lamps, horns, and other light metal parts for several years now. Entrenched relationship with automobile makers' pulse gives the Company an advantage over competition.
Cheaper imports	Importing helps find low-cost supplies while enabling a Company's ability to be more competitive. Availability of automotive components at cost-effective prices can drive away our customers while adversely affecting margins. The market has various other competitors who provide quality products with cost benefit to the customers due to their lower operating costs.	The Company enjoys long-standing relations with the leading OEMs in India. This has helped gain confidence by constantly exceeding customer's expectations by focusing on investment in technology, defect-free manufacturing capability, on-time product delivery and the proximate location of our plants to our customers.
Quality	Quality is one of the major reasons behind gaining or losing customers. Good quality standards must always be maintained. Failure to do so may pave way for significant risks. The Company is constantly required to upgrade its quality and follow changing norms diligently.	We have robust standardisation techniques to ensure quality improvements. The Company supplies to leading OEMs and is required to strictly follow and adhere to stringent norms. This helps the Company to strictly control and maintain its quality processes.
Dependence on major customers	MIL supplies and sells its auto components to OEMs in the Indian automotive industry. Sales to these OEMs are affected by fluctuations in production and sales at these customer companies and other factors over which MIL has no control, and therefore they could have a negative impact on the Company's performance and financial position.	MIL caters to a large share of OEMs in the industry, offering a wide range of product portfolio. While meeting the domestic demand, MIL also exports products to global OEMs. It also serves the aftermarket sales of the industry, thereby building a rich portfolio of revenue streams.
Research and development	The business environment in which MIL operates, reflects intense competition. It also shows the diversification of product needs among individual customers. Failure or delay in achieving the required level of technological sophistication or assessing market needs properly could have a negative impact on the Company's performance and financial position.	To prosper in this environment while pursuing a manufacturing business, MIL undertakes research and development initiatives to meet the needs of advanced technologies and products, based on a precise understanding of the market needs. It has 4 R&D centres in various geographies of the world to remain upbeat with the global trends.
Operational accidents	In automotive manufacturing, operational risks that go unaddressed can lead to missed production targets, safety incidents and product recalls. Safety hazards, ageing assets and security threats can negatively impact a business, including employees, revenue, plants, intellectual property, vehicle quality and customers. They also risk tarnishing a company's brand and reputation – potentially to the point where they erode customer trust or loyalty.	At MIL, we invest in workers' health and safety by introducing occupational health and safety management systems. It is aimed at reducing the number of accidents and occupational diseases, as well as developing training programmes on health and safety.

Annexure-I to Board's Report (Contd.)

Human Resources

We continued and further strengthened our focus on Talent Development. This year we specifically focused on making our talent pipeline more robust by having custom made and curated development programmes for all sections of our talent pipeline. The talent pipeline starts from our Operator/Associate levels, where we pre-identify future staff members and then start augmenting their critical for success capabilities along with a strong mentoring process. Then we have defined developmental programmes from our GET levels right up to our Presidents. Due to all the above, we could maintain a high degree of internal talent readiness, as well as onboarding of few, but critical resources from external eco-system. Two developmental programmes, got institutionalised when they entered their second year of running – TRANSFOR-M & M-LEAP.

To further strengthen our Brand as a preferred employer, our HR team initiated a Campus engagement programme called UNO MINDS. This was a knowledge evaluation based initiative with three scholarships as reward. This initiative received a tremendous reception and more than 10,000 students, across the country, participated. For the first time, we focused on adding young Finance professionals into the organization by adding 12 Chartered Accountants.

With a view to bring in more objectivity into our talent assessment process, we successfully conducted specialised assessment centres, run by external experts.

We also added to our talent management process, by launching career ladder process. A career ladder for entry level (GETs) has been created as well as a Tech-Ladder, for technical / design-based employees has been launched in this year.

Renewed focus on enhancing functional skills has been launched with L&D leading this initiative with complete support of all the functions. The idea behind this is to remain ahead on the skill curve as well as to keep our employees relevant in this rapidly changing times.

To create a more agile and prompt workplace, we launched the eHRM module- 'Success Factors', an SAP product suite to provide a cloud-based solution to manage various HR functions through modules like Employee Central and People Performance. This makes employee data available on a click, which will help the organization to move towards more objective and data driven decision making process.

This year was full of challenges for the HR team, we started the year with a clear focus on HR Goals for 2024-25 and suddenly in the last quarter due to outbreak of COVID 19, the HR focus shifted primarily to three important areas: Employee safety & wellbeing, Effective Communication and Managing teams & work remotely.

Environment, health, and safety (EHS)

Our endeavour is towards better management of our sustainability drivers, including safety, health, and environment of our assets. This includes several community initiatives that help develop our workforce and the communities around us. These communities include areas around the MIL facilities, consumers, investors, and other stakeholders.

Internal Control Systems

MIL is a system-driven company. Our effective internal control system plays a crucial role in our efficient daily operations. The Company follows a systematic method of financial reporting of various transactions, efficiency of operations, safeguarding of assets and compliance with applicable statute and regulations. Our structured audit system is an on-going process. It forms a basis for reviewing the adequacy of internal control systems. Our internal control is aptly designed, ensuring reliability of financial and other records necessary for the preparation of financial information and other related data.

Our exhaustive budgetary monitoring control system helps evaluate the performance. This evaluation is done with reference to budgeted performance by the management review committee daily. The discrepancies, if any, with actual performance and the budgets are methodically analysed regularly. The Management Review Committee, in consultation with the Audit Review Committee, then suggests possible remedial actions.

The internal audit is carried by Internal Auditors, one of the big Four, of the Company. The reports, thereby prepared, are reviewed in the Audit Committee meetings. Corrective measures to strengthen the internal controls are suggested and taken in consideration. Further, the suggestions by Internal Audit Committee are reviewed and considered by Audit Committees. This is done on a quarterly basis. The motto here is improvement of internal controls and systems within the Group.

The Board then reviews the Internal Audit Committee's suggestions. Post reviewing, the Board approves suggestion and the resultant reports are reviewed by the Audit Committee and the Board members together.

Annexure-J to Board's Report

Compliance with Code of Business Conduct and Ethics

To
The Board of Directors
Minda Industries Limited

This is to certify that, as provided under Regulation 34 (3) Schedule - V (D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior management for the year ended 31 March 2020.

For Minda Industries Limited

Nirmal K Minda
Chairman & Managing Director
DIN: 00014942

Place : Gurugram
Date : June 29, 2020

Annexure-K to Board's Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Minda Industries Limited
B-64/1, Wazirpur Industrial Area,
New Delhi- 110052

1. That Minda Industries Limited (CIN: L74899DL1992PLC050333) is having its registered office at B-64/1, Wazirpur, Industrial Area, Delhi-110052 (hereinafter referred as "the Company"). The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

2. We have examined the relevant disclosures received from the Directors, registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. In our opinion and to the best of our information and according to the verifications and examination of the disclosures under section 184/189, 170, 164, 149 of the Companies Act, 2013 (the Act) which are provided and confirmed on e-mail due to prevailing lockdown (Covid-19) and DIN status at the portal, www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its officers, we certify that none of the below named Directors on the Board of the Company as on March 31, 2020 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in Company
1.	Mr. Anand Kumar Minda	00007964	14/04/2011
2.	Mr. Nirmal Kumar Minda	00014942	01/04/2013
3.	Mr. Satish Sekhri	00211478	29/07/2010
4.	Ms. Paridhi Minda	00227250	29/03/2019
5.	Mr. Chandan Chowdhury	00906211	07/08/2019
6.	Mr. Krishan Kumar Jalan	01767702	16/05/2019
7.	Ms. Pravin Tripathi	06913463	06/02/2019

4. Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

5. This certificate is based on the information and records available up to this date and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

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

Devesh Kumar Vasisht
Partner
CP No. 13700
FCS No. F8488
UDIN : F008488B000393191

Place : New Delhi
Date : June 26, 2020

Annexure-L to Board's Report

Certificate by Chief Executive Officer and Group Chief Financial Officer

To
The Board of Directors
Minda Industries Limited

This to certify that we, the undersigned, have reviewed the financial statements and the cash flow statement of Minda Industries Limited ("the Company") for the year ended 31 March 2020 and that to the best of our knowledge and belief:

a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year 2019-20, which are fraudulent, illegal or violate the Company's Code of Conduct;

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee of deficiencies, if any, of which we are aware, in the design or operation of the Internal Control Systems and that we have taken the required steps to rectify these deficiencies.

We further certify that: -

a) there have been no significant changes in internal control over financial reporting during this year.

b) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and.

c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

d) We further declare that all Board Members and Senior Management have affirmed Compliance with the Code of Conduct for the Year 2019-20.

Sunil Bohra
Group CFO

Nirmal K Minda
Chairman and Managing Director
DIN: 00014942

Place : Gurugram
Date : June 29, 2020

UNO MINDA

Business Responsibility Report

Section A: General Information about the Company

1	Corporate Identity Number (CIN) of the Compa-ny	L74899DL1992PLC050333
2	Name of the Company	Minda Industries Limited
3	Registered Address	B-64/1, Wazirpur Industrial Area, Delhi-110052
4	Website	www.unominda.com
5	E-mail id	investor@mindagroup.com
6	Financial Year Reported	2019-20
7	Sector(s) that the Company is engaged in (Indus-trial Activity code- wise)	
	Name and Description of main product/ services	NIC Code of the Product/Service
	(i) Switches, Horns and Electronic Components for Automobiles	2930
	(i) Lighting Components for Automobiles	2740
8	List three key products/ services that the Com-pany manufactures / Provides	Switches, Horns and Lighting
9	Total number of locations where business activi-ty is undertaken by the Company	
	i. Number of International Locations	7 (Through Subsidiaries)
	ii. Number of National Locations	12
10	Markets served by the Company-Local/ State/ National/ International	All over India, Asia, Europe, North America and South America, Africa

Section B: Financial of Details of the Company

Financial Details of the Company	FY 209-20 (₹ in Crores)	FY 2018-19 (₹ in Crores)
1 **Equity Share Paid up Capital**	52.44	52.44
2 **Total Turnover**		
(a) Revenue from Operations (net of excise duty)	3,174.94	3,492.99
(b) Other Income	62.85	50.48
3 **Total Profit After Taxes**	107.05	187.81

4 **Total spending on Corporate Social Responsibility (CSR) as a Profit after Tax (%):**

₹ 3.20 Crores has been spent during financial year 2019-20 which is 2% of average profits of previous three years of the Company.

5 **List of activities in which expenditure in 4 above has been incurred:**

Education and Vocational Trainings

Section C: Other Details

Other details		Details
1	Does the Company have any Subsidiary Company/ Companies	Yes
2	Do the Subsidiary Company/ Companies participate in the Business Responsibility initiatives of the Parent Company? if Yes, then indicate the number of such subsidiary company(s)	No, BR initiatives of the Company are limited to its own operations
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the Business Responsibility initiatives of the Com-pany? If yes, then indict the % of such entity/ entities? (Less than 30%, 30-60%, more than 60%)	No, BR initiatives of the Company are limited to its own operations

Section D: Business Responsibility Information

1. **Details of Director/Directors Responsible for Business Responsibility**

a) Details of the Director/ Directors responsible for implementation of the Business Responsibility Policy/ Policies

DIN	00014942
Name	Mr. Nirmal K. Minda
Designation	Chairman & Managing Director

Business Responsibility Report (Contd.)

b) Details of the Business Responsibility Head

Name	Mr. Sunil Bohra
Designation	Group CFO
Telephone Number	0124-2290427/28
Email-ID	investor@mindagroup.com

List of Principles

Principle 1	Principle 2	Principle 3
Business should conduct and govern themselves with Ethics, Transparency and Accountability.	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	Businesses should promote the well-being of all employees.
Principle 4	**Principle 5**	**Principle 6**
Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.	Businesses should respect and promote human rights	Business should respect, protect, and make efforts to restore the environment.
Principle 7	**Principle 8**	**Principle 9**
Businesses when engaged in influencing public and regulatory policy should do so in a responsible manner.	Businesses should support inclusive growth and equitable development.	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

2. Principle-wise (as per National Voluntary Guidelines) Business Responsibility Policy/ Policies (Reply in Y/N)

Sl. No.	Question	Principle (Yes/No)								
		1	2	3	4	5	6	7	8	9
1	Do you have a Policy for	Yes								
2	Has the Policy been formulated in Consultation with the relevant stakeholders.	Yes								
3	Does the policy conform to any national/ international standards? If yes, specify?	Yes								
4	Has the Policy been approved by the Board? If yes, has it been signed by MD/ Owner/ CEO / appropriate	Yes								
5	Does the Company have a specified committee of the Board / Director/ Official to oversee the implementation of the Policy	Yes								
6	Indicate the link for the Policy to be reviewed online?	http://www.unominda.com								
7	Has the Policy been formally communicated to all relevant Internal and external stakeholders?	Yes								
8	Does the Company have in-house structure to implement the Policy/ Policies?	Yes								
9	Does the Company have a grievance redressal mechanism related to the Policy/ Policies to address stakeholders' grievances related to the policy/ policies	Yes								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by internal or external agencies?	No								

2A If Answer to S.No.1 against any Principle is "NO", please explain why:

Not Applicable

Business Responsibility Report (Contd.)

3. **Governance Related to Business Responsibility**

   1. **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the Business Responsibility performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year.**

      Annually and from time to time.

   2. **Does the Company publish a Business Responsibility or a Sustainability Report? What is the hyperlink for viewing this Report? How frequently it is published?**

      Company has published business responsibility report as part of Annual Report and is available on Company's website: www.unominda.com

Section E: Governance Related to Business Responsibility

PRINCIPLE 1: BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1 **Does the policy relating to ethics, bribery and corruption cover only the Company?**

No.

Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company has articulated a comprehensive Code of Conduct and a Whistle Blower Policy which are applicable to its subsidiaries.

2 **How many stakeholders' complaints have been received in the past financial years and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

Five (5) Whistle-blower complaints have been received in the last Financial Year. The said complaints were addressed satisfactorily as per the accepted timelines and resolved

PRINCIPLE 2: BUSINESS SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE.

1. **List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.**

   The Company Manufactures Auto electrical parts including switches, horns and lighting. These products have insignificant social or environmental concern or risk.

2. **For each such product, provide the following details in respect of resource use {(energy, water, raw material etc.) per unit of product optional)}:**

   The products mentioned above requires minimum energy. The Company always take efforts for optimum utilisation of natural resources.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)?**

   Yes

   If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

   Our sourcing strategy takes into consideration the environmental, social and ethical factors besides economic factors. The Company has an environment policy and safety policy. We encourage our vendors to ensure compliance with these policies. It covers various issues like health of workers and safety measures.

4. **Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

   The Company undertakes initiatives to build capacities of the suppliers. The Company keeps on strengthening quality across the value chain. The Company keeps on developing local vendors; visit their facilities, analyze quality related aspects, and create action plans jointly with the suppliers, customers and monitored performance. The Company imparts training and supports the suppliers with knowledge in specific areas that have a major impact on quality.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).**

   Also, provide details thereof in about 50 words or so.

   The nature of the Company's business is such that there are no significant emissions or process wastes. The Company recycle materials wherever it is usable within the Company, which cannot be reused is disposed off in a manner in compliance with applicable statutory provisions.

PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELLBEING OF ALL EMPLOYEES

1 **Please indicate the total number of employees**

The number of permanent employees was 3895 as on 31 March 2020 in the Company.

2. **Please indicate the total number of employees hired on temporary/ contractual / casual basis.**

   The total contractual/ temporarily manpower employed was 3995 as on 31 March 2020 in the Company.

3. **Please indicate the number of permanent women employees**

   There were 1050 permanent female employees as on 31 March 2020 in the Company.

4. **Please indicate the number of permanent employees with disabilities:**

   There were 4 permanent employees with disabilities as on 31 March 2020 in the Company.

Business Responsibility Report (Contd.)

5. **Do you have an employee association that is recognized by management?**

   Yes, we have Employee Union in our Plants at MIL (Switch) Hosur, which is recognized by management.

6. **What percentage of your permanent employees is members of this recognised employee association?**

   It is around 4% as at 31 March 2020.

7. **Please indicate the number of complaints relating to child labour, forced labour, in voluntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:**

Sl. No.	Category	No. of complaints received during the financial year	No. of complaints pending as on 31 March 2020
a	Child labour/ forced labour/ involuntary labour	Nil	Nil
b	Sexual harassment	Nil	Nil
c	Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety and skill upgradation training in the last year?**

Sl. No.	Particular	Comments
a	Permanent Employees	Yes, all categories of employees are given training on safety & skill up-gradation on periodic basis.
b	Permanent Women Employees	
c	Casual/Temporary/ Contractual Employees	
d	Employees with Disabilities	

PRINCIPLE 4: BUSINESS SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED.

1. **Has the Company mapped its internal and external stakeholders? Yes/ No**

   Yes

2. **Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?**

   Yes

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.**

   There are different initiatives taken to engage and empower underprivileged people through Education, Vocational Trainings and Healthcare programs, as detailed at principle No. 8

PRINCIPLE 5: BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the Policy of the Company on human rights cover only the Company or extend to the group/ joint venture/ suppliers/ contractors / NGOs/ others**

   All policies related to Human Resource Management including welfare, environment, health and safety are applicable to all stakeholders extending to all Joint Venture Plants of the group. The stakeholders includes suppliers, contractors, consultants and outsourced employees besides employees and directors of the Company. The awareness is augmented through measures where:

   a. The Company is an equal opportunity employer where gender equality is strongly advocated in employment.

   b. The group identifies with the statutes of citizen rights spelt in the Constitution of India. The primacy to all fundamental rights is respected.

   c. The Company has formulated a comprehensive policy on Prevention of Sexual Harassment at workplace. All complaints under this policy are promptly addressed and concluded. The Company has formulated a code of conduct which applies universally to all stakeholders thereby addressing any infringement of rights.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management??**

   Five (5) Whistle-blower complaints have been received in the last Financial Year. The said complaints were addressed satisfactorily as per the accepted timelines and resolved.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the Policy related to Principle 6 covers only the Company or extends to the group/ joint ventures/ suppliers/ contractors / NGOs/ others?**

   Environmental Policy is applicable to all the business units and also encourage our business partners including suppliers, vendors and contractors to follow this policy.

2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming etc. Y/N. If yes, please give hyperlink for webpage etc.**

Business Responsibility Report (Contd.)

Yes, the Company has an Environmental Policy. The Company works continuously to reduce the waste.

3. **Does the Company identify and assess potential environmental risks?**

   Yes, the Company regularly reviews its environmental risks and undertakes initiatives to mitigate them.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

   Most of the locations in India are certified for requirements under ISO 14001 (Environmental Management System) and OHSAS 18001 (Occupational Health and Safety System), Audits by independent auditors are carried out to check the level of compliance. Deviation management system ensures that the corrective actions are closed looped and issues are addressed within a reasonable time frame. Environment, Health and Safety (EHS) performance assessment is carried out annually to review the situation and identify the areas for improvement.

5. **Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewal energy etc. if yes, please give hyperlink for webpage etc.**

   Covered under Board's Report which forms a part of the Annual Report.

6. **Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   All emissions and waste generated by the Company are within the permissible limits given by CPCB/SPCB.

7. **Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   None.

PRINCIPLE 7: BUSINESS WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER.

1. **Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with:**

   Minda Industries Limited regularly engages with industry bodies, expert agencies and contributes to the policy making process. An indicative list of the Company's major membership is:

   a) Automotive Component Manufacturers Association of India (ACMA)

   b) Confederation of Indian Industry (CII)

2. **Have you advocated /lobbied through above associations for the advancement or improvement of public good? Yes/ No, if yes specify the broad areas.**

   No

PRINCIPLE 8: BUSINESS SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. **Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   Group is committed to supporting various social causes. Today, the Group is involved in spreading happiness through vocational training, skill development, education, promoting sports, medical facilities home to the needy. All our programs are designed and tailored as per the need of the community.

   Core Programs -

   1. Vocational Training Program - In line with the 'Skill India Scheme' by the Ministry of Skill Development and Entrepreneurship, our vocational training programme at Samarth-Jyoti, aims to build the capacity of rural people by developing their skill in various fields. The initiative also fulfills 'Goal for Reduced Inequalities' and 'Goal for Gender Equality' of Sustainable Development Goals as identified by the UN.

   2. Pre-Primary and Primary Education - Our endeavor of providing education to the underprivileged children supplements Sarva Shiksha Abhiyan, a flagship scheme of the Ministry of Human Resource Development. The initiative also fulfils goal of quality education of Sustainable Development Goals as identified by UN. We have established schools and learning spaces for children in the rural areas, thus creating a life of dignity and opportunities for them.

   3. Remedial Program - Remedial classes is a need based program, designed to ensure better education, develop creative thinking abilities and self-learning in children. Lack of access to quality resources in education has made it unavailable to the deprived children. We conduct remedial classes for children with a focus on their overall development.

   4. Environmental Sustainability - Our strategy for environmental sustainability focuses on embedding the elements of our sustainability program into our corporate culture. We have taken the necessary steps by investing in waste and effluent treatment plants to reduce toxic discharges and emissions, minimize waste and prevent pollution. In addition, we are also committed to focus on the areas where

Business Responsibility Report (Contd.)

we can make a positive impact in our industry and drive the most significant improvements.

We celebrated the World Environment Day by initiating tree plantation drive at Samarth-Jyoti. This supplements the National Mission for Green India by the Ministry of Environment, Forest and Climate Change. As a part of our idea of creating a greener country, we planted trees. The Company celebrates World Environment Day by involving its employees, top Management and dignitaries in initiatives like tree plantation campaigns, reducing pollution and conservation of energy.

2. **Are the programmes / projects undertaken through in house team/ own foundation/ external NGO/ government structures/ any other organisation**

   All the programs have been undertaken through its own trust Suman Nirmal Minda Charitable Trust under the aegis of the Company.

3. **Have you done any impact assessment for your initiative?**

   Every year at the end of the vocational training program, each center records the success stories of pass out students which shows that each students is doing well in their fields as some of them become self–employed and some of them are working as an employee.

4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

   The Company spends amount on CSR activities through Trusts, amount of contribution during the year is given below:

Sl. No.	Name of Trust	Contribution (in ₹ Crores)
1	SamarthJyoti-A CSR initiative running under Suman Nirmal Minda Charitable Trust (SNMCT)	0.72
2	The Suman Nirmal Minda School under SNMCT	2.48
	Total	**3.20**

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so..**

   CSR Team involves local body and representatives of village at the core of programs of trust. They come and attend the entire program that are being organized on various occasion in the village. This clearly shows the gesture of acceptance.

PRINCIPLE 9: BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER (RG)

1. **What percentages of customer complaints/ consumer cases are pending as on the end of the financial year?**

   The Company has a robust system for addressing customer complaints, which are resolved promptly.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws. Yes/ No/ NA / Remarks (additional information)?**

   No.

3. **Did your Company carry out any consumer survey/ consumer satisfaction trends?**

   Yes, regular feedback are received from the customers and corrective actions are taken. The Company's endeavour is to achieve the highest level of satisfaction and perform their operation accordingly. The Company has received various awards from the customers, which are mentioned in the annual report.

4. **Is there any case filed by any stakeholder against the Company regarding unfair true practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial. If so, provide details thereof, in about 50 words or so.**

   No.

Independent Auditor's Report

To the Members of Minda Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Minda Industries Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Emphasis of matter

a) We draw attention to Note 55 in the standalone financial statements regarding the approval of Scheme of Amalgamation of the Company and its wholly owned subsidiaries namely M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (collectively referred to as transferor companies). Pursuant to the Scheme being approved by the Hon'ble National Company Law Tribunal vide its order dated 01 June 2020, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to the Company from the appointed date of 1 April 2019 at carrying values as from that date and therefore have been so recognised in the standalone financial statements for the year ended 31 March 2020. Further, as per the requirements of Appendix C to Ind AS 103 "Business Combination", the comparatives for the year ended 31 March 2019 have been restated by the Company, as if the common control business combination had occurred from the beginning of the earliest period presented.

b) We draw attention to Note 58 in the standalone financial statements, which describes uncertainties, the Company is facing as a result of COVID-19 which is impacting business operations.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report (Contd.)

Description of Key Audit Matters

1. Revenue Recognition

See note 27 to the standalone financial statements

Key Audit Matters	How the matter was addressed in our audit
Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms and conditions. Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts/ rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Customer acceptance is used to estimate the provision for price increase/decrease. Revenue is only recognised to the extent, that is highly probable, a significant reversal will not occur. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.	Our audit procedures included: - Assessing the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Evaluating the integrity of the information and technology general control environment and testing the operating effectiveness of key IT application controls. - Evaluating the design and implementation of Company's controls in respect of revenue recognition. - Testing the effectiveness of such controls over revenue cut off at year-end. - Testing by selecting samples of revenue transactions recorded during the year by verification of underlying documents. - Testing on a sample basis, key customer contracts/ purchase order to identify terms and conditions relating to goods acceptance and price adjustments. - Testing on a sample basis, the supporting documents for sales transactions recorded during the period closer to the year end and subsequent to the year end to determine whether revenue was recognised in the correct period. - Performing analytical procedures on current year revenue based on trends and where appropriate, conducted further enquiries and testing.

2. Evaluation of impairment indicators in investments in subsidiaries, associates and joint ventures

See note 4 to the standalone financial statements

Key Audit Matters	How the matter was addressed in our audit
The Company carries its investments in subsidiaries, associates and joint ventures at cost (net of provision) at an aggregate amount of INR 755.61 Crores as at 31 March 2020. The Company has identified the investments where indicator of impairment exists and performed an impairment assessment on those investments as at 31 March 2020. The Company adjusts the carrying value of the investment for the consequential impairment loss, if any, based upon valuation carried out internally or by independent experts. The recoverable is considered to be the higher of the Company's assessment of the value in use and fair value less cost of disposal. These models use several key assumptions, including future sales estimates, margins, growth rate, discount rate, etc. We have identified the assessment of impairment in respect of investment in subsidiaries, associates and joint ventures as a key audit matter since it involves significant judgement in making the above estimates and is dependent on external factors such as future market conditions and the economic environment.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: - Assessed the appropriateness of accounting policy for impairment of investment in subsidiaries, associates and joint ventures as per relevant accounting standard. - Evaluated the Company's assessment for identification of indicators of impairment. - Evaluated the design implementation of key internal financial controls with respect to impairment including determination of recoverable value and tested the operating effectiveness of such controls. - Evaluated the impairment model used by the Company. This included assessing the appropriateness of key assumptions used, with particular attention to future sales estimates, margins, growth rate, discount rate and other assumptions based on historical data, our knowledge of the Company and the industry with assistance of our valuation specialist. - Performed sensitivity analysis of the key assumptions used to determine, which changes to assumptions would change the outcome of impairment assessment. - Assessed the adequacy of the disclosures relating to impairment of investment.

Independent Auditor's Report (Contd.)

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report

Independent Auditor's Report (Contd.)

to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a) The standalone financial statements include the Company's share of net profit of Rs. 7.40 Crores for the year ended 31 March 2020 in respect of three partnership firms, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the standalone financial statements, in so far as it relates to the amounts, included in respect of these partnership firms, is based solely on the reports of the other auditors.

b) The standalone financial statements include the financial information of wholly owned subsidiaries i.e. M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited consequent to its amalgamation with the Company with the appointed date of 01 April 2019 (refer note 55 to the standalone financial statements). We did not audit the financial statements of M J Casting Limited, Minda Distribution and Services Limited and Minda Auto Components Limited for the corresponding year ended 31 March 2019 included in standalone financial statement for the year ended 31 March 2020, whose financial statements reflect total assets (before elimination) of INR 304.55 Crores as at 31 March 2019, total revenues (before elimination) of INR 1,193.61 Crores and net cash outflows (before elimination) amounting to INR 10.38 Crores for the year ended on that date were audited by other auditors, whose reports have been furnished to us by the management and our opinion on the standalone financial statements, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

Our opinion is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

Independent Auditor's Report (Contd.)

e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 38 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Rajiv Goyal
Partner
Membership number. 094549
ICAI UDIN: 20094549AAAAEN5391

Place: Gurugram
Date: 29 June 2020

Annexure-A

Annexure A referred to in our Independent Auditor's Report to the Members of Minda Industries Limited on the standalone financial statements for the year ended 31 March 2020

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipment and other intangible assets).

(b) According to the information and explanations given to us, the Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were physically verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets.

(c) According to the information and explanations given to us and based on the examination of the records, the Company holds title deeds of the immovable properties as on balance sheet date. In respect of immovable properties taken on lease and disclosed as right of use assets in the standalone financial statements, the lease agreements are in the name of the Company. In respect of freehold lands, the title deeds are held in the name of the company except for the below for which registration is pending and are currently held in the name of erstwhile subsidiaries which got merged with the Company (refer note 55 (i) to consolidated financial statements):-

Particulars	Gross block as at 31 March 2020 (In Crores)	Net block as at 31 March 2020 (In Crores)
Freehold land	43.09	43.09

(ii) According to the information and explanations given to us, the inventories, except goods-in-transit and stock lying with third parties, have been physically verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such physical verification. Goods in transit have been received/ delivered substantially subsequent to year ended 31 March 2020. For stock lying with third parties, written confirmations have been obtained from third party on sample basis.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, para 3(iii) of the Order is not applicable.

(iv) The Company has not given any loans or provided security as specified under section 185 and 186 of the Act. In respect of investments made and guarantees provided, the Company has complied with the provisions of section 185 and 186 of the Act.

(v) According to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the rules framed there under.

(vi) We have broadly reviewed the books of account maintained by the Company as specified under section 148(1) of the Act, for maintenance of cost records in respect of products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of cost records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and Services Tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues, to the extent applicable, have generally been regular in depositing undisputed dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value added tax, Goods and Services Tax, Service tax, Duty of Customs, Duty of Excise, Cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable except for change of land use (CLU) charges amounting to Rs.0.78 Crore to Town and Country Planning, Chandigarh.

Also refer to note 38(e), wherein it is explained that on account of the uncertainty with respect to the applicability of the Hon'ble Supreme Court judgement on Provident Fund matter, management has not recognized and deposited provident fund amount, if any, with respect to the period upto 28 February 2019.

Annexure-A (Contd.)

(b) According to the information and explanations given to us, other than the amounts reported below, there are no amounts in respect of Income-tax, Sales-tax, Goods and Services Tax and Service tax, Duty of custom, Value added tax and duty of excise that have not been deposited by the Company with the appropriate authorities on account of any dispute below:-

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs in Crores)#
Central excise Act, 1944	Excise Duty	Deputy Commissioner	2007-08 to 2012-13	0.11
Cenvat Credit Rules, 2004	Service tax	Commissioner (Appeals)	2008-09	0.18
Central Excise Act,1944	Excise Duty	Deputy Commissioner of Central Tax	2009-10 to 2011-12	0.03
Central Excise Act,1944	Excise Duty	Deputy Commissioner of Central Tax	2007-08 to 2012-13	0.08
Income-tax Act, 1961	Income tax	Assessing officer	2002-03	0.07
Income-tax Act, 1961	Income tax	Assessing officer	AY 2009-10	0.00
Income-tax Act, 1961	Income tax	CIT (A)	AY 2016-17	0.67
Income-tax Act, 1961	Income tax	Assessing officer	AY 2017-18	19.10
Income-tax Act, 1961	Income tax	Assessing officer	AY 2017-18	1.69
Income-tax Act, 1961	Income tax	CIT (A)	AY 2014-15	0.01
Income-tax Act, 1961	Transfer pricing	Income tax Appellate Tribunal	AY 2015-16*	5.65

* Amount deposited under protest is Rs. 1.13 Crores.

including interest/penalties, where quantified and demanded by the authorities.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any banks. The Company did not have any outstanding debentures or dues on account of loans or borrowings to any financial institutions or government during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) during the year. Further, the term loans taken by the Company have been applied for the purpose for which they were raised.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with provisions of Section 197 read with Schedule V of the Act.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the standalone financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the current year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Rajiv Goyal
Partner
Membership number. 094549
UDIN: 20094549AAAAEN5391

Place: Gurugram
Date: 29 June 2020

Annexure-B

Annexure B to the Independent Auditors' report on the standalone financial statements of Minda Industries Limited for the period ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Minda Industries Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)

Annexure-B (Contd.)

provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Rajiv Goyal
Partner
Membership number. 094549
UDIN: 20094549AAAAEN5391

Place: Gurugram
Date: 29 June 2020

Standalone Balance Sheet as at 31 March 2020

(All amounts in Indian ₹ crore, unless otherwise stated)

Particulars	Note	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3A	707.51	633.68
Capital work-in-progress	3B	199.64	27.81
Right-of-use assets	3C	54.62	-
Intangible assets	3D	70.76	52.07
Intangible assets under development	3E	19.92	18.29
Financial assets			
(i) Investments	4	755.61	755.97
(ii) Loans	5	15.82	12.92
(iii) Other financial assets	6	2.29	6.46
Deferred tax assets (net)	7	0.07	8.73
Other tax assets	8	29.58	20.61
Other non-current assets	9	36.05	60.23
Total non-current assets		**1,891.87**	**1,596.77**
Current assets			
Inventories	10	257.03	251.86
Financial assets			
(i) Trade receivables	11	463.47	551.84
(ii) Cash and cash equivalents	12	123.67	32.46
(iii) Bank balances other than those included in cash and cash equivalents	13	13.09	10.37
(iv) Loans	14	1.13	0.34
(v) Other financial assets	15	13.63	11.04
Other current assets	16	94.67	49.63
Total current assets		**966.69**	**907.54**
Assets held for sale	26	**7.49**	**-**
Total assets		**2,866.05**	**2,504.31**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17 (a)	52.44	52.44
Other equity	17 (b)	1,262.63	1,189.82
Total Equity		**1,315.07**	**1,242.26**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	490.06	339.98
(ii) Lease liabilities		21.86	-
(iii) Other financial liabilities	19	20.86	18.50
Provisions	20	56.45	46.18
Total non-current liabilities		**589.23**	**404.66**
Current liabilities			
Financial liabilities			
(i) Borrowings	21	107.61	192.81
(ii) Lease liabilities		6.37	-
(iii) Trade payables	22		
(a) total outstanding dues of micro and small enterprises		73.35	52.97
(b) total outstanding dues of creditors other than micro and small enterprises		534.63	452.68
(iv) Other financial liabilities	23	151.69	103.55
Other current liabilities	24	67.05	47.45
Provisions	25	16.71	7.93
Total current liabilities		**957.41**	**857.39**
Liabilities related to assets held for sale	26	**4.34**	**-**
Total Equity and Liabilities		**2,866.05**	**2,504.31**
Significant accounting policies	2 (b)		

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Standalone Statement of Profit and Loss for the year ended 31 March 2020

(All amounts in Indian ₹ crore, unless otherwise stated)

Particulars	Note	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Income			
Revenue from operations	27	3,174.94	3,492.99
Other income	28	62.85	50.48
Total income		**3,237.79**	**3,543.47**
Expenses			
Cost of materials consumed	29	1,588.15	1,977.02
Purchases of stock in trade	30	472.79	335.23
Changes in inventory of finished goods, stock in trade and work-in-progress	31	(17.95)	(14.11)
Employee benefits expense	32	428.87	415.18
Finance costs	33	45.94	29.61
Depreciation and amortization expense	34	137.35	102.20
Other expenses	35	419.67	446.48
Total expenses		**3,074.82**	**3,291.61**
Profit before exceptional items and tax		**162.97**	**251.86**
Exceptional items	36	(22.36)	-
Profit before tax		**140.61**	**251.86**
Tax expense			
Current tax		26.83	55.77
Deferred tax	7	6.73	8.28
Tax expense		**33.56**	**64.05**
Profit after tax		**107.05**	**187.81**
Other comprehensive income/(loss)			
(a) Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurements of defined benefit (liability)/ asset		(5.13)	0.08
(ii) Income tax relating to items that will not be reclassified to profit or loss		2.11	(0.09)
(b) Items that will be reclassified subsequently to profit or loss			
(i) Items that will be reclassified to profit or loss		(0.41)	-
(ii) Income-tax relating to items that will be reclassified to profit & loss		-	-
Other comprehensive income/(loss), net of tax (a+b)		**(3.43)**	**(0.01)**
Total comprehensive income		**103.62**	**187.80**
Earnings per equity share [nominal value of share ₹ 2 (Previous year ₹ 2)]	37		
Basic		4.08	7.17
Diluted		4.08	7.17
Significant accounting policies	2 (b)		

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Standalone Cash Flow Statement for the year ended 31 March 2020

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars		For the Year ended 31 March 2020	For the Year ended 31 March 2019
A.	**Cash flows from operating activities :**		
	Profit before tax	140.61	251.86
	Adjustments for:		
	Depreciation and amortisation	137.35	102.20
	Finance costs	45.94	29.61
	Interest income on fixed deposits	(3.87)	(1.82)
	Liabilities / provisions no longer required written back	(0.30)	(0.57)
	Dividend income from non-current investments	(32.81)	(27.63)
	Share of profit from partnership firms	(7.40)	(6.60)
	Expenses incurred for share allotment under equity settled share based payments	1.20	(0.20)
	Unrealised (gain)/ loss on foreign currency fluctuations (net)	18.42	(7.82)
	Doubtful trade and other receivables provided for	0.14	1.20
	Mark to market gain on forward contract	(6.01)	(1.19)
	Impairment of investment	8.36	-
	Provision for warranty	4.78	3.14
	Net profit on sale of property, plant and equipment	(8.67)	(2.53)
		157.13	**87.79**
	Operating profit before working capital changes	297.74	339.65
	Adjustments for working capital changes:		
	Decrease/ (increase) in inventories	(5.17)	(51.68)
	Decrease/ (increase) in trade receivable	90.41	(37.49)
	Decrease/ (increase) in Loan	(3.69)	(1.69)
	Decrease/ (increase) in other current financial assets	3.19	(2.04)
	Decrease/ (increase) in other non-current financial assets	1.67	0.30
	Decrease/ (increase) in other non-current assets	(0.07)	24.84
	Decrease/ (increase) in other current assets	(45.04)	(3.24)
	Increase/ (decrease) in trade payables	99.25	4.62
	Increase/ (decrease) in other Current financial liabilities	(3.87)	0.34
	Increase/(decrease) in other current liabilities	19.55	(2.28)
	Increase/(decrease) in short-term provisions	4.00	(2.45)
	Increase/(decrease) in other non current financial liabilities	2.36	(1.09)
	Increase in long-term provisions	6.84	6.13
		169.43	**(65.73)**
	Cash generated from operations	467.17	273.92
	Income tax paid	(33.87)	(50.76)
	Net Cash flows from operating activities (A)	**433.30**	**223.16**
B.	**Cash flows from investing activities**		
	Payment for acquisition of subsidiaries and jointly controlled entities	(8.00)	(238.68)
	Purchase of Property, Plant and Equipment	(414.16)	(334.48)
	Proceeds from sale of property, plant and equipments	14.22	7.71
	Interest received on fixed deposits	4.11	2.73
	Share of profit from partnership firm	7.40	6.60
	Dividend Income on Non Current investment	32.81	27.63
	Decrease in deposits (with original maturity more than three months)	(0.22)	(11.44)
	Net cash used in investing activities (B)	**(363.84)**	**(539.93)**

Standalone Cash Flow Statement for the year ended 31 March 2020 (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	-	0.17
Share premium on exercise of ESOP	-	7.97
Proceeds from/ (repayment of) short term borrowings	(85.20)	71.68
Proceeds from/ (repayment of) Long term borrowings	182.11	283.98
Interest paid on borrowings	(43.75)	(28.03)
Dividend paid (including corporate dividend tax)	(31.41)	(30.88)
Net cash used in financing activities (C)	**21.75**	**304.89**
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	**91.21**	**(11.88)**
Cash and cash equivalents as at beginning	32.46	44.34
Cash and cash equivalents as at closing	**123.67**	**32.46**
Cash on hand	0.56	0.41
Balances with banks:		
- on current accounts	108.01	30.37
- on deposit accounts	15.10	1.68
Cash and cash equivalents at the end of the year	**123.67**	**32.46**

The notes referred to above form an integral part of the standalone financial statements

1 The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, as specified under the section 133 of the Companies Act, 2013.

2 Purchase of Property, Plant and Equipment includes movement of Capital work-in-progress (including capital advances) during the year.

3 Changes in liabilities arising from financing activities

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Opening balance of secured loans		
Indian currency term loan (including current maturities)	260.86	95.40
Foreign currency term loan (including current maturities)	141.44	31.85
Short term borrowings	192.81	121.13
Cash flows		
Repayment of long term secured loan (Net of foreign fluctuation)	(93.22)	(49.14)
Proceeds from long term secured loan (Net of foreign fluctuation)	293.67	324.18
(Decrease)/ increase in short term borrowings (net)	(85.20)	71.68
Net cash flow changes	**115.25**	**346.72**
Closing balance of secured loans		
Indian currency term loan (including current maturities)	260.82	260.86
Foreign currency term loan (including current maturities)	341.91	141.44
Short term borrowings	107.61	192.81

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Standalone Statement of changes in equity for the year ended 31 March 2020

a) Equity share capital

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Balance as at 1 April 2018	17.41
Changes in equity share capital during 2018-19*	35.03
Balance as at the 31 March 2019	**52.44**
Changes in equity share capital during 2019-20	-
Balance as at 31 March 2020	**52.44**

* Includes ₹ 34.86 crore towards issue of bonus shares (Refer Note 17)

b) Other equity

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income/(loss)		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on amalgamation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2019	**(0.27)**	**-**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**-**	**715.18**	**1,189.82**
Transition impact of Ind AS 116 net of tax (refer note 46)	-	-	-	-	-	-	-	-	-	(0.36)	(0.36)
Profit for the year	-	-	-	-	-	-	-	-	-	107.05	107.05
Other comprehensive income/(loss) (net of tax)	(3.02)	(0.41)	-	-	-	-	-	-	-	-	(3.43)
Employee stock compensation expense	-	-	-	-	-	-	-	-	1.20	-	1.20
Final dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(17.04)	(17.04)
Interim dividend for the year ended 31 March 2020	-	-	-	-	-	-	-	-	-	(10.49)	(10.49)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.42)	(5.42)
Credit of dividend distribution tax paid by subsidiaries availed during the year	-	-	-	-	-	-	-	-	-	1.62	1.62
Others	-	-	-	-	-	-	-	-	-	(0.33)	(0.33)
Balance as at 31 March 2020	**(3.29)**	**(0.41)**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**1.20**	**790.22**	**1,262.63**

Standalone Statement of changes in Equity for the year ended 31 March 2020 (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on amalgamation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2018 (as earlier published)	(0.26)	**-**	**0.91**	**369.11**	**6.50**	**2.28**	**-**	**64.03**	**3.61**	**506.31**	**952.49**
Effect of common control business combination (refer note 55)	-	-	5.64	-	-	-	26.56	-	-	68.42	100.62
Balance as at 1 April 2018	**(0.26)**	**-**	**6.55**	**369.11**	**6.50**	**2.28**	**26.56**	**64.03**	**3.61**	**574.73**	**1,053.11**
Profit for the year	-	-	-	-	-	-	-	-	-	187.81	187.81
Other comprehensive income/(loss) (net of tax)	(0.01)	-	-	-	-	-	-	-	-	-	(0.01)
Additional tax benefit on employee stock options exercised during the year	-	-	-	5.07	-	-	-	-	-	-	5.07
Reserve utilised on exercise of employee stock options	-	-	-	3.41	-	-	-	-	(3.41)	-	-
Utilization of Reserves for issue of bonus shares	-	-	-	(28.36)	(6.50)	-	-	-	-	-	(34.86)
Addition on redemption of preference shares	-	-	-	-	18.29	-	-	-	-	(18.29)	-
Premium on issue of ESOP	-	-	-	7.97		-	-	-	-	-	7.97
Final dividend for the year ended 31 March 2018	-	-	-	-	-	-	-	-	-	(13.98)	(13.98)
Interim dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(11.80)	(11.80)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.10)	(5.10)
Credit of dividend distribution tax paid by subsidiaries availed during the year	-	-	-	-	-	-	-	-	-	1.81	1.81
Others	-	-	-	-	-	-	-	-	(0.20)	-	(0.20)
Balance as at 31 March 2019	**(0.27)**	**-**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**-**	**715.18**	**1,189.82**

Significant accounting policies 2 (b)

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Notes forming part of the Financial Statements

1 Corporate information

Minda Industries Limited is a public company domiciled and headquartered in India. It was incorporated on 16 September 1992 under the Companies Act, 1956 and its shares are listed on the National Stock Exchange of India Limited and BSE Limited having its registered office at B64/1 Wazirpur, Industrial Area, Delhi-110052, India.

The Company is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories and caters to both domestic and international markets.

2 (a) Basis of preparation

A. Statement of compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 29 June 2020. Details of the Company's accounting policies are included in Note 2(b).

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest crores, unless otherwise indicated.

C. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

(a) Certain financial assets and liabilities (including derivative financial instruments)	Fair value
(b) Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing the standalone financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Actual results may differ from these estimates. Critical estimates and judgement

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements..

Areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 43
- Estimation of fair value of unlisted securities – Note 53
- Estimation of defined benefit obligation – Note 42
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources – Note 38
- Leases – Note 46
- Impairment of Financial Assets

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable -inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Notes forming part of the Financial Statements

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 47 – share-based payment
- Note 53– fair value measurements

2 (b) Significant accounting policies

The accounting policies set out below have been applied consistently to the period presented in these standalone financial statements.

a. Foreign currency transactions:

Transactions in foreign currencies are initially recorded into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange at the reporting date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI

- equity investments at fair value through OCI (FVOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

b. Financial instruments:

i. Initial Recognition and Measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement and gain and losses Financial assets

On initial recognition, a financial asset is classified as measured at:

Financial Assets at FVPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial Assets at amortised cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gains or loss or derecognition is are recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other income and net gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividend income are recognized in profit or loss unless dividend clearly represents a recovery of part of cost of investment. Other income and net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes forming part of the Financial Statements

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

Investments in Subsidiaries, Associates and Joint Ventures:

Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are

Notes forming part of the Financial Statements

measured at fair value, and changes therein are generally recognised in profit or loss.

vi. Financial guarantee contracts

The Company on a case to case basis elects to account for financial guarantee contracts as a financial instrument or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 104 on Insurance Contracts. The Company has regarded all its financial guarantee contracts as insurance contracts. At the end of each reporting period the Company performs a liability adequacy test, (i.e. it assesses the likelihood of a pay-out based on current undiscounted estimates of future cash flows), and any deficiency is recognized in profit or loss.

vii. Compound financial instruments

Compound financial instruments issued by the Company comprise cumulative redeemable preference shares denominated in INR that are mandatorily redeemable at a fixed or determinable amount at a fixed or future date and the payment of dividends is discretionary.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognised in profit or loss (unless it qualifies for inclusion in the cost of an asset).

c. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

(a) expected to be realised in, or is intended to be sold or consumed in Company's normal operating cycle;

(b) held primarily for the purpose of being traded;

(c) expected to be realised within twelve months after the reporting date; or

(d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A Liability is current when:

(a) it is expected to be settled in Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

d. Property, plant and equipment

i. Initial Recognition and Measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Notes forming part of the Financial Statements

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation on plant and equipment, tools and dies and on other tangible property, plant and equipment is provided on SLM/WDV basis, based on the rates as per useful life prescribed in Schedule II to the Companies Act, 2013 except in the case of tools and dies, the useful life based on technical advice is 3 to 6 years.

Leasehold land and leasehold improvements are amortised on a straight line basis over the period of lease or their useful lives, whichever is shorter. Freehold land is not depreciated.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.

Losses arising from retirement or gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Standalone Statement of Profit and Loss.

e. Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. Intangible assets are amortised over the best estimate of the respective useful lives as under:-

i) Technical know-how: Amortized over the period of agreement.

ii) Computer software: Amortized over the period of 6 years.

iii) Trade Mark: Amortized over the period of 10 years

iv) Customer relationship: Amortized over the period of agreement.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Standalone Statement of Profit and Loss.

Internally generated: Research and development

a) Expenditure on research activities is recognised in profit or loss as incurred.

b) Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

f. Impairment

i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since

Notes forming part of the Financial Statements

initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash- generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Standalone Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a *pro rata* basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Non-current assets or disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, and employee benefit assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets, property and plant and equipment are no longer amortised or depreciated.

Notes forming part of the Financial Statements

h. **Borrowing cost**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

i. **Leases**

(i) Determining whether a contract contains lease

At inception of a contract, the Company determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Company separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Company concludes that it is impracticable to separate the payments reliably, then right-of-use asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate.

The previous determination pursuant to Ind AS 17 and its 'Appendix C' of whether a contract is a lease has been maintained for existing contracts.

(ii) Company as a lessee

At inception, the Company assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Company obtains substantially all the economic benefits from the use of that asset, and whether the Company has the right to direct the use of that asset.

The Company has elected to separate lease and non-lease components of contracts, wherever possible.

The Company recognizes a right-of-use (ROU) asset and a lease liability at the transition date/ lease commencement date. The right-of-use asset is initially measured based on the present value of future lease payments, plus initial direct costs, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, Company measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company's uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Contingent rents payments are recognised as an expense in the period in which they are incurred. Lease payments generally include fixed payments and variable payments that depend on an index (such as an inflation index). When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

The Company presents right-of-use assets that do not meet the definition of investment property and lease liabilities in separately from other assets/ liabilities in the balance sheet.

The Company has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the Standalone

Notes forming part of the Financial Statements

Statement of Profit and Loss on a straight-line basis over the lease term.

(iii) Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an underlying assets are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with the general inflation to compensate for the lessor's expected inflationary cost increase. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards incidental to ownership of underlying asset is transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

j. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, weighted average cost method is used. In the case of manufactured inventories and work in progress, fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories in transit are valued at cost.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

k. Revenue recognition

(i) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Sale of goods (including moulds and scrap)

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. The normal credit term is 30 to 90 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any). Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers except for sales till June 30, 2017 where excise duty is included in the revenue.

Variable Consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customers. Where customers are provided with discounts, rebates, etc., such discounts and rebates will give rise to variable consideration. The Company follows the most likely amount method in estimating the amount of variable consideration.

Notes forming part of the Financial Statements

(ii) Management fees, designing fees and service revenue is recognized on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.

(iii) Interest income is recognised using the effective interest method.

(iv) Dividend income is recognised when the right to receive dividend is established.

(v) Royalty income is recognised based on the terms of the underlying agreement.

(vi) Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.

(vii) Export entitlement under Duty Entitlement Pass Book Scheme ('DEPB') is recognized on accrual basis and when the right to entitlement has been established.

(viii) Share of profit from partnership firms is recognized on accrual basis.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (b) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

l. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the assets and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by Governments related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as Government grant. The loan or assistance is initially recognized and measured at fair value and the Government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

m. Provisions (other than employee benefits)

(i) General

A provision is recognized if, as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the legal or contractual obligation. If the effect of time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre- tax rate that reflects the risks specific to the liability. When discounting is used , the increase in the provision due to the passage of time is recognized as a finance cost.

(ii) Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the Standalone Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

n. Retirement and other employee benefits

(i) Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A

Notes forming part of the Financial Statements

liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Share-based payment transactions (Equity settled)

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in employee stock option (ESO) reserves in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund, employee's state insurance corporation and superannuation fund which is a defined contribution plan. The Company's contribution is recognized as an expense in the Standalone Statement of Profit and Loss during the period in which the employee renders the related service.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iv) Defined benefit plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest), are recognised immediately in the balance sheet with a corresponding debit or credit to other equity through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent period.

The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Company's gratuity fund is administered and managed by the Life Insurance Corporation of India ("LIC").

(v) Other long term employee benefits Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit to such extent is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services

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that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Actuarial gains and losses are recognized in the Standalone Statement of Profit and Loss.

(vi) Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted..

o. Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Tax benefits of deductions earned on exercise of employee stock options in excess of compensation charged to income are credited to other comprehensive income.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

Minimum alternate tax (MAT) paid in a year is charged to the Standalone Statement of Profit and Loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, it is created by way of credit to the Standalone Statement of Profit and Loss and shown as part

Notes forming part of the Financial Statements

of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

p. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue and share split that have changed the numbers of equity share outstanding, without a corresponding changes in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

q. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. Cash dividend to equity holders

The Company recognises a liability to make cash to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

s. Business Combination, Goodwill and intangible assets

Business combinations, other than through common control transactions, are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations through common control transactions are accounted on a pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in other equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in other equity as capital reserve, without routing the same through OCI. Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company.

Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to the settlement of pre-existing relationships. Any goodwill that arises on account of such business combination is tested annually for impairment.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and the settlement is accounted for within other equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recorded in the Standalone Statement of Profit and Loss. A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from

Notes forming part of the Financial Statements

a past event, and its fair value can be measured reliably. On an acquisition-by-acquisition basis, the Company recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Transaction costs that the Company incurs in connection with a business combination, such as Stamp Duty for title transfer in the name of the Company, finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

t. Application of new and revised standards

Ind AS 116- leases

The Company has adopted Ind AS 116 Leases with effect from 1 April 2019 under the modified retrospective approach, utilizing the practical expedient to not reassess whether a contract contains a lease. Applying this approach, the comparative information for the 2018-19 financial year has not been restated. This standard replaces Ind AS 17 and sets out the principles for the recognition, measurement, presentation and disclosure of leases. Ind AS 116 introduces a single lease accounting model for lessees and requires a lessee to recognize assets and liabilities for almost all leases and therefore resulted in recognition of right-of-use assets and corresponding lease liabilities at 1 April 2019. This standard is mandatory for the accounting period beginning on 1 April 2019. The Company has elected for recognition exemption for short term leases and leases for which the underlying asset is of low value.

u. Recently issued accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2020.

Notes forming part of the Financial Statements

3 A. Property, plant and equipment

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Land-Freehold	Land-Leasehold	Buildings	Plant and equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Total
Gross carrying amount									
Balance as at 1 April 2018 (as earlier published)	**14.46**	**11.41**	**74.68**	**241.14**	**3.55**	**8.19**	**4.21**	**11.47**	**369.11**
Effect of common control business combination (refer note 55)	36.01	6.97	27.64	165.24	2.26	2.64	2.57	2.26	245.59
Balance as at 1 April 2018	**50.47**	**18.38**	**102.32**	**406.38**	**5.81**	**10.83**	**6.78**	**13.73**	**614.70**
Additions	37.34	-	42.64	186.47	4.19	2.02	3.08	9.11	284.85
Disposals/Adjustment	-	-	0.13	18.58	0.25	1.09	0.53	0.68	21.26
Balance as at 31 March 2019	**87.81**	**18.38**	**144.83**	**574.27**	**9.75**	**11.76**	**9.33**	**22.16**	**878.29**
Transition adjustment of Ind AS 116 (refer note 3C and 46)	-	(18.38)	-	-	-	-	-	-	(18.38)
Additions	-	-	43.12	158.79	2.31	1.22	3.96	3.12	212.52
Disposals/Adjustment	-	-	0.50	14.77	-	0.78	0.25	0.16	16.46
Transfer to assets held for sale (refer note 26)	-	-	2.12	0.27	-	-	-	-	2.39
Balance as at 31 March 2020	**87.81**	**-**	**185.33**	**718.02**	**12.06**	**12.20**	**13.04**	**25.12**	**1,053.58**
Accumulated depreciation and impairment losses									
Balance as at 1 April 2018 (as earlier published)	**-**	**0.21**	**6.28**	**88.06**	**0.98**	**1.78**	**1.16**	**2.82**	**101.29**
Effect of common control business combination (refer note 55)	-	0.11	3.84	55.16	0.91	0.42	0.93	1.12	62.49
Balance as at 1 April 2018	**-**	**0.32**	**10.12**	**143.22**	**1.89**	**2.20**	**2.09**	**3.94**	**163.78**
Depreciation for the year	-	0.15	6.07	75.86	1.36	1.80	1.49	4.34	91.07
Disposals/Adjustment	-	-	0.02	9.24	0.15	0.29	0.17	0.37	10.24
Balance as at 31 March 2019	**-**	**0.47**	**16.17**	**209.84**	**3.10**	**3.71**	**3.41**	**7.91**	**244.61**
Transition adjustment of Ind AS 116 (refer note 3C and 46)	-	(0.47)	-	-	-	-	-	-	(0.47)
Depreciation for the year	-	-	8.24	93.36	1.35	1.66	2.07	5.58	112.26
Disposals/Adjustment	-	-	0.31	7.65	-	0.41	0.20	0.12	8.69
Transfer to assets held for sale (refer note 26)	-	-	1.43	0.21	-	-	-	-	1.64
Balance as at 31 March 2020	**-**	**-**	**22.67**	**295.34**	**4.45**	**4.96**	**5.28**	**13.37**	**346.07**
Carrying amounts (net)									
As at 31 March 2019	**87.81**	**17.91**	**128.66**	**364.43**	**6.65**	**8.05**	**5.92**	**14.25**	**633.68**
As at 31 March 2020	**87.81**	**-**	**162.66**	**422.68**	**7.61**	**7.24**	**7.76**	**11.75**	**707.51**

3 B. Capital work-in-progress:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Capital work-in-progress	199.64	27.81

Notes forming part of the Financial Statements

3 C. Right-of-use assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Leasehold Land	Building	Total
Balance as at 1 April, 2019	-	-	-
Transition adjustment of Ind AS 116 (refer note 3A and 46)	18.38	22.56	40.94
Additions during the year	21.80	5.22	27.02
Deductions/ Adjustments (net)	-	0.59	0.59
Transfer to assets held for sale (refer note 26)	6.97	-	6.97
Balance as at 31 March 2020	**33.21**	**27.19**	**60.40**
Accumulated depreciation			
Balance as at 1 April, 2019	**-**	**-**	**-**
Transition adjustment of Ind AS 116 (refer note 3A and 46)	0.47	-	0.47
Depreciation for the year	0.26	5.28	5.54
Transfer to assets held for sale (refer note 26)	0.23	-	0.23
Balance as at 31 March 2020	**0.50**	**5.28**	**5.78**
Carrying amounts (net)			
As at 31 March 2019	**-**	**-**	**-**
As at 31 March 2020	**32.71**	**21.91**	**54.62**

1. Carrying amount of assets (included in above) pledged as securities for borrowings (refer note 18 and 21)
2. The amount of borrowing costs capitalised during the year ended 31 March 2020 was ₹ 12.15 Crores (31 March 2019: ₹ 2.95 Crores). The rate used to determine the amount of borrowing costs eligible for capitalisation was 8.67% (31 March 2019: 8.00%) which is the effective interest rate.
3. Freehold land having carrying value as at 31 March 2020 ₹ 43.09 Crores (previous year ₹ 43.09 Crores) is pending for registration in the name of the Company.
4. Leasehold land having gross block as at 31 March 2020 Nil (previous year ₹ 6.97 Crores) and accumulated depreciation as at 31 March 2020 Nil (previous year ₹ 0.17 Crores) is pending for registration in the name of the Company and this land has been transferred to assets held for sale. (also refer note 26).

3 D. Intangible assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Goodwill	Other intangible assets				Total
		Trade Mark	Technical Knowhow	Computer Software	Customer Relationship	
Gross carrying amount						
Balance as at 1 April 2018 (as earlier published)	**0.36**	**-**	**2.60**	**11.37**	**-**	**14.33**
Effect of common control business combination (refer note 55)	-	3.07	21.31	5.13	-	29.51
Balance as at 1 April 2018	**0.36**	**3.07**	**23.91**	**16.50**	**-**	**43.84**
Additions	-	0.02	21.58	11.29	-	32.89
Disposals/Adjustment	-	-	1.09	0.09	-	1.18
Balance as at 31 March 2019	**0.36**	**3.09**	**44.40**	**27.70**	**-**	**75.55**
Additions	-	-	22.74	4.17	11.50	38.42
Disposals/Adjustment	0.36	-	0.22	0.05	-	0.63
Balance as at 31 March 2020	**-**	**3.09**	**66.93**	**31.82**	**11.50**	**113.34**

Notes forming part of the Financial Statements

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Goodwill	Other intangible assets				Total
		Trade Mark	Technical Knowhow	Computer Software	Customer Relationship	
Accumulated amortisation and impairment losses at 1 April 2018 (as earlier published)	**0.05**	**-**	**0.05**	**2.27**		**2.37**
Effect of common control business combination (refer note 55)		1.27	7.92	1.47	-	10.65
Accumulated amortisation and impairment losses at 1 April 2018	**0.05**	**1.27**	**7.97**	**3.73**	**-**	**13.01**
Amortisation for the year	0.06	0.46	6.14	4.47	-	11.13
Disposals/Adjustment	-	-	0.60	0.06	-	0.66
Balance as at 31 March 2019	**0.11**	**1.73**	**13.51**	**8.14**	**-**	**23.48**
Amortisation for the year	0.06	0.35	11.91	5.34	1.89	19.55
Disposals/Adjustment	0.20	-	0.22	0.03	-	0.45
Balance as at 31 March 2020	**(0.03)**	**2.07**	**25.20**	**13.45**	**1.89**	**42.58**
Carrying amount (net)						
As at 31 March 2019	**0.25**	**1.36**	**30.89**	**19.56**	**-**	**52.07**
As at 31 March 2020	**0.03**	**1.02**	**41.72**	**18.36**	**9.62**	**70.76**

3 E. Intangible Asset under development:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Technical Knowhow	19.62	18.15
Others	0.30	0.14
Total	**19.92**	**18.29**

Notes forming part of the Financial Statements

4 Investments

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Investments measured at cost		
Equity instruments		
(i) Subsidiaries		
Minda Kyoraku Limited - 41,918,600 equity shares (previous year- 41,918,600 equity shares) of ₹ 10/- each, fully paid up	47.81	47.81
Minda Kosei Aluminum Wheel Private Limited - 131,861,100 equity shares (previous year- 131,861,100 equity shares) of ₹ 10/- each, fully paid up	131.86	131.86
SAM Global Pte. Ltd - 625,000 equity shares (previous year 625,000- equity shares) of $ 1 each, fully paid up	32.92	32.92
Minda TG Rubber Private Limited - 25,766,730 equity shares (previous year 25,766,730- equity shares) of ₹ 10/- each, fully paid up	25.81	25.81
PT Minda Asean Automotive (Indonesia) - 67,500 equity shares (previous year 67,500- equity shares) of $ 10/- each, fully paid up	22.87	22.87
Global Mazinkert, S.L. - 2,781,991 equity shares (previous year 2,781,991- equity shares) of €1 /-each, fully paid up	41.26	41.26
Minda Storage Batteries Private Limited - 188,600,000 equity shares (previous year 188,600,000- equity shares) of ₹ 10/- each, fully paid up	9.05	9.05
Minda Katolec Electronics Services Private Limited - 7,685,700 equity shares (previous year 7,685,700- equity shares) of ₹ 10/- each, fully paid up	7.69	7.69
Mindarika Private Limited - 5,100,000 equity shares (previous year 5,100,000- equity shares) of ₹ 10/- each, fully paid up	101.89	101.89
MI Torica India Private Limited - 5,400,000 equity shares (previous year- 5,400,000 equity shares) of ₹ 10/- each, fully paid up	8.44	8.44
iSYS RTS GmbH - 24,800 equity shares (previous year- 24,800 equity shares) of €1 each, fully paid up	51.28	51.28
(ii) Partnership firms**		
- Auto Component	3.89	3.79
- YA Auto Industries	2.82	2.42
- Yogendra Engineering	0.08	0.08
(iii) Associates		
Minda NexGenTech Limited - 3,120,000 equity shares (previous year 3,120,000 equity shares) of ₹ 10/- each, fully paid up	3.12	3.12
Kosei Minda Aluminum Co Private Limited - 28,737,371 equity shares (previous year 28,737,371 equity shares) of ₹ 10/- each, fully paid up	16.49	16.49

Notes forming part of the Financial Statements

4 Investments (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(iv) Joint ventures		
Minda Emer Technologies Limited - 2,725,000 equity shares (previous year 2,725,000 equity shares) of ₹10/- each, fully paid up	2.73	2.73
Roki Minda Co. Private Limited - 40,924,800 equity shares (previous year 40,924,800 equity shares) of ₹10/- each, fully paid up	43.08	43.08
Minda TTE Daps Private Limited - 4,990,513 equity shares (previous year 4,990,513 equity shares) of ₹ 10/- each, fully paid up	4.99	4.99
Minda Onkyo India Private Limited - 19,500,000 equity shares (previous year 12,000,000 equity shares) of ₹ 10/- each, fully paid up	19.50	12.00
Minda D-Ten India Private Limited - 2,544,900 equity shares (previous year 2,544,900 equity shares) of ₹ 10/- each, fully paid up	3.81	3.81
Denso Ten Minda India Private Limited - 35,525,000 equity shares (previous year 35,525,000 equity shares) of ₹ 10/- each, fully paid up	22.29	22.29
Kosei Minda Mould Private Limited - 6,341,645 equity shares (previous year- 6,341,645 equity shares) of ₹ 10/- each, fully paid up	6.34	6.34
Toyoda Gosei Minda India Private Limited - 210,320,000 equity shares (previous year- 210,320,000 equity shares) of ₹ 10/- each, fully paid up	156.96	156.96
(v) Investments measured at Fair value through profit and loss:		
Equity instruments		
Minda Industria E Comerico De Autopecsa Ltd - 25,000 equity shares (previous year 25,000 equity shares) of Brazilian $ 1 each, fully paid up	0.07	0.07
OPG Power Generation Private Limited - 37,700 equity shares (previous year 37,700 equity shares) of ₹ 10/- each, fully paid up	0.04	0.04
Less: Other than temporary diminution in value of investment *		
- Kosei Minda Aluminum Co Private Limited (refer note below)	(8.29)	-
- Minda Industria E Comerico De Autopecsa Ltd	(0.07)	-
- Minda NexGenTech Limited	(3.12)	(3.12)
	755.61	**755.97**
Aggregate amount of unquoted investments	**755.61**	**755.97**

* Aggregate provision for diminution of non-current investment is ₹11.48 crores (31 March, 2019 ₹3.12 crores).

The Company is of the view that the operations of its associate Kosei Minda Aluminum Co Private Limited (KMA) represent a single cash-generating unit ('CGU'). Management performed an impairment assessment as at 31 March 2020, basis business plan which includes 5 year cash flow forecast. The recoverable value was determined by Value in Use ('VIU') model. The recoverable amount was lower than the carrying value of the CGU and this resulted in an impairment charge of ₹8.29 crores recognised within 'Exceptional items' for the year ended 31 March 2020.

Notes forming part of the Financial Statements

4 Investments (Contd.)

The approach and key (unobservable) assumptions used to determine the CGU's VIU were as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020
Terminal growth rate	4%
Weighted average cost of capital	15%

**Investment in Partnership Firms

(All amounts in Indian ₹ Crore, unless otherwise stated)

Partnership Firm	Name of the Partners	Share in Profit (%) As at 31 March 2020	Share in Profit (%) As at 31 March 2019
Auto Component	Minda Industries Limited	48.90%	48.90%
	Mr. Nirmal K. Minda	25.55%	25.55%
	Ms. Pallak Minda	25.55%	25.55%
YA Auto Industries	Mrs. Suman Minda	36.50%	36.50%
	Mr. Sanjeev Garg	12.50%	12.50%
	Minda Industries Limited	51.00%	51.00%
Yogendra Engineering	Minda Industries Limited	48.90%	48.90%
	Mr. Sanjeev Garg	12.50%	12.50%
	Mrs. Suman Minda	38.60%	38.60%
Total Capital of the firm		**Amount**	**Amount**
Auto Component		7.96	7.75
YA Auto Industries		5.53	4.75
Yogendra Engineering		0.16	0.16

5 Loans (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Security deposits	15.79	12.86
Others	0.03	0.06
	15.82	**12.92**

6 Other financial assets (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Bank deposits (due to mature after 12 months from the reporting date)	0.27	2.77
Retention money with customers	1.65	1.65
Security deposits	0.37	2.04
	2.29	**6.46**

Notes forming part of the Financial Statements

7 Deferred tax assets (net)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred tax liabilities		
Differences between written down value of Property, plant & equipments and intangible assets as per Companies Act and Income Tax Act	47.86	33.89
	47.86	**33.89**
Deferred tax assets		
Provision for employee benefits	26.73	22.18
Others	9.55	2.11
	36.28	**24.29**
Total (A)	**(11.58)**	**(9.60)**
- MAT credit entitlement (B)	11.65	18.33
Deferred tax assets/ (liabilities)- Net (A+B)	**0.07**	**8.73**

Movement in deferred tax assets / (liabilities)

Particulars	Property, plant & equipments and intangible assets	Provision for employee benefits	Others	MAT credit entitlement	Total
As at 01 April 2018 (as earlier published)	**(12.60)**	**17.67**	**0.85**	**0.22**	**6.14**
Effect of common control business combination (refer note 55)	(7.07)	2.07	4.43	7.57	7.00
As at 01 April 2018	**(19.67)**	**19.74**	**5.28**	**7.79**	**13.14**
(Charged)/credited:					
to profit or loss	(14.05)	2.36	(3.17)	6.58	(8.28)
to other comprehensive income	-	(0.09)	-	-	(0.09)
Other equity	-	-	-	3.96	3.96
As at 31 March 2019	**(33.72)**	**22.01**	**2.11**	**18.33**	**8.73**
(Charged)/credited:					
to profit or loss	(14.14)	2.61	6.71	(1.91)	(6.73)
to other comprehensive income	-	2.11	-	-	2.11
Utilisation	-	-	-	(4.77)	(4.77)
Other equity	-	-	0.73	-	0.73
As at 31 March 2020	**(47.86)**	**26.73**	**9.55**	**11.65**	**0.07**

In view of the Company's past financial performance and future profit projections, the Company expects that it shall generate sufficient future taxable income to fully recover the deferred tax assets

8 Other tax assets (net)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance income tax	29.58	20.61
	29.58	**20.61**

Notes forming part of the Financial Statements

9 Other non-current assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured considered good unless otherwise reinstated)		
Capital advances	35.94	60.19
Others	0.11	0.04
	36.05	**60.23**

10 Inventories

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(At lower of cost and net realisable value, unless otherwise stated)		
Raw materials [Goods in transit ₹ 4.83 crores (₹ 1.67 crores as on 31 March 2019)]	109.94	123.15
Work-in-progress	23.29	27.83
Finished goods [Goods in transit ₹ 12.20 crores (₹ 21.46 crores as on 31 March 2019)]	32.47	41.94
Stock-in-trade [Goods in transit ₹ 1.98 crores (₹ 0.21 crores as on 31 March 2019)]	61.18	29.22
Stores and spares	18.32	18.47
Loose tools	11.83	11.25
	257.03	**251.86**
Carrying amount of inventories (included in above) pledged as securities for borrowings and sanctioned limits (refer note 18 and 21)	**257.03**	**251.86**

11 Trade receivables

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured, considered good unless otherwise stated)		
Trade receivables considered good- Unsecured *	463.47	551.84
Trade Receivables which have significant increase in credit risk	-	-
Trade receivables- credit impaired	4.31	3.39
	467.78	555.23
Less: Allowance for credit impaired	(4.31)	(3.39)
	463.47	**551.84**
The movement in change in allowance for expected credit loss and credit impairment		
Balance as at beginning of the year	**3.39**	**3.66**
Change in allowance for expected credit loss and credit impairment	**1.96**	**1.20**
Utilisation / written back	(1.04)	(1.47)
Balance as at the end of the year	**4.31**	**3.39**

*Trade receivables includes ₹ 29.21 Crores (₹ 25.08 Crores as at 31 March 2019) due from private companies in which director is a director.

The companies' exposure to currency and liquidity risks related to the above financial assets is disclosed in Note 50.

Notes forming part of the Financial Statements

12 Cash and cash equivalents

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
- Balances with banks		
On current accounts	108.01	30.37
On deposit accounts (with original maturity of 3 months or less)	15.10	1.68
	123.11	**32.05**
- Cash on hand	0.56	0.41
	123.67	**32.46**

13 Bank balances other than those included in cash and cash equivalents above

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Bank deposits (due for realisation within 12 months of the reporting date)	12.72	10.18
Unpaid dividend accounts*	0.37	0.19
	13.09	**10.37**

* Does not include any amount payable to Investor Education and Protection Fund

14 Loans (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Security deposits	0.72	0.34
Loans to employees	0.41	-
	1.13	**0.34**

15 Other financial assets (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Forward contract receivable	7.56	1.71
Interest accrued on fixed deposits	0.78	1.02
Advances to employees	2.44	3.11
Incentive receivable	1.81	4.96
Others	1.04	0.24
	13.63	**11.04**

Notes forming part of the Financial Statements

16 Other current assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Prepaid expenses	5.67	7.63
Advance to suppliers	30.77	23.15
Balances with government authorities		
- Considered good	57.15	18.19
- Considered doubtful	0.06	0.02
Less: Provision for loss allowance	(0.06)	(0.02)
Others	1.08	0.66
	94.67	**49.63**

17 (a) Equity share capital

(i) Authorised

(All amounts in Indian ₹ Crore, unless otherwise stated)

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity shares of ₹ 2/- each with voting rights	31,75,00,000	63.50	31,75,00,000	63.50
Equity shares of ₹ 10/- each with voting rights *	9,12,00,000	91.20	6,10,00,000	61.00
Equity shares of ₹ 100/- each with voting rights *	2,95,060	2.95	2,95,060	2.95
Preference share capital				
9% Cumulative redeemable preference shares of ₹ 10/- each (Class 'A')	30,00,000	3.00	30,00,000	3.00
3% Cumulative compulsorily convertible preference shares of ₹ 2,187/- each (Class 'B')	1,83,500	40.13	1,83,500	40.13
3% Cumulative redeemable preference shares of ₹ 10/- each (Class 'C')	35,00,000	3.50	35,00,000	3.50
1% Non-cumulative fully convertible preference shares of ₹ 10/- each (Class 'D')	1,00,00,000	10.00	1,00,00,000	10.00
8% Non-cumulative redeemable preference shares of ₹ 10/- each (Class 'E') *	2,75,00,000	27.50	2,75,00,000	27.50
	45,31,78,560	**241.78**	**42,29,78,560**	**211.58**

* Represents effects of common control business combination (refer note 55)

(ii) Issued, subscribed and fully paid up

(All amounts in Indian ₹ Crore, unless otherwise stated)

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity share capital				
Equity shares of ₹ 2/- each with voting rights [Refer footnote (vii)]	26,22,16,965	52.44	26,22,16,965	52.44
	26,22,16,965	**52.44**	**26,22,16,965**	**52.44**

Notes forming part of the Financial Statements

17 Equity share capital (Contd.)

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity shares				
Opening balance	26,22,16,965	52.44	8,70,41,155	17.41
Add: Increase in number of shares on account of ESOP exercised	-	-	8,33,500	0.17
Add: Increase in number of shares on account of issue of Bonus shares (Refer footnote vii)	-	-	17,43,42,310	34.86
Closing balance	**26,22,16,965**	**52.44**	**26,22,16,965**	**52.44**

(iv) (i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹ 2/- per share (31 March 2019 ₹ 2/- per share). Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding.

During the year, the Board, in its meeting held on 06 February, 2020 , declared an interim dividend of ₹ 0.40/- per equity share i.e. 20% (previous year ₹ 0.45/- per equity share).

Further, Board of Directors has not proposed any final dividend for the year ended 31 March 2020. The Board has recommended a final dividend of ₹ 0.65/- per equity share i.e. 32.50% for the financial year ended 31 March 2019.

(v) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March 2020		As at 31 March 2019	
Class of shares / Name of shareholder	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Nirmal K Minda	6,53,71,530	24.93%	6,53,71,530	24.93%
Mrs. Suman Minda	3,85,72,140	14.71%	3,85,72,140	14.71%
Minda Investments Limited	6,38,50,140	24.35%	6,38,50,140	24.35%
Matthews Asia Dividend Fund	1,39,29,676	5.31%	1,46,60,782	5.59%

(vi) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the balance sheet date is Nil.

(vii) During the year ended 31 March 2019, the Company had issued bonus shares in the ratio of two equity shares of ₹ 2 each for every one equity share of the Company held by the shareholders as on a record date pursuant to resolution passed after taking the consent of shareholders through postal ballot.

Notes forming part of the Financial Statements

17 (b) Other equity:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income/(loss)		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on amalgamation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2019	**(0.27)**	**-**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**-**	**715.18**	**1,189.82**
Transition impact of Ind AS 116 net of tax (refer note 46)	-	-	-	-	-	-	-	-	-	(0.36)	(0.36)
Profit for the year	-	-	-	-	-	-	-	-	-	107.05	107.05
Other comprehensive income/(loss) (net of tax)	(3.02)	(0.41)	-	-	-	-	-	-	-	-	(3.43)
Employee stock compensation expense	-	-	-	-	-	-	-	-	1.20	-	1.20
Final dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(17.04)	(17.04)
Interim dividend for the year ended 31 March 2020	-	-	-	-	-	-	-	-	-	(10.49)	(10.49)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.42)	(5.42)
Credit of dividend distribution tax paid by subsidiaries availed during the year	-	-	-	-	-	-	-	-	-	1.62	1.62
Others	-	-	-	-	-	-	-	-	-	(0.33)	(0.33)
Balance as at 31 March 2020	**(3.29)**	**(0.41)**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**1.20**	**790.22**	**1,262.63**
Balance as at 1 April 2018 (as earlier published)	**(0.26)**	**-**	**0.91**	**369.11**	**6.50**	**2.28**	**-**	**64.03**	**3.61**	**506.31**	**952.49**
Effect of common control business combination (refer note 55)	-	-	5.64	-	-	-	26.56	-	-	68.42	100.62
Balance as at 1 April 2018	**(0.26)**	**-**	**6.55**	**369.11**	**6.50**	**2.28**	**26.56**	**64.03**	**3.61**	**574.73**	**1,053.11**
Profit for the year	-	-	-	-	-	-	-	-	-	187.81	187.81
Other comprehensive income/(loss) (net of tax)	(0.01)	-	-	-	-	-	-	-	-	-	-0.01
Additional tax benefit on employee stock options exercised during the year	-	-	-	5.07	-	-	-	-	-	-	5.07
Reserve utilised on exercise of employee stock options	-	-	-	3.41	-	-	-	-	(3.41)	-	-
Utilization of Reserves for issue of bonus shares	-	-	-	(28.36)	(6.50)	-	-	-	-	-	(34.86)
Addition on redemption of preference shares	-	-	-	-	18.29	-	-	-	-	(18.29)	-
Premium on issue of ESOP	-	-	-	7.97	-	-	-	-	-	-	7.97
Final dividend for the year ended 31 March 2018	-	-	-	-	-	-	-	-	-	(13.98)	(13.98)
Interim dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(11.80)	(11.80)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.10)	(5.10)
Credit of dividend distribution tax paid by subsidiaries availed during the year	-	-	-	-	-	-	-	-	-	1.81	1.81
Others	-	-	-	-	-	-	-	-	(0.20)	-	(0.20)
Balance as at 31 March 2019	**(0.27)**	**-**	**6.55**	**357.20**	**18.29**	**2.28**	**26.56**	**64.03**	**-**	**715.18**	**1,189.82**

Notes forming part of the Financial Statements

17 (b) Other equity (Contd.)

The Description of the nature and purpose of each reserve within other equity is as follows:

a) **Securities premium:** Securities premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Companies Act 2013, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

b) **Capital redemption reserve:** The capital redemption reserve is a non-distributable reserve and represents preference shares redeemed.

c) **General reserve:** The Company appropriates apportion to general reserve out of profits voluntarily and the said reserve is available for payment of dividend to shareholders/ issue of bonus shares.

d) **Employee stock options reserve:** The Company has share option schemes under which options to subscribe for the Company's shares have been granted to certain executives and senior employees. The reserve is used to recognise the value of equity settled stock options provided to employees, including key management personnel, as part of their remuneration. Refer to Note 47 for further details of these plans.

e) **Equity component of other financial instruments:**

Equity component of the other financial instruments is credited to other equity.

f) **Capital reserve arising on amalgamation**

Reserve created on account of merger of subsidiaries is not available for distribution of dividend and expected to remain invested permanently.

g) **Foreign currency translation reserve:**

This reserve is created due to changes in historic rates and closing rates of assets and liabilities of foreign operations.

h) Other comprehensive Income (OCI) amount pertaining to remeasurements of defined benefit liabilities/ (Asset) - comprises actuarial gain & losses.

17 (c) Distribution made

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March, 2019 ₹ 0.65/- per share (31 March, 2018 ₹ 1.60/- per Share)	17.04	13.98
Interim dividend for the year ended on 31 March, 2020 ₹ 0.40 per share (31 March, 2019 ₹ 0.45 per share)	10.49	11.80
Dividend distribution tax on above (DDT)	5.42	5.10
	32.95	**30.88**
Proposed Dividends on equity shares*:		
Final dividend for the year ended on 31 March, 2020 @ Nil per share (31 March, 2019 @ ₹ 0.65 per share)	-	**17.04**
Dividend distribution tax on above (DDT)	-	**3.50**
	-	**20.54**

Notes forming part of the Financial Statements

18 Non-Current borrowings

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Term loans		
Secured		
From banks	565.37	359.59
From others	26.73	1.30
Less: Current maturities of long term borrowings (refer note 23)	(104.03)	(53.51)
	488.07	**307.38**
Term loans		
Unsecured		
From banks	10.63	19.85
From Related parties	-	15.25
From others	-	6.31
Less: Current maturities of long term borrowings (refer note 23)	(8.64)	(11.81)
	1.99	**29.60**
Debt portion of compound financial instruments (preference shares)*	-	3.00
	490.06	**339.98**

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
1	- Rupee term loan from HDFC Bank by the company is secured by: Movable Fixed assets ~First Pari passu charge on all movable fixed assets of the company Immovable Fixed assets~ First Pari passu charge on Immovable fixed assets of the company. Collateral Details - i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana iii) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar iv) Land & Bldg at Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur (v) Plot No 5, Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand and vi) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. Also, Negative Lien of i) Property No. B-6, MIDC, Chakan Industrial Area, Mahalunge, Taluka Khed, measuring 9300 sq mt and 11970 sq mt ii) Property No. B-1/5 MIDC, Chakan Industrial Area, Mahalunge, Taluka Khed, measuring 18022 sq mt.	Total loan sanctioned amounting to ₹ 100 crore having tenure of 60 Months including moratorium of 18 months and repayment in 7 equal semi-annual installments post moratorium Rate of interest- HDFC 1Y MCLR	100.00	100.00

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
2	- Rupee term loan from Axis Bank is secured by: First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentioned below: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar Negative Lien on: i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on the entire current assets of the Company both present and future.	Total loan sanctioned amounting to ₹ 85 crore having tenure of 5 years including moratorium of 6 months and repayment in 20 equal quarterly installments post moratorium Rate of interest- 3M MCLR + 10bps	68.00	80.75
3	- External Commercial Borrowing from HSBC Bank by the company is secured by : First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentioned below: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar Negative Lien on: i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune.	Total loan sanctioned amounting to USD 1 crore having tenure of 60 month including moratorium of 12 months and repayment in 16 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 105 bps	65.96	69.17

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
4	- External Commercial Borrowing from Citi Bank N.A. by the company is secured by: First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentioned below:: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar	Total loan sanctioned amounting to USD 0.8 crore having tenure of 5 Years including moratorium of 12 months and repayment in 17 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 90 bps	46.70	52.03
5	- External Commercial Borrowing from HSBC Bank is secured by : First Parri Passu charge on entire block of Movable Fixed Assets xcept those wheien lenders have exclusive charge. First Pari passu charge on Equitable Mortgage at below locations: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on: i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune.	Total loan sanctioned amounting to USD 1.50 crore having tenure of 75 month including moratorium of 15 months and repayment in 20 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 100 bps	113.08	-

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
6	- External Commercial Borrowing from Citi Bank is secured by : First pari passu charge on all movable and all immovable property, plant and equipments of the Company as below; i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on: i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on all present and future current assets of the Company	Total loan sanctioned amounting to USD 1.40 crore having tenure of 5 Years including moratorium of 18 months and repayment in 14 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 75 bps	105.54	-
7	- Rupee term loan from Axis Bank is secured by: First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentinoed below: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on: i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on the entire current assets of the Company both present and future.	Total loan sanctioned amounting to ₹ 38 crore having tenure of 5.5 years including moratorium of 18 months and repayment in 16 equal quarterly installments post moratorium Rate of interest- 3 M MCLR + 10 bps	30.00	-

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
8	- From ICICI Bank by erstwhile subsidiary MJ Casting Limited (also refer note 55) is primary secured by: i) equitable mortgage over land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Hosur, Tamil Nadu ii) equitable mortgage over land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector 3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana iii) hypothecation on all movable fixed assets (except vehicles) of the erstwhile subsidiary MJ Casting Limited, both present and future iv) further secured by way of hypothecation on erstwhile subsidiary MJ Casting Limited's (also refer note 55) entire stock and other such movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future.	Loan from ICICI Bank Ltd is repayable in 18 quarterly installments of ₹ 1.73 Cr each. Rate of interest- ICICI Base rate + 0.95%	-	13.85
9	from Axis Bank is secured by way of first paripassu charge on present and future movable assets of the erstwhile subsidiary Minda Rinder Private Limited (also refer note 55). (Primary Security) and equitable mortgage of land and building situated at Chakan. (Pune), Second charge by way of hypothecation of entire current assets of erstwhile subsidiary Minda Rinder Private Limited (also refer note 55) (Collateral Security)	Loan 1- Total loan sanctioned amounting to ₹ 30 Crores of which loan of ₹ 15 Crores was availed in current year repayable in 24 quarterly instalments of ₹ 1.25 crores each starting after 12 months from the date of first disbursement (from December 2017). Rate of interest : MCLR +1% , currently 8.8% p.a. Loan 2- Total loan sanctioned amounting to ₹ 22 Crores repayable in 20 quarterly instalment of ₹ 1.10 crores each starting after 6 months from the date of first disbursement (from March 2019) Rate of interest : MCLR +1% , currently 8.8% p.a.	36.09	43.40

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
10	External commercial borrowing from Standard Chartered Bank is secured by first exclusive charge by way of equitable mortgage of immovable property and all present and future movable property, plant and equipment located at Pimpri plant of subsidiary erstwhile subsidiary Minda Rinder Private Limited (also refer note 55).	Secured external commercial borrowings from Standard Chartered Bank is repayable in 4 half yearly instalments of Euro 100,000 each starting from 20 Nov 2016 upto 20 March 2018 and 1 Half yearly instalment of Euro 50000 as at 20 May 2019. Rate of interest : SOFR +2.30 % (31 March 2019 SOFR+ 2.30%)	-	0.39
11	Term loan from Bajaj Finance Limited is secured by exclusive charge by way of equitable mortgage of land and building located at Bahadurgarh (Haryana) of erstwhile subsidiary Minda Rinder Private Limited (also refer note 55).	Rate of interest : 10.00% p.a.	-	1.30
12	Term loan from Bajaj Finance Limited is secured by exclusive charge by way of equitable mortgage of land and building located at Bahadurgarh (Haryana) of the erstwhile subsidiary Minda Rinder Private Limited (also refer note 55).	Loan sanctioned amounting to ₹ 28 crores, repayable in 22 quarterly instalments of ₹ 1.27 crores starting from March 2020. Rate of interest : 9% p.a.	26.73	-
13	- External commercial borrowings from Banco Balbao Vijcaya Argentaria S.A. (unsecured)	Total loan sanctioned amounting to EUR 0.45 crore , repayable in 20 quarterly instalments from July, 2016. Rate of interest- 1.79% p.a.	10.63	19.85
14	Loan taken from related party (Minda Storage Batteries Private Limited) by erstwhile subsidiary MJ Casting Limited (also refer note 55) (Unsecured).	Rate of interest is 9.30%, Repaid during the year ended 31 March 2020.	-	15.25
15	Deferred payment credit from HSIIDC (Haryana State Industrial and Infrastructure Development Corporation Ltd.) by erstwhile subsidiary MJ Casting Limited (Unsecured) (also refer note 55).	Repayable in 10 half yearly of ₹ 0.16 crore instalments. Rate of interest- 12% p.a.	-	6.31
	Total		**602.73**	**402.30**

*Debt portion of compound financial instruments

The erstwhile subsidiary company issued 22,004,000 8%Non-cumulative Redeemable Preference Shares of ₹10 each for ₹22.04 crores during the year ended March 31, 2015. These shares were redeemable at par at the expiry of 20 years from the date of allotment. However, the Company shall have an option to redeem the same on or before this period of 20 years in view of the availability of the profits/surplus funds. These preference shares are presented in the balance sheet as follows:

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Face value of preference shares issued	21.29	21.29
Equity component of preference shares #	5.64	5.64
Liability component	15.65	15.65
Interest expense*	0.03	1.57
Interest paid	-	-
Redemption of preference shares	(3.00)	(18.29)
Closing balance	-	3.00

*Interest expense is calculated by applying the effective interest rate of 8% to the liability component considering the redemption is expected to happen in the fifth year from the year of allotment.

The equity component of these preference shares has been presented in other equity.

19 Other non current financial liabilities

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred government grant	18.35	14.29
Deferred payment liabilities		
- Deferred liability (unsecured)	5.55	1.37
- Less: Current maturities of deferred payment liability (refer note 23)	3.06	1.37
	2.49	-
Others	0.02	4.21
	20.86	**18.50**

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
Sales tax incentive from the State Government of Maharashtra, received in 2003-04	Sales tax payable amounting to ₹ 14.27 crores repayable in 8 annual instalments starting from 2011-12. Rate of interest- Interest free	-	1.37
Deferred payment credit from HSIIDC (Haryana State Industrial and Infrastructure Development Corporation Ltd.) by erstwhile subsidiary MJ Casting Limited (Unsecured)	Repayable in 10 half yearly of ₹ 0.16 crore. Rate of interest- 12% p.a.	5.55	-
Total		**5.55**	**1.37**

Notes forming part of the Financial Statements

20 Long-term provisions

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
Gratuity (refer note 42)	42.88	30.49
Compensated absences	13.14	14.80
	56.02	**45.29**
Others		
Provision for warranty (refer note 45)	0.43	0.89
	56.45	**46.18**

21 Short-term borrowings

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Loans repayable on demand		
from banks (secured)*	72.61	117.23
from a related party (unsecured)***	-	28.00
from others (unsecured)****	35.00	47.58
	107.61	**192.81**

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
	Secured Loan from Bank*		
1	HDFC Bank (Cash Credit) is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	31.24	17.13

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
2	Citibank (Cash Credit) is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	-	4.00
3	State Bank of India (Cash Credit) is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	24.84	24.68
4	Canara Bank (Cash Credit) is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	4.54	7.56

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
5	Standard Chartered Bank (Cash Credit) is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	0.50	0.07
6	Axis Bank rate of interest : MCLR (3M) + 100 bps i.e. 9.50% pa.- by erstwhile subsidiary MJ Casting Ltd by secured by: a) First charge by the way of hypothecation on the entire current assets of the company (Bawal & Hosur) both present ' & future. b) First charge by the way of hypothecation on the entire moveable fixed assets of the company (Bawal & Hosur) both 'present & future. c) Equitable mortgage on land and building both present & future of Hosur Plant situated at Upparapalli, Mathagondapalli, thally Road, Hosur, Tamilnadu,India. d) Equitable mortgage on land and building both present & future of Bawal Plant situated at 323, Phase II/IV, Sector-3, 'Industrial Growth Centre, Bawal Distt. Rewari, Haryana, India. e) Hypothecation on all movable fixed assets (except vehicles) of the borrower both present & future. Further secured by way of hypothecation on borrower's entire stocks of raw materials, semi-finished and finished goods, consumable, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables both present and future.	3.70	1.37
7	ICICI Bank rate of interest : MCLR (6M) + 100 bps i.e. 9.50% pa.- by erstwhile subsidiary MJ Casting Ltd by secured by: a) First charge by the way of hypothecation on the entire current assets of the company (Bawal & Hosur) both present ' & future. b) First charge by the way of hypothecation on the entire moveable fixed assets of the company (Bawal & Hosur) both 'present & future. c) Equitable mortgage on land and building both present & future of Hosur Plant situated at Upparapalli, Mathagondapalli, thally Road, Hosur, Tamilnadu,India. d) Equitable mortgage on land and building both present & future of Bawal Plant situated at 323, Phase II/IV, Sector-3, 'Industrial Growth Centre, Bawal Distt. Rewari, Haryana, India. e) Hypothecation on all movable fixed assets (except vehicles) of the borrower both present & future. Further secured by way of hypothecation on borrower's entire stocks of raw materials, semi-finished and finished goods, consumable, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables both present and future.	-	12.53

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
8	Working capital and PCFC credit from Citi Bank N.A. by earstwhile Minda Rinder Private Limited. is secured by Exclusive charge on all present and future stock and book debts of the Company.(PCFC Loan in foreign currency ₹ 4.60 crores., Working capital loan Nil, Buyers credit ₹ 3.19 crores.) (31 March 2019- PCFC Loan in foreign currency ₹ 17.64 crores., Working capital loan ₹ 3.77 crores. Buyers credit ₹ 0.50 crore.)	7.79	21.89
9	Borrowings from Standard Chartered Bank are secured by first Pari passu charge over current assets of the erstwhile subsidiary Minda Rinder Private Limited.	-	28.00
	***Unsecured Loan from related party:		
1	From Singhal Fin Cap Limited to erstwhile subsidiary Minda Rinder Private Limted which is repayable on demand carries interest rate of 8.50%p.a. (31 March 2019, 8.50%)	-	28.00
	****Unsecured Loan from Others:		
1	Bajaj Finance Ltd, Loan taken by erstwhile subsidiary M.J Casting Limited	-	6.50
2	Suppliers credit is from Bajaj Finance Limited and erstwhile subsidiary Minda Rinder Private Limited has entered into tripartite agreement with Bajaj Auto Ltd.	-	6.00
3	Working capital loan from Bajaj Finance Limited by the Company, is repayable maximum within 60 days in case of purchase order discounting and 180 days in case of short term loan, respectively.	35.00	35.08
	Total	**107.61**	**192.81**

22 Trade payables

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Trade payables		
(a) Total outstanding dues of micro and small enterprises (refer note 44)	73.35	52.97
(b) Total outstanding dues of creditors other than micro and small enterprises	534.63	452.68
	607.98	**505.66**

The Company's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in Note 50.

23 Other financial liabilities (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Current maturities of non-current borrowings (refer note 18)	112.67	65.32
Current portion of deferred payment liabilities (refer note 19)	3.06	1.37
Interest accrued but not due on non-current borrowings	4.33	2.14
Unpaid dividend *	0.37	0.28
Capital creditors	11.60	5.15
Others		
- Payable to employees	14.43	24.25
- Current portion of deferred Government grants	0.56	0.54
- Payable for other purchase	4.67	4.50
	151.69	**103.55**

* Does not include any amount payable to Investor Education and Protection Fund

Notes forming part of the Financial Statements

24 Other liabilities (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance from customers (contract liability)	37.58	22.94
Others		
- Mark to market loss derivative contract	0.04	0.03
- Statutory dues	29.43	24.48
	67.05	**47.45**

25 Short-term provisions

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
Gratuity (refer note 42)	3.50	2.60
Compensated absences	8.00	2.62
	11.50	**5.22**
Others		
Provision for warranty (refer note 45)	5.21	2.71
	5.21	2.71
	16.71	**7.93**

26 Asset held for sale

The erstwhile subsidiary Minda Rinder Private Limited is having a land under lease hold arrangement with Maharashtra Industrial Development Corporation for a period of 99 years. The Company has entered into sale agreement for disposal of said land as per the term and condition agreed.

Pursuant to the above, the said buildings have been reclassified from "Property, plant and equipment" to "Non-current assets held for sale" amounting to ₹ 0.75 crore and the said land has been reclassified from "Right-of-use assets" to "Non-current assets" held for sale amounting to ₹ 6.74 crores at an agreeed sale value of ₹ 8 Crores. Also, the Company has received advance amounting to ₹ 4.34 crores which is disclosed separately in balance sheet as "Liabilities related to assets held for sale". Appropriate accounting for Gain on sale of fixed assets will be carried out at the time of completion of sale transaction.

Notes forming part of the Financial Statements

27 Revenue from operations

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Revenue from contract with customers		
Sale of products	3,042.53	3,379.83
Sale of services	86.79	62.81
Other operating revenues	45.62	50.35
	3,174.94	**3,492.99**

27.1 Revenue based on geographical location

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Within India	3,048.92	3,369.32
Outside India	126.02	123.67
	3,174.94	**3,492.99**

28 Other income

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Interest income on fixed deposits	3.87	1.82
Net gain on foreign currency fluctuations	-	7.82
Net profit on sale of property, plant and equipment (net)	8.67	2.53
Dividend income from Non-Current Investments	32.81	27.63
Share in profit from partnership firms	7.40	6.60
Mark to market gain on forward contract	7.08	1.19
Other non-operating income		
- Liabilities / provisions no longer required written back	0.33	0.54
- Miscellaneous income	2.69	2.35
	62.85	**50.48**

29 Cost of materials consumed

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Raw materials (including purchased components and packing material consumed)		
Opening balance	123.15	93.15
Add: Purchases	1,574.94	2,007.02
Less: Closing inventories	109.94	123.15
	1,588.15	**1,977.02**

30 Purchases of stock in trade

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Purchases of stock in trade	472.79	335.23
	472.79	**335.23**

Notes forming part of the Financial Statements

31 Changes in inventories of finished goods, work in progress and stock in trade

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Inventories at the end of the year:		
Work-in-progress	23.29	27.83
Finished goods	32.47	41.94
Stock-in-trade	61.18	29.22
	116.94	**98.99**
Inventories at the beginning of the year:		
Work-in-progress	27.83	18.22
Finished goods	41.94	35.02
Stock-in-trade	29.22	31.64
	98.99	**84.88**
Net (increase) / decrease in inventories	**(17.95)**	**(14.11)**

32 Employee benefits expense

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Salaries and wages	381.51	366.73
Employees stock compensation expense (refer note 47)	1.20	-
Contribution to provident and other funds	21.30	19.39
Staff welfare expense	24.86	29.06
	428.87	**415.18**

33 Finance costs

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Interest expense on borrowings	34.46	27.38
Interest expense on lease liabilities	2.46	-
Other borrowing costs	9.02	2.23
	45.94	**29.61**

34 Depreciation and amortization expense

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Depreciation on property, plant and equipment	112.26	91.07
Amortisation on intangible assets	19.55	11.13
Depreciation on right-of-use assets	5.54	-
	137.35	**102.20**

Notes forming part of the Financial Statements

35 Other expenses

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Consumption of stores and spare parts	66.09	62.13
Job work charges	39.66	50.51
Power and fuel	66.76	73.72
Rent (Refer note 46)	22.96	26.03
Repairs and maintenance:		
Buildings	7.69	8.38
Machinery	21.44	23.42
Others	3.11	5.16
Insurance	4.13	2.24
Rates and taxes	1.84	1.68
Travelling and conveyance	38.11	42.45
Director's sitting fee	0.29	0.30
Legal and professional charges *	21.67	23.80
Fixed assets scrapped/ written off	0.80	0.30
Advertisement and sales promotion	5.77	12.06
Write off / Provision for doubtful trade and other receivables, loans and advances (net)	1.96	1.20
Royalty expenses	0.77	0.63
Freight and other distribution overheads	53.70	69.61
Warranty (refer note 45)	4.78	3.14
Printing and stationery	1.90	1.85
Corporate social responsibility expense and donations	4.24	3.27
Net loss on foreign currency fluctuations	18.42	-
Miscellaneous expenses	33.58	34.60
	419.67	**446.48**
Note:		
* Includes payments to the Auditors (excluding taxes)		
Statutory audit	1.28	0.92
Limited review	0.46	0.37
Certification and others	0.38	0.29
Reimbursement of expenses	0.33	0.17
	2.45	**1.76**

**As per section 135 of the Companies Act, 2013, CSR committee was formed by the Company. The area for CSR activities is promoting education and self employment enhancement. A sum of ₹ 4.24 crores (previous year ₹ 3.27 crores) (which is at par with the provision @ 2% of average net profit of preceding 3 years of ₹ 4.24 crores (previous year ₹ 3.27)) was contributed to Corpus Fund of Suman Nirmal Minda Charitable Trust and Moga Devi Minda Charitable Trust.

35.1 Details of Research & Development Expenses booked in the respective heads

The Company has incurred expenses on its in- house R & D centres approved and recognised by the Ministry of Science & Technology , Government of India. Above expenses are included in under respective account heads.

Notes forming part of the Financial Statements

35 Other expenses (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
(i) Revenue expenditure		
Salaries and wages	52.97	42.80
Finance costs	0.96	0.84
Depreciation & amortization	18.93	12.42
Consumption of stores and spare parts	12.22	10.21
Power and fuel	2.59	2.62
Rent	0.21	2.50
Repairs and maintenance	3.76	4.92
Insurance	0.20	-
Rates and taxes	0.05	0.21
Travel and conveyance	6.21	7.14
Legal and professional charges	3.39	3.17
Job Work Charges	0.29	0.62
Printing and stationery	0.20	0.19
Miscellaneous expenses	10.79	8.66
	112.77	**96.30**
(ii) Capital expenditure	**22.43**	**26.62**

36 Exceptional Item

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Acquisition / amalgamation related expenses *	12.97	-
Impairment of investment in Associate Company (refer note 4)	8.29	-
Impairment of land	1.10	-
	22.36	**-**

*includes acquisition related costs and stamp duty

37 Earnings per share

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Net profit after tax as per Standalone Statement of Profit and loss	107.05	187.81
Weighted average number of Equity Shares (in Nos.):		
- Basic	26,22,16,965	26,19,71,018
- Diluted	26,22,59,799	26,19,71,018
Basic earnings per share in rupees (Face value ₹ 2 per share) (In rupees)	4.08	7.17
Diluted earnings per share in rupees (Face value ₹ 2 per share) (In rupees)	4.08	7.17
Calculation of weighted average number of shares		
For basic earnings per share		
Opening balance of equity shares	26,22,16,965	26,11,23,465
Closing balance of equity shares	26,22,16,965	26,22,16,965
Weighted average number of equity share	**26,22,16,965**	**26,19,71,018**
For diluted earnings per share		
Add: Weighted average number of potential shares on account of employee stock options scheme	42,834	-
Weighted average number of equity share	**26,22,59,799**	**26,19,71,018**

Notes forming part of the Financial Statements

38 Contingent liabilities

(a) Claims made against the Company not acknowledged as debts (including interest, wherever applicable):

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Income tax matter *	7.30	1.11
Excise / Sales tax / Service tax / GST matter	7.05	0.14
Bonus	-	2.18
Others	1.48	0.91
Total	**15.83**	**4.34**

* The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowed expenses, the tax treatment of certain expenses claimed by the Company as deductions and the computation of, or eligibility of, the Company's use of certain tax incentives or allowances. The Company has a right of appeal to the Commissioner of Income Tax (Appeals), or CIT (A), the Dispute Resolution Panel, or DRP, and to the Income Tax Appellate Tribunal, or ITAT, against adverse decisions by the assessing officer, DRP or CIT (A), as applicable. The income tax authorities have similar rights of appeal to the ITAT against adverse decisions by the CIT (A) or DRP. The Company has a further right of appeal to the High Court or the Hon'ble Supreme Court against adverse decisions by the appellate authorities for matters involving substantial question of law. The income tax authorities have similar rights of appeal. As at 31 March 2020, there are matters and/or disputes pending amounting to Rs 28.09 Crores (Previous year 1.11 Crores).

Future cash outflows in respect of the above would be determinable on finalization of judgments /decisions pending with various forums / authorities.

(b) The Company has made sales to various customers against C-form issued under Central Sales Tax Act on account of which the Company has paid 2% sales tax in place of respective higher rates. Total outstanding forms amounting to ₹ 0.40 crores (₹ 2.36 crores as on 31 March 2019). If the Company do not collect the forms in prescribed time, then the Company may have to pay differential tax, including interest and penalty thereon which is not quantifiable.

(c) Corporate guarantees given by the Company and outstanding as at 31 March 2020 amounting to ₹ 131.81 crores (Nil as on 31 March 2019) in respect of loans taken by related parties. Further, the Company has also provided 'letter of comfort' amounting to ₹ 16.36 crores (previous year ₹ 16.36 crore as on 31 March 2019) in respect of loans taken by related parties from banks.

(d) Liability of customs duty towards export obligation undertaken by the Company under "Export Promotion Capital Goods Scheme (EPCG)" amounting to ₹ 9.90 crores (₹ 4.05 crores as on 31 March 2019).

The Company had imported Capital goods under EPCG and saved duty to the tune of ₹ 9.90 crore (₹ 4.05 crores as on 31 March 2019).

As per the EPCG terms and conditions, Company needs to export ₹ 59.40 crores (₹ 24.30 crores as on 31 March 2019) i.e. 6 times of duty saved on import of Capital goods on FOB basis within a period of 6 years. If the Company does not export goods in prescribed time, then the Company may have to pay interest and penalty thereon.

(e) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Further, there are interpretative challenges and considerable uncertainty, including estimating the amount retrospectively.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable reliably and consequently no financial effect has been provided for in the standalone financial statements

(f) The Company has given letter of support to Minda Storage Batteries Private Limited, Minda Katolec Electronics Services Private Limited, Global Mazinkert S.L., iSYS RTS, GmbH, and Minda Onkyo India Private Limited considering the financial situation of these companies.

Notes forming part of the Financial Statements

39 Capital and other commitments (net of advances)

a) Estimated amount of contracts remaining to be executed on account of capital and other commitments (net of advance) and not provided for as at 31 March 2020 aggregates to ₹ 47.44 crores (31 March 2019: ₹ 93.92 crores).

b) Estimated amount of investment to be made as per government incentive scheme is ₹ 318.94 (₹ 488.58 crores as at 31 March 2019).

40 During the year 2002-03, the Director, Town and Country Planning, Chandigarh issued a demand notice on the Company amounting to ₹ 0.39 crore towards revised CLU (change of land use) charges for the land situated at Village Nawada Fatehpur, P.O. Sikanderpur Badda, Gurugram, and Haryana (Manesar land). The Company paid ₹ 0.02 crore and had also filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India, basis which a leave had been granted. Further, the Company had deposited ₹ 0.09 crore as under protest with the authorities. During the previous years, the Company had filed a writ petition with the High Court of Punjab and Haryana in order to cancel the demand notice and obtain a stay on the balance demand. Further, the Company had withdrawn the petition and accordingly had asked Town and Country Planning, Chandigarh to review and waive of the liability of remaining balance of ₹ 0.28 crore and the interest thereon amounting to ₹ 0.50 crore (previous year ₹ 0.47 crore) towards revised CLU charges after adjusting the amount of ₹ 0.11 crore paid earlier.

The Company had applied for grant of license under 'Affordable Housing Policy- 2013' on the land measuring 5 acres in Manesar land and paid scrutiny fee (non-refundable) amounting to ₹ 0.03 crore in this respect, which was received during the previous year. The Company had paid ₹ 0.43 crore towards CLU charges during the year. The Company has further applied for grant of similar license on additional land measuring 5 acres in Manesar land.

During the year, the Company has applied for migration of license received under 'Affordable Housing Policy- 2013' admeasuring 5 acres to "Deen Dayal Awas Yojna Scheme" of the Government and withdrawn other pending applications. Further the Company has applied for Manesar land admeasuring 10 acres (including share of a subsidiary "Mindarika Private Limited") under "Deen Dayal Awas Yojna Scheme" and paid application money of ₹ 0.92 Crores.

The Company has considered the option of re-locating the manufacturing units from Sector 81, Gurgaon to Bawal, Dharuhera, IMT Manesar, Farrukhnagar. The Company considered factors such as price, distance and convenience of employees and other stake holders' and is of the view that shifting to Farrukhnagar will be a suitable option. In this respect, the Company has approached certain related parties who have land admeasuring 14.37 acres in Farrukhnagar, Haryana (which is close to existing Manesar plant) and have taken land on lease for 99 years at a lump-sum rent of ₹ 0.05 Crores for entire tenure. The Company has applied CLU (change of land use from agricultural to industrial) for Farrukhnagar land. Post approval of CLU, the Company will cancel the lease and purchase the land at fair market price as determined by registered valuer.

41 Segment Information

As per Ind AS 108 Operating Segment, segment information has benn provided under notes to Consolidated Financial Statement.

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits"

A. Defined benefit plans (Gratuity)

Gratuity is payable to all eligible employees of the Company on retirement/exit, death or permanent disablement in terms of the provisions of the Payment of Gratuity Act, 1972.

(i) Risk exposure

Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Salary inflation risk

Higher than expected increases in salary will increase the defined benefit obligation.

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits" (Contd.)

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

(ii) Changes in defined benefit obligation:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Present value of obligation as at the beginning of the year	39.41	34.55
Current service cost	6.01	4.94
Interest cost	3.06	2.69
Re-measurement / Actuarial (gain) or loss:		
- change in demographic assumptions	-	(0.18)
- change in financial assumptions	5.46	0.37
- experience variance	(0.33)	(0.27)
Benefits paid	(1.55)	(1.93)
Transfer in/(out) liability	0.82	(0.76)
Present value of obligation as at the end of year	**52.87**	**39.41**
- Long term	49.23	36.64
- Short term	3.64	2.77

(iii) Changes in the fair value of plan assets:

The Company is maintaining its gratuity fund with L.I.C. through Gratuity Trust.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Fair value of plan assets at the beginning of the year	**6.32**	**5.83**
Expected return on plan assets	-	0.25
Return on plan assets	0.47	0.42
Benefits paid	(0.30)	(0.18)
Fair value of plan assets at the end of the year	**6.49**	**6.32**

(iv) The amounts recognized in the standalone balance sheet are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of obligation as at the end of the year	(52.87)	(39.41)
Fair value of plan assets as at the end of the year	6.49	6.32
Unfunded status	(46.38)	(33.09)
Net asset/(liability) recognized in standalone balance sheet	**(46.38)**	**(33.09)**

(v) Expenses recognized in the standalone statement of profit and loss:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	6.01	4.94
Interest cost	3.06	2.69
Return on plan assets	(0.47)	(0.67)
Expenses recognized in the standalone statement of profit and loss	**8.60**	**6.96**

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits" (Contd.)

(vi) Re-measurements recognised in other comprehensive income (OCI):

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial (gains) / losses		
- change in demographic assumptions	-	(0.18)
- change in financial assumptions	5.46	0.37
- experience variance (i.e. Actual experience vs assumptions)	(0.33)	(0.27)
Components of defined benefit costs recognised in other comprehensive income	**5.13**	**(0.08)**

(vii) Maturity profile of defined benefit obligation:

Weighted Average duration (based on discounted cash flows) : 14 Years

(All amounts in Indian ₹ Crore, unless otherwise stated)

Expected cash flows over the next (valued on undiscounted basis)	For the year ended	
	As at 31 March 2020	As at 31 March 2019
Within 1 year	3.64	2.77
2 to 5 years	8.59	7.41
6 to 10 years	18.41	15.01
More than 10 years	130.49	110.38

(viii) Principal actuarial assumptions at the balance sheet date are as follows:

a) Economic assumptions:

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate taking account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.85%	7.60% - 7.80%
Future salary increase	6.00% - 8.00%	6.50% - 9.00%
Expected return on plan assets	8.00%	8.00%

b) Demographic assumptions:

Particulars	As at 31 March 2020	As at 31 March 2019
i) Retirement Age (Years)	58.00	58.00
ii) Mortality Table	IALM (2012-14)	IALM (2006-08)
iii) Ages	Withdrawal Rate (%)	
Up to 30 years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits" (Contd.)

(ix) Sensitivity analysis for significant assumptions:

Increase/(Decrease) on present value of defined benefits obligation at the end of the year

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended	
	31 March 2020	31 March 2019
1% increase in discount rate	(46.52)	(32.16)
1% decrease in discount rate	60.58	41.45
1% increase in salary escalation rate	59.59	40.86
1% decrease in salary escalation rate	(47.11)	(32.52)
50% increase in attrition rate	(52.48)	(36.34)
50% decrease in attrition rate	53.39	36.37
10% increase in mortality rate	(52.87)	(36.35)
10% decrease in mortality rate	52.88	36.34

(x) Enterprise best estimate of contribution during the next year is

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Gratuity	50.81

B. Defined contribution plan

An amount of ₹ 18.87 Crores (previous year ₹ 16.41 Crores) for the year, has been recognized as an expense in respect of the Company's contribution towards Provident Fund, deposited with the Government authorities and has been included under employee benefits expense in the Statement of Profit and Loss. An amount of ₹ 0.51 Crores (previous year ₹ 0.49 Crores) for the year, has been recognized as an expense in respect of the Company's contribution towards Superannuation Fund, and has been included under employee benefits expense in the Statement of Profit and Loss. Further an amount of ₹ 1.92 Crores (previous year ₹ 2.49 Crores) for the year, has been recognized as an expense in respect of the Company's contribution towards ESI Fund, and has been included under employee benefits expense in the Statement of Profit and Loss.

43 Income taxes

Reconciliation of effective tax rate:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before income tax expense (inclusive of other comprehensive income)	135.07	251.94
Tax at India's tax rate of 34.944% (previous year 34.944%)	47.20	88.04
Tax effect of amounts which are not deductible in calculating taxable income (net off exempt income)	4.36	(10.66)
Tax on foreign dividend	(3.79)	(3.29)
Weighted deduction for expenditure incurred on research and development	(11.48)	(12.24)
Other adjustments	(4.84)	2.29
Income tax expense (inclusive of other comprehensive income tax component)	**31.45**	**64.14**

Notes forming part of the Financial Statements

44 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the said Memorandum. Accordingly, the disclosures in below respect of the amounts payable to such enterprises as at the year-end has been made based on information received and available with the Company.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	73.35	52.97
- Interest	0.29	0.26
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006)	0.04	-
The Amounts of the payments made to micro and small suppliers beyond the appointed day during the year	184.77	209.31
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	1.57	0.76
The amount of interest accrued and remaining unpaid at the end of the year	1.86	1.02
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006	-	-

45 Provision for contingencies

Warranty

The Company has made warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimate and past trends. Actual expenses for warranty are charged directly against the provision. Un-utilized provision is reversed on expiry of the warranty period. The movement of the provision is as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Balance as at beginning of the year	3.60	3.35
Add: Provision made during the year	4.78	3.14
Less: Utilized during the year	(2.74)	(2.89)
Balance as at the end of the year	**5.64**	**3.60**
Non-current	0.43	0.89
Current	5.21	2.71

Notes forming part of the Financial Statements

46 Lease

(i) Effective 01 April 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on 01 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings as on the date of initial application. Accordingly, the Company is not required to restate the comparative information.

On 01 April 2019, the Company has recognised a lease liability measured at the present value of the remaining lease payments and Right-of-Use (ROU) assets at its carrying amount as if the standard had been applied since the lease commencement date, but discounted using the lessee's incremental borrowing rate as at 01 April 2019. This has resulted in recognizing a "Right of use assets" of ₹ 22.56 Crores and a corresponding "Lease liability" of ₹ 23.12 Crores by adjusting retained earnings net of taxes of ₹ 0.36 Crores as on 01 April 2019. In respect of leases that were classified as finance leases, on applying Ind AS 17, ₹ 18.38 Crores have been reclassified from "Property, plant & equipment" to "Right of use asset".

Consequently, in the statement of profit and loss for the current period, the nature of expenses in respect of operating leases has changed from "Rent" in previous period to "Depreciation and amortisation expense" for the right of use assets and "Finance cost" for interest accrued on lease liability. As a result, the "Rent", "Depreciation and amortisation expense" and "Finance cost" of the current period is not comparable to the earlier periods.

To the extent the performance of the current period is not comparable with previous year, the reconciliation of above effect on standalone statement of profit and loss for the year ended 31 March 2020 is as under:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Adjustments to increase / (decrease) in net profit	Year ended 31 March 2020 comparable basis	Changes due to Ind AS 116	Year ended 31 March 2020 as reported
Rent	29.21	(6.25)	22.96
Depreciation and amortisation expenses	132.07	5.28	137.35
Finance Cost	43.48	2.46	45.94
Profit before tax	**142.10**	**(1.49)**	**140.61**
Less: Tax expense	(34.08)	0.52	(33.56)
Profit after tax	**108.02**	**(0.97)**	**107.05**

(ii) The following is the break-up of current and non-current lease liabilities:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Current lease liabilities	6.37	-
Non-current lease liabilities	21.86	-
Total	**28.23**	**-**

The maturity analysis of lease liabilities are disclosed in note 50

(iii) Lease commitments are the undiscounted future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases with term less than twelve months and leases of low value assets.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020
Payable within one year	11.67
Payable between one to five years	1.44
Payable after five years	-
Total	**13.11**

Notes forming part of the Financial Statements

47 Share based payments

(a) UNO Minda Employee Stock Option Scheme – 2019

The shareholders of the Company had approved the UNO Minda Employee Stock Option Scheme – 2019 (herein referred as UNOMINDA ESOS-2019) through postal ballot resolution dated 25 March 2019.

During the year, the NRC has approved and granted options to Eligible Employees of the Company and its Subsidiaries.The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of stock options at nominal value to eligible employees as determined by the Nomination and Remuneration Committee from time to time. The vesting conditions under this scheme include the Company achieving the target market capitalisation. The maximum number of equity shares to be allotted under the scheme are 1,012,259 at an exercise price of ₹ 325/- each. The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

Particulars	Scheme Name
	Minda Employee Stock Option Scheme 2019
Scheme	
Year	2019-20
Date of Grant	16-May-19
No. of options granted	10,12,259
Vesting conditions	Achieving target of market capitalization of the Company on or before 31 May 2022
Exercise period	2 Year from the date of vesting
Exercise price (₹) per share	325/-
Fair value of the option on the date of grant (₹) per share	41.31/-

No. of Share outstanding at year end for Minda Employee Stock Option Scheme 2019

Particulars	As at 31 March 2020
Outstanding at the beginning of the year	-
Granted during the year	10,12,259
Forfeited/ Expired during the year	-
Exercised during the year*	-
Exercisable at the end of the year	-
Outstanding at the end of the year	10,12,259
Weighted average exercise price during the year (₹) per share	NA

Fair valuation

The fair value of options has been done by an independent merchant banker on the date of grant using the Binomial Model.

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 March 2020
Risk-free interest rate (%)	7.13%
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	4 years
Expected volatility (%)	41%
Dividend yield	0.63%

Notes forming part of the Financial Statements

47 Share based payments (Contd.)

The Risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities or 10 years Government bonds. Volatility calculation is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure volatility is used in option- pricing model is the annualized standard deviation of the continuously compounded rate of the return of the stock over a period of time. The dividend yield for the year is derived by dividing the dividend for the period with the current market price.

(b) Minda Employee Stock Option Scheme 2016

The members of the Company had approved 'Minda Employee Stock Option Scheme 2016' at the Annual General Meeting held on 11 August 2016.The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of Performance Shares at nominal value to eligible management employees as determined by the Compensation Committee of the Board of Directors from time to time. The performance measures under this scheme include Group achieving the target market capitalisation. The maximum number of equity shares to be allotted under the scheme are 1,500,000. The number of options granted under the 2016 Performance Share Schemes are 888,000 equity shares at an exercise price of ₹ 180/- each and 98,750 equity shares at an exercise price of ₹ 392/- each. The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

During the previous year, the Company has issued bonus shares in the proportion of two equity shares for every one existing equity shares of ₹ 2 per share. Accordingly, the number of options granted to eligible employees is adjusted in the same proportion for the unexcercised options as on the date of issue of bonus shares.

Particulars	Scheme Name	
	Minda Employee Stock Option Scheme 2016	Minda Employee Stock Option Scheme 2016
Scheme		
Year	2016-17	2016-17
Date of Grant	23-Nov-16	21-Mar-17
No. of options granted	8,88,000	98,750
Vesting conditions	Achieving target of market capitalization of the Company on or before 31 March 2018	Achieving target of market capitalization of the Company on or before 31 March 2018
Exercise period	1 Year from the date of vesting	1 Year from the date of vesting
Exercise price (₹) per share	180/-	392/-
Fair value of the option on the date of grant (₹) per share	99.11/-	71.75/-

No. of Share outstanding at year end for Minda Employee Stock Option Scheme 2016

Particulars	As at 31 March 2019
Outstanding at the beginning of the year	3,64,500
Granted during the year	-
Forfeited/ Expired during the year	-
Exercised during the year*	3,64,500
Exercisable at the end of the year	-
Outstanding at the end of the year	-
Weighted average exercise price during the year (₹) per share	222/-

The Employee Stock Option Plan includes employees of Minda Industries Limited and its subsidiaries.

	Pre Bonus	Post Bonus
* The number of shares issued during the year ended 31 March 2019.	1,30,000	7,03,500

Notes forming part of the Financial Statements

47 Share based payments (Contd.)

Fair valuation

The fair value of options has been done by an independent merchant banker on the date of grant using the Black-Scholes Model.

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 March 2019
Risk-free interest rate (%)	6.13% - 6.51%
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	1.53 years - 1.85 years
Expected volatility (%)	27.92% - 43.62%
Dividend yield	4.61% - 6.90%

The risk free interest rates are determined based on the zero-coupon yield curve for Government Securities or Government bonds with maturity equal to the expected term of the option. Volatility calculation is based on annualized standard deviation of the continuously compounded rate of return of the stock over a period of time. The historical period taken into account to match the expected life of the option. Dividend yield has been arrived by dividing the dividend for the period with the current market price.

48 The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by due date as required under the law. The management is of the opinion that its transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

49 On 14 February, 2019, the board of directors of the Company approved composite scheme of amalgamation (the Scheme) of Harita Limited ("Transferor Company 1") and Harita Venu Private Limited ("Transferor Company 2") and Harita Cheema Private Limited ("Transferor Company 3") and Harita Financial Services Limited ("Transferor Company 4") and Harita Seating Systems Limited ("Transferor Company 5") and Minda Industries Limited ("Transferee Company") subject to necessary approvals of shareholders, creditors, SEBI, Stock Exchanges, the Reserve Bank of India, other governmental authorities and third parties as may be required.

The scheme provides for

(i) Amalgamation of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3 and the Transferor Company 4 with the Transferee Company, and the consequent issue of equity shares or non-convertible redeemable preference shares by the Transferee Company in the manner set out in the Scheme; and

(ii) Amalgamation of Transferor Company 5 with the Transferee Company, and the consequent issue of equity shares or non-convertible redeemable preference shares by the Transferee Company in the manner set out in this scheme.

On the Scheme of amalgamation becoming effective, the Company may issue

(i) 125,27,570 equity shares having face value of ₹ 2 each (after considering cancellation of shares on account of cross holding) if all the shareholders of Transferor Companies (1 to 4) and Transferor Company 5 opt for equity shares of Transferee Company

Or

(ii) 336,81,738 preference shares having face value of ₹ 100/- each (after considering cancellation of shares on account of cross holding) if all the shareholders of Transferor Companies (1 to 4) and Transferor Company 5 opt for preference shares of Transferee Company.

The appointed date of the amalgamation as per scheme is 1 April 2019. During the year, the Company filed Application before NCLT, New Delhi and the process of NCLT approval is under progress. Appropriate accounting treatment of the Scheme will be done post receipt of NCLT approval.

Notes forming part of the Financial Statements

50 Financial risk management objectives

The Company as an active supplier for the automobile industry expose its business and products to various market risks, credit risk and liquidity risk. The Company's decentralised management structure with the main activities in the plants make necessary organised risk management system. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. Below notes explain the sources of risks in which the Company is exposed to and how it manages the risks:

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and price risks, such as equity price risk and commodity price risk. The sensitivity analyses in the following sections relate to the position as at March 31 2020. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

(i) Foreign currency risk

The Company's risk management policy is to hedge a part of its estimated foreign currency exposure in respect of forecast sales and purchases. The Company uses forward exchange contracts and currency options to hedge its currency risk.

Nature of contracts	Currency Hedged	Outstanding Foreign Currency amount as at 31 March 2020*	Amount (₹)	Outstanding Foreign Currency amount as at 31 March 2019*	Amount (₹)
Forward exchange contracts (Trade Receivables)	USD	500,000	3.77	300,000	2.08
Forward exchange contracts (Trade Receivables)	EURO	250,000	2.08	-	-
Forward exchange contracts (Trade Payables)	USD	979,400	7.38	-	-
Forward exchange contracts (Trade Payables)	EURO	477,000	3.96	60,000	0.47
Currency options (to hedge the ECB loan)	USD	14,945,140	112.67	-	-
Currency options (to hedge the ECB loan)	EURO	640,000	5.32	1,327,500	10.31

* Foreign currency figures in absolute

Particulars of un-hedged foreign currency exposure

Currency	As at 31 March 2020			As at 31 March 2019		
	Foreign currency Amount in Crores	Exchange rate (in ₹)	Amount	Foreign currency Amount in Crores	Exchange rate (in ₹)	Amount
Trade receivables						
USD	0.26	75.39	19.58	0.50	69.17	34.91
EUR	0.23	83.05	18.83	0.21	77.70	16.35
JPY	0.56	0.70	0.39	8.25	0.63	5.16
GBP	0.00	93.08	0.09	0.00	90.48	0.03
Trade payable & Capital creditors						
USD	0.56	75.39	42.24	0.27	69.17	18.97
JPY	7.38	0.70	5.14	8.27	0.63	5.17
EUR	0.09	83.05	7.23	0.09	77.70	6.95
TWD	0.05	2.24	0.12	0.03	2.24	0.07
Advance to vendors						
EUR	0.00	83.05	0.04	0.00	77.70	0.27
USD	0.25	75.39	18.52	0.12	69.17	8.60

Notes forming part of the Financial Statements

50 Financial risk management objectives (contd.)

Currency	As at 31 March 2020			As at 31 March 2019		
	Foreign currency Amount in Crores	Exchange rate (in ₹)	Amount	Foreign currency Amount in Crores	Exchange rate (in ₹)	Amount
GBP	0.00	93.08	0.02	0.00	90.48	0.01
JPY	0.02	0.70	0.02	0.12	0.63	0.08
SGD	-	52.97	-	0.00	51.08	0.01
Advance from customers						
USD	0.01	75.39	0.43	0.00	69.17	0.20
EUR	0.00	83.05	0.01	0.00	77.70	0.00
Bank balances						
TWD	0.00	2.24	0.01	0.07	2.24	0.16
USD	0.07	75.39	5.39	0.04	69.17	3.09
JPY	3.30	0.70	2.30	3.79	0.63	2.37
EUR	0.03	83.05	2.90	0.04	77.70	3.16
Borrowings						
USD	2.96	75.39	222.91	2.01	69.17	138.85
EUR	0.10	83.05	7.95	0.14	77.70	10.81

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in currency exchange rates, with all other variables held constant. The impact on the Company profit before tax is due to changes in the fair value of monetary assets and liabilities.

Exposure gain/(loss)	31 March 2020		31 March 2019	
Particulars	**Change +1%**	**Change -1%**	**Change +1%**	**Change -1%**
Trade receivables				
USD	0.20	(0.20)	0.35	(0.35)
EUR	0.19	(0.19)	0.16	(0.16)
JPY	0.00	(0.00)	0.05	(0.05)
GBP	0.00	(0.00)	0.00	(0.00)
Trade payable & Capital creditors				
USD	(0.42)	0.42	(0.19)	0.19
JPY	(0.05)	0.05	(0.05)	0.05
EUR	(0.07)	0.07	(0.07)	0.07
TWD	(0.00)	0.00	(0.00)	0.00
Advance to vendors				
EUR	0.00	(0.00)	0.00	(0.00)
USD	0.19	(0.19)	0.09	(0.09)
GBP	0.00	(0.00)	0.00	(0.00)
JPY	0.00	(0.00)	0.00	(0.00)
SGD	-	-	0.00	(0.00)
Advance from customers				
USD	(0.00)	0.00	(0.00)	0.00
EUR	(0.00)	0.00	(0.00)	0.00

Notes forming part of the Financial Statements

50 Financial risk management objectives (contd.)

Exposure gain/(loss)	31 March 2020		31 March 2019	
Particulars	Change +1%	Change -1%	Change +1%	Change -1%
Bank balances				
TWD	0.00	(0.00)	0.00	(0.00)
USD	0.05	(0.05)	0.03	(0.03)
JPY	0.02	(0.02)	0.02	(0.02)
EUR	0.03	(0.03)	0.03	(0.03)
Borrowings				
USD	(2.23)	2.23	(1.39)	1.39
EUR	(0.08)	0.08	(0.11)	0.11

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During 31 March 2020 and 31 March 2019, the Company's borrowings at variable rate were mainly denominated in INR, EURO and USD.

The Company's fixed rate borrowings are carried at amortised cost.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate borrowings	648.61	506.97
Fixed rate borrowings	61.73	91.14
Total	**710.34**	**598.10**

Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Impact on profit after tax	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Increase by 0.5%	(3.24)	(2.53)
Decrease by 0.5%	3.24	2.53

(iii) Commodity price risks

Fluctuation in commodity price in market affects directly or indirectly the price of raw material and components used by the Company. The Company sells its products mainly to auto makers (Original Equipment Manufacturer) whereby there is a regular negotiation / adjustment of prices on the basis of changes in commodity prices.

Notes forming part of the Financial Statements

50 Financial risk management objectives (contd.)

b) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimised cost.

(i) The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(All amounts in Indian ₹ Crore, unless otherwise stated)

As at 31 March 2020	0-1 Years	1-5 Years	More than 5 Years	Total
Borrowings	220.28	463.69	26.37	710.34
Lease liabilities	6.37	3.42	18.44	28.23
Trade payable	607.98	-	-	607.98
Other financial liabilities	39.02	20.86	-	59.88
As at 31 March 2019				
Borrowings	259.50	339.98	-	599.47
Lease liabilities	-	-	-	-
Trade payable	505.65	-	-	505.65
Other financial liabilities	36.86	18.50	-	55.36

(ii) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Floating rate	As per Note 21	As per Note 21
- Expiring within one year (cash credit and other facilities)	224.89	54.98

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions. The maximum amount of the credit exposure is equal to the carrying amounts of these receivables.

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's primary customers are major automobile manufacturers (OEMs) with good credit ratings. All clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default. The Company has deposited liquid funds at various banking institutions. No impairment loss is considered necessary in respect of fixed deposits that are with recognised commercial banks and are not past due over past years.

Notes forming part of the Financial Statements

51 Related Party Disclosures

(i)(a) Related parties where control exists:

Subsidiaries (including step down subsidiaries)	
	Minda Kosei Aluminum Wheel Private Limited
	Minda TG Rubber Private Limited
	Minda Kyoraku Limited
	PT Minda Asean Automotive
	PT Minda Trading (Stepdown subsidiary)
	SAM Global Pte. Ltd
	Minda Industries Vietnam Company Limited (Stepdown subsidiary)
	Minda Germany GmbH (Stepdown subsidiary)
	Delvis GmbH (Stepdown subsidiary)
	Delvis Products (Stepdown subsidiary)
	Delvis Solutions (Stepdown subsidiary)
	Global Mazinkert S.L.
	Clarton Horn, Spain (Stepdown subsidiary)
	Clarton Horn Maroc SARL (Stepdown subsidiary)
	Clarton Horn, Signalakustic GmbH (Stepdown subsidiary)
	Clarton Horn, Mexico S. De R. L. De C.V. (Stepdown subsidiary)
	Minda Storage Batteries Private Limited
	Light & Systems Technical Centre S.L. Spain (Stepdown subsidiary)
	Mindarika Private Limited
	Minda Katolec Electronics Services Private Limited
	MI Torica India Private Limited (w.e.f. 01 Apr 2018)
	MITIL Polymer Pvt Limited (Stepdown subsidiary w.e.f. 01 April 2018)
	iSYS RTS, GmbH (w.e.f. 12 September 2018)
Partnership firm	
	YA Auto Industries

(i)(b) Other related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

Associates	
	Minda NexGenTech Limited
	Kosei Minda Aluminum Company Private Limited
Partnership firms	
	Auto Component (Firm)
	Yogendra Engineering (Firm)
Joint ventures (jointly controlled entities)	
	Minda Emer Technologies Limited
	Roki Minda Co. Private Limited
	Rinder Riduco, S.A.S. Columbia (Stepdown Joint Venture)
	Minda TTE Daps Private Limited (formerly Minda Daps Private Limited)
	Minda Onkyo India Private Limited
	Minda D-Ten India Private Limited (Formerly Minda F-Ten Private Limited)
	Denso Ten Minda India Private Limited (Formerly Fujitsu Ten Minda India Private Limited)
	Toyoda Gosei Minda India Private Limited (w.e.f. 28 September 2018)
	Kosei Minda Mould Private Limited

Notes forming part of the Financial Statements

51 Related Party Disclosures (Contd.)

Key management personnel	
	Mr. Nirmal K. Minda {Chairman and Managing Director('CMD')} Mr. Anand K. Minda (Director) Mr. Alok Dutta (Independent Director) Mr. Satish Sekhri (Independent Director) Mr. Chandan Chowdhury (Independent Director) (w.e.f 07 August 2019) Mr. Krishan Kumar Jalan (Independent Director) (w.e.f 16 May 2019) Ms. Renu Challu (Independent Director) (Upto 19 December 2018) Ms. Praveen Tripathi (Independent Director) (w.e.f 6 February 2019) Ms. Paridhi Minda (Executive Director) (w.e.f 29 March 2019) Mr. Sudhir Jain (CFO) (Upto 30 September 2018) Mr. Sunil Bohra (CFO) (w.e.f 1 October 2018) Mr. Tarun Kumar Srivastava (Company Secretary) (w.e.f 22 May 2018)
Relatives of key management personnel	
	Mrs. Suman Minda (wife of CMD) Ms. Paridhi Minda (Director of MIL and daughter of CMD) Ms. Pallak Minda (daughter of CMD) Mr. Vivek Jindal (son-in-law of CMD) Mr. Amit Minda (Son of KMP)
Other entities over which key management personnel and their relatives are able to exercise significant influence	
	Minda Investments Limited Minda International Limited Minda Industries Firm Minda Finance Limited Singhal Fincap Ltd Pioneer Finest Ltd Samaira Engineering (Firm) S.M.Auto Industries (Firm) Shankar Moulding Ltd. Minda Nabtesco Automotive Private Limited Minda I Connect Private Limited Minda Projects Limited SN Castings Limited Jindal Mectec Private Limited Minda industries ltd gratuity scheme trust Minda industries ltd managerial superannuation scheme trust Minda Spectrum Advisory Limited Minda Mindpro Limited Moga Devi Charitable Trust Suman Nirmal Minda Charitable Trust Shree Aumji Habitation Pvt. Ltd Shree Aumji Real Estate SEZ Pvt. Ltd Shree Aumji Construction Pvt. Ltd Spectrum Techno Construction Pvt. Ltd Shree Aumji Buildwell Pvt. Ltd Shree Aumji Promoters & Builders Pvt. Ltd Shree Aumji Buildtech Pvt. Ltd Midway Infrastructure Pvt. Ltd

51 Related Party Disclosures (Contd.)

(ii) Transactions with related parties

(All amounts in Indian ₹ Crore, unless otherwise stated)

Summary of transactions / balances with related parties	Entities where control exists		Associates (including partnership firms where Company has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
Transactions during the year	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019
Sale of products	71.57	79.62	0.68	0.59	37.33	23.40	16.93	20.65	-	-
Purchase of products	257.87	313.71	68.12	67.36	6.16	0.80	185.11	190.65	-	-
Sale of Property, plant & equipment	2.48	0.82	-	-	-	-	-	-	-	-
Purchase of property, plant & equipment	13.76	11.76	-	2.16	0.10	0.08	104.45	45.75	-	-
Services rendered	51.66	39.05	0.33	1.95	9.69	9.09	0.96	1.61	-	-
Services received	11.43	7.99	-	-	-	-	19.22	10.57	1.76	1.45
Remuneration*	-	-	-	-	-	-	-	-	8.06	13.51
Interest paid	0.93	1.74	-	-	-	-	0.42	5.50	-	-
Dividend income from non-current investments	30.09	27.63	2.72	-	-	-	-	-	-	-
Share in profit from partnership firms	4.10	3.93	3.30	2.67	-	-	-	-	-	-
Royalty received	8.57	7.35	-	0.34	-	-	-	-	-	-
Dividend paid on equity share capital	-	-	-	-	-	-	7.88	7.38	11.58	10.84
Purchase of shares / Investment in (Drawing from) partnership firm	(3.69)	19.71	(3.19)	(2.93)	7.50	5.75	-	-	-	-
Preacquisition dividend	-	0.36	-	-	-	-	-	-	-	-
Share application money pending allotment	-	-	-	-	-	-	-	-	-	-
Proceeds from Unsecured loan	-	-	-	-	-	-	-	66.00	-	-
Repayment of Unsecured loan	15.25	6.33	-	-	-	-	28.00	66.00	-	-
Guarantee / Letter of comfort given during the year	131.81	16.36	-	-	-	-	-	-	-	-
Reduction in guarantees given	-	(162.70)	-	-	-	-	-	-	-	-
Donation	-	-	-	-	-	-	4.24	3.27	-	-

*The above figures do not include provisions for encashment leave, provision for gratuity as separate actuarial valuation are not available.

Notes forming part of the Financial Statements

51 Related Party Disclosures (Contd.)

(iii) Balances with related parties

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Entities where control exists		Associates (including partnership firms where Company has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
Balance as at year end	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019	31March 2020	31March 2019
Balance outstanding-Receivable	30.89	31.88	0.15	2.31	8.78	12.67	13.11	5.84	-	-
Balance outstanding-payable	46.98	33.51	8.94	6.52	1.06	0.52	29.72	26.50	-	3.29
Unsecured loan payable	-	15.25	-	-	-	-	-	28.00	-	-
Guarantee / Letter of comfort given during the year	16.36	56.76	-	-	-	-	-	-	-	-

Notes forming part of the Financial Statements

51 Related Party Disclosures (Contd.)

(iv) Material transactions with related parties for the year ended 31 March 2020

(All amounts in Indian ₹ Crore, unless otherwise stated)

Related party	Nature of transaction	Amount
Transactions during the year		
Clarton Horn, Spain (Stepdown subsidiary)	Sale of goods	29.87
Toyoda Gosei Minda India Private Limited	Sale of goods	27.89
Minda I Connect Pvt Ltd.	Sale of goods	15.04
SN Castings Limited	Sale of goods	1.50
MITIL Polymer Pvt Limited	Purchase of goods	130.41
YA Auto	Purchase of goods	61.47
Auto Component (Firm)	Purchase of goods	68.12
Samaira Engineering (Firm)	Purchase of goods	128.34
Minda Industries Vietnam Company Limited	Sale of property, plant and equipment	1.85
PT Minda Asean Automotive	Sale of property, plant and equipment	0.63
Light & Systems Technical Centre S.L. Spain	Purchase of property, plant and equipment	13.38
Minda Projects Limited	Purchase of property, plant and equipment	47.67
Minda Infrastructure LLP	Purchase of property, plant and equipment	56.71
Minda Kosei Aluminum Wheel Private Limited	Services rendered	15.88
Mindarika Private Limited	Services rendered	18.69
Light & Systems Technical Centre S.L. Spain	Services received	9.15
Minda Investments Limited	Services received	16.08
Minda Projects Limited	Services received	2.61
Minda Storage Batteries Private Limited	Interest Paid	0.93
Singhal Fincap Ltd	Interest Paid	0.42
PT Minda Asean Automotive	Royalty	6.55
Minda Industries Vietnam Company	Royalty	1.44
Sam Global Pte Limited	Dividend received	14.27
PT Minda Asean Automotive	Dividend received	7.46
Mindarika Private Limited	Dividend received	6.25
Auto Component (Firm)	Share of profits	3.30
YA Auto Industries	Share of profits	4.10
Minda Investments Limited	Dividend paid	6.70
Mr Nirmal K Minda	Dividend paid	6.86
Mrs Suman Minda	Dividend paid	4.05
Minda Onkyo Private Limited	Investment in shares	7.50
Minda Storage Batteries Private Limited	Unsecured loan paid	15.25
Singhal Fincap Ltd	Unsecured loan paid	28.00
Minda Germany Gmbh	Letter of comfort given during the year	131.81
Suman Nirmal Minda Charitable Trust	Donation	4.24
Balance as at year end		
MITIL Polymer Pvt Limited	Payable	27.50
Auto Component	Payable	8.94
Samaira Engineering (Firm)	Payable	19.29
Clarton Horn, Spain	Receivables	12.44
Minda I Connect Pvt Ltd.	Receivables	12.53
Minda Storage Batteries Private Limited	Receivables	0.46
Minda Kosei Aluminum Wheel Private Limited	Receivables	8.79
PT Minda Asean Automotive	Guarantee	16.36

Notes forming part of the Financial Statements

51 Related Party Disclosures (Contd.)

Material transactions with related parties for the year ended 31 March 2019

(All amounts in Indian ₹ Crore, unless otherwise stated)

Related party	Nature of transaction	Amount
Transactions during the year		
Clarton Horn, Spain (Stepdown subsidiary)	Sale of goods	26.86
Toyoda Gosei Minda India Private Limited	Sale of goods	16.32
SN Castings Limited	Sale of goods	17.21
MITIL Polymer Pvt Limited	Purchase of goods	183.68
YA Auto	Purchase of goods	60.17
Auto Component (Firm)	Purchase of goods	67.36
Samaira Engineering (Firm)	Purchase of goods	113.72
PT Minda Asean Automotive	Sale of property, plant and equipment	0.25
Minda Industries Vietnam Company Limited	Sale of property, plant and equipment	0.11
Minda Storage Batteries Private Limited	Sale of property, plant and equipment	0.43
Light & Systems Technical Centre S.L. Spain	Purchase of property, plant and equipment	11.76
Minda Projects Limited	Purchase of property, plant and equipment	45.75
Minda Kosei Aluminum Wheel Private Limited	Services rendered	11.54
Mindarika Private Limited	Services rendered	15.86
Light & Systems Technical Centre S.L. Spain	Services received	7.71
Minda Investments Limited	Services received	7.46
Minda Projects Limited	Services received	5.82
Minda Storage Batteries Private Limited	Interest Paid	1.74
Singhal Fincap Ltd	Interest Paid	2.38
Pioneer Finest Ltd	Interest Paid	3.12
PT Minda Asean Automotive	Royalty	6.80
Sam Global Pte Limited	Dividend received	12.66
PT Minda Asean Automotive	Dividend received	6.19
Mindarika Private Limited	Dividend received	7.27
Auto Component (Firm)	Share of profits	2.67
YA Auto Industries	Share of profits	3.93
Minda Investments Limited	Dividend paid	6.28
Mr Nirmal K Minda	Dividend paid	6.43
Mrs Suman Minda	Dividend paid	3.79
Minda Onkyo Private Limited	Investment in shares	3.75
Global Mazinkert S.L.	Investment in shares	14.38
iSYS RTGS	Investment in shares	9.37
Pioneer Finest Ltd	Unsecured loan paid	66.00
Pioneer Finest Ltd	Unsecured loan received	66.00
PT Minda Asean Automotive	Guarantee given	16.36
Minda Kosei Aluminum Wheel Private Limited	Letter of comfort revoked during the year	160.00
Global Mazinkert S.L.	Guarantee at year end revoked during the year	2.70
Suman Nirmal Minda Charitable Trust	Donation	3.27
Balance as at year end		
MITIL Polymer Pvt Limited	Payable	39.42
Samaira Engineering (Firm)	Payable	15.67
Clarton Horn, Spain	Receivables	6.84
Minda Storage Batteries Private Limited	Receivables	6.92
PT Minda Asean Automotive	Letter of comfort year end	16.36
Singhal Fincap Ltd	Loan Outstanding	28.00
Minda Storage Batteries Private Limited.	Loan Outstanding	15.25

Notes forming part of the Financial Statements

51 Related Party Disclosures (Contd.)

(v) Key mangerial personnel compensation

Remuneration to Chairman & Managing Director (i.e. Mr. Nirmal K Minda)*

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Short Term Benefit	2.30	2.49
Commission	0.40	5.60
Others - Allowances	0.24	0.33
Total	**2.94**	**8.42**

Remuneration to Independent Directors

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Sitting Fees		
Mr. Alok Dutta	0.01	0.11
Mr. Satish Sekhri	0.09	0.11
Ms. Renu Challu	-	0.06
Ms. Praveen Tripathi	0.08	0.03
Mr. Krishan Kumar Jalan	0.08	-
Mr. Chandan Chowdhury	0.02	-
Total	**0.28**	**0.31**

Remuneration to Key Managerial other than MD/WTD*

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Short Term Benefit		
Mr. Sudhir Jain (Chief Financial Officer)	-	1.43
Mr. Sunil Bohra (Chief Financial Officer)	3.78	1.20
Mr. Tarun Kumar Srivastava (Company Secretary)	0.24	0.21
Ms. Paridhi Minda	0.57	-
Stock Option		
Mr. Sudhir Jain (Chief Financial Officer)	-	1.76
Others - Allowances		
Mr. Sudhir Jain (Chief Financial Officer)	-	0.08
Mr. Sunil Bohra (Chief Financial Officer)	0.20	0.10
Mr. Tarun Kumar Srivastava (Company Secretary)	0.02	0.01
Ms. Paridhi Minda	0.04	-
Total	**4.84**	**4.78**

*The above remuneration excludes provision for gratuity and leave benefits as separate actuarial valuation is not available.

Notes forming part of the Financial Statements

52 Capital management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors Net Debt to EBITDA ratio i.e. Net debt (total borrowings net of cash and cash equivalents) divided by EBITDA (Profit before tax and exceptional items plus depreciation and amortization expense plus finance costs minus other income). The Company's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Net Debt	586.67	565.64
EBITDA	283.42	333.19
Net Debt to EBITDA	**2.07**	**1.70**

53 Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Category	As at 31 March 2020		As at 31 March 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
1) Financial assets at amortized cost				
Investments in subsidiaries, associates and joint ventures	755.61	755.61	755.97	755.97
Loans (current / non current)	16.95	16.95	13.26	13.26
Trade receivables (current / non current)	463.47	463.47	551.84	551.84
Cash and cash equivalents	123.67	123.67	32.46	32.46
Other bank balances (current / non current)	13.09	13.09	10.37	10.37
Other financial assets (current / non current)	15.92	15.92	17.50	17.50
Total	**1,388.71**	**1,388.71**	**1,381.40**	**1,381.40**
2) Financial Liabilities at amortized cost				
Borrowings (current / non current) (including current maturity)	710.34	710.34	598.10	598.10
Lease liabilities (current / non current)	28.23	28.23	-	-
Trade payables	607.98	607.98	505.66	505.66
Other financial liabilities (current / non current)	59.88	59.88	56.73	56.73
Total	**1,406.43**	**1,406.43**	**1,160.49**	**1,160.49**

* Management has assessed that investments, loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(i) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Management has assessed that trade receivables, cash and cash equivalents, other bank balances, loans, investments, other financial assets, borrowings, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

(ii) Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for medium or long-term strategic purpose.

Notes forming part of the Financial Statements

53 Fair value measurements (Contd.)

(iii) Discount rate used in determing fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the Company and in case of financial asset is the average market rate of similar credit rated instrument. The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Investment in unquoted equity shares amount to ₹ 0.11 crores (₹ 0.11 crores on 31 March 2019) is valued at fair value (level 3). Further, provision for impairment on investment has been created during the year amounting to ₹ 0.07 crores (refer note 4).

54 The Board of directors of the Company in its meeting held on 6 February 2020, accorded its consent for the scheme of amalgamation of Minda I Connect Private Limited (Transferor Company) with Minda Industries Limited (Transferee Company) subject to necessary approval(s) of shareholders, Creditors and other approvals and sanctions by the National Company Law Tribunal (NCLT), New Delhi. Appropriate accounting treatment of the Scheme will be done post receipt of NCLT approval.

55 Merger of wholly owned subsidiaries

Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of wholly owned subsidiaries i.e. MJ Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (together referred to as "transferor companies"), with Minda Industries Limited ("Transferee Company" or "the Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 01 June 2020 with the appointed date of 1 April 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company with effect from this date at their carrying values. The Company is in the process of obtaining the certified copy of the Order by NCLT in this regard and shall file the order copy with ROC, Delhi in due course. The Company has given effect to the scheme in the financial statements for the year 2019-20. Further, as per the requirements of Appendix C to Ind AS 103 "Business Combination", the comparatives for the year ended 31 March 2019 have been restated as if the common control business combination had occurred from the beginning of the earliest period presented. The net impact of restatement due to above amalgamation has resulted in capital reserve of ₹ 26.56 Crores which is credited to other equity.

56 Acquisition of KPIT Business

The Company has acquired Telematics Hardware business from KPIT Technologies Limited (KPIT) and Impact Automotive Solutions Limited (Impact) during the year on 31 May 2019. Business combination is accounted on fair value basis.

A. Purchase consideration for the business combinations was ₹ 22.13 Crores. The Company is supposed to pay additional consideration amounting to ₹ 3.00 Crores on signing of contracts with customers and 20% of additional revenue generated over ₹ 130.00 Crores in earn out period. The Company has not recorded the Contingent Consideration as there are remote chances of meeting the above conditions.

B. Identifiable assets acquired

Fair value of the assets and liabilities recognised as a results of acquisitions are as follows:

Particulars	Amount
Non Current asset	17.66
Current assets	4.47
Total net identifiable assets acquired	**22.13**
Purchase Consideration	**22.13**
Capital Reserve/(Goodwill)	**-**

Notes forming part of the Financial Statements

56 Acquisition of KPIT Business (Contd.)

C. Revenue and profit or loss of the acquiree since the acquisition date

Particulars	Amount
Revenue from Operation	15.19
Total comprehensive income	(9.48)

Disclosure as per B64(q)(ii) of Ind AS 103 has not been presented, as it is impracticable to collate information prior to acquisition date.

57 Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended, the Board of Directors in its meeting held on 29 June 2020, approved the fund raising of up to ₹ 250 Crores through issue of equity shares of face value of ₹ 2 each via right issue and up to ₹ 300 Crores through issue of Non-convertible Debentures on a Private Placement basis.

58 Impact of Covid-19 on Standalone Financial Statements:

In view of the pandemic relating to COVID - 19, the Company has considered internal and external information and has performed an analysis based on current estimates while assessing the recoverability of investments, property plant and equipment, right-of-use assets, trade receivables, other current and financial assets, for any possible impact on the Standalone Financial Statements. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting controls etc. and is of the view that based on its present assessment this situation does not materially impact the standalone financial statements. Further, Reserve Bank of India has granted relief to borrowers by way of moratorium of interest and principal instalments falling due to banks and financial institutions. This will largely mitigate any stress on cash flows.

However, the actual impact of COVID - 19 on the standalone financial statements may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.

The notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Independent Auditor's Report

To the Members of Minda Industries Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Minda Industries Limited (hereinafter referred to as the "Holding/Parent Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, associates and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of matter

We draw attention to Note 60 in the consolidated financial statements, which describes uncertainties, the Group is facing as a result of COVID-19 which is impacting business operations.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report (Contd.)

Description of Key Audit Matters

1. Revenue Recognition
See note 27 to the consolidated financial statements

Key Audit Matters	How the matter was addressed in our audit
Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms and conditions. Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts/ rebates and any taxes or duties such as goods and services tax, etc. Customer acceptance is used to estimate the provision for price increase/decrease. Revenue is only recognised to the extent, where it is highly probable, a significant reversal will not occur. The timing of revenue recognition is relevant to the reported performance of the Group. The Group considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.	Our audit procedures included: - Assessing the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. - Evaluating the integrity of the information and technology general control environment and testing the operating effectiveness of key IT application controls. - Evaluating the design and implementation of Group's controls in respect of revenue recognition. - Testing the effectiveness of such controls over revenue cut off at year-end. - Testing by selecting samples of revenue transactions recorded during the year by verification of underlying documents. - Testing on a sample basis, key customer contracts/ purchase order to identify terms and conditions relating to goods acceptance and price adjustments. - Testing on a sample basis, the supporting documents for sales transactions recorded during the period closer to the year end and subsequent to the year end to determine whether revenue was recognised in the correct period. - Performing analytical procedures on current year revenue based on trends and where appropriate, conducted further enquiries and testing.

2. Evaluation of impairment indicators in investments in associates and joint ventures
See note 4 to the consolidated financial statements

Key Audit Matters	How the matter was addressed in our audit
Investments in associates and joint ventures The Group carries its investments in associates and joint ventures at cost (net of provision) at an aggregate amount of ₹ 372.16 Crores as at 31 March 2020. The Group has identified the investments where indicator of impairment exists and performed an impairment assessment on those investments as at 31 March 2020. The Group adjusts the carrying value of the investment for the consequential impairment loss, if any, based upon valuation carried out internally or by independent experts. The recoverable is considered to be the higher of the Holding Company's assessment of value in use and fair value less cost of disposal. These models use several key assumptions, including future sales estimates, margins, growth rate, discount rate, etc. We have identified the assessment of impairment in respect of investment in associates and joint ventures as a key audit matter since it involves significant judgement in making the above estimates and is dependent on external factors such as future market conditions and the economic environment.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: - Assessed the appropriateness of accounting policy for impairment of investment in subsidiaries, associates and joint ventures as per relevant accounting standard. - Evaluated the Group's assessment for identification of indicators of impairment. - Evaluated the design implementation of key internal financial controls with respect to impairment including determination of recoverable value and tested the operating effectiveness of such controls. - Evaluated the impairment model used by the Group. This included assessing the appropriateness of key assumptions used, with particular attention to future sales estimates, margins, growth rate, discount rate and other assumptions based on historical data, our knowledge of the Group and the industry with assistance of our valuation specialist. - Performed sensitivity analysis of the key assumptions used to determine, which changes to assumptions would change the outcome of impairment assessment. - Assessed the adequacy of the disclosures relating to impairment of investment.

Independent Auditor's Report (Contd.)

3. Impairment of goodwill

See note 56 to the consolidated financial statements

Key Audit Matters	How the matter was addressed in our audit
The Group has goodwill on consolidation of ₹ 202.06 Crores as at 31 March 2020. The majority of goodwill has been allocated to two subsidiaries, Mindarika Private Limited cash-generating unit (CGU) and the iSYS RTS GmbH (CGU). The annual impairment testing of goodwill is considered to be a key audit matter due to the complexity of the accounting requirements and the significant judgement required in determining the assumptions to be used to estimate the recoverable amount. The recoverable amount of the CGUs, which is based on value in use model, has been derived from discounted forecast cash flow forecasts. This model uses several key assumptions, including future sales estimates, margins, growth rate, discount rate, etc.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: – involving independent valuation specialist to assist in evaluating the appropriateness of the assumptions applied, which included comparing the weighted-average cost of capital with sector averages for the relevant market in which the CGUs operate; – performing our own sensitivity analysis, which included assessing the effect of reasonably possible reductions in growth rates and forecast cash flows to evaluate the impact on the currently estimated headroom; and – evaluating the adequacy of the Consolidated financial statement disclosures, including disclosures of key assumptions, judgements and sensitivities.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company. and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures is responsible for overseeing the financial reporting process of each company.

Independent Auditor's Report (Contd.)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were

Independent Auditor's Report (Contd.)

of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of nineteen subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 947.37 crores as at 31 March 2020, total revenues (before consolidation adjustments) of ₹ 1,163.14 crores and net cash inflows (before consolidation adjustments) amounting to ₹10.04 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax (before consolidation adjustments) of ₹ 14.19 crores and the Group's share of total comprehensive income (before consolidation adjustments) of ₹14.34 crores for the year ended 31 March 2020, in respect of ten associates/ joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management/component auditor and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures/associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates is based solely on the audit reports of the other auditors.

Certain of these subsidiaries and a joint venture are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries and a joint venture located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and a joint venture located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, associates and joint ventures as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies, and

Independent Auditor's Report (Contd.)

joint venture companies incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, associate companies and joint venture companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures , as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 38 to the consolidated financial statements.

ii. The Group, its associates and joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Group, associate companies and joint venture companies incorporated in India during the year ended 31 March 2020; and

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the consolidated financial statements since they do not pertain to the financial year ended 31 March 2020.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate companies and joint venture companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, associate companies and joint venture companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, associate companies and joint venture companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Rajiv Goyal
Partner
Membership number. 094549
ICAI UDIN: 20094549AAAAEP5881

Place: Gurugram
Date: 29 June 2020

Annexure-A

Annexure A to the Independent Auditors' report on the consolidated financial statements of Minda Industries Limited for the period ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Minda Industries Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, its associate companies and its joint venture companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and joint venture companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies, associate companies and joint venture companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to three subsidiary companies and seven associate/joint venture companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Rajiv Goyal
Partner
Membership number. 094549
ICAI UDIN: 20094549AAAAEP5881

Place: Gurugram
Date: 29 June 2020

Consolidated Balance Sheet as at 31 March 2020

(All amounts in Indian ₹ crore, unless otherwise stated)

Particulars	Note	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3A	1,643.36	1,629.40
Capital work-in-progress	3B	337.05	131.52
Right-of-use assets	3C	135.82	-
Intangible assets	3D	214.72	66.84
Intangible assets under development	3E	20.00	18.61
Goodwill on Consolidation	3F	202.06	164.92
Financial assets			
(i) Investments	4	372.16	355.58
(ii) Loans	5	13.34	21.21
(iii) Other financial assets	6	10.27	9.66
Other tax assets	8	42.52	33.05
Other non-current assets	9	50.60	67.10
Total non-current assets		**3,041.90**	**2,497.89**
Current assets			
Inventories	10	555.26	560.97
Financial assets			
(i) Trade receivables	11	726.41	899.22
(ii) Cash and cash equivalents	12	250.98	92.77
(iii) Bank balances other than those included in cash and cash equivalents	13	76.86	17.29
(iv) Loans	14	5.70	2.01
(v) Other financial assets	15	34.89	22.00
Other current assets	16	139.36	138.48
Total current assets		**1,789.46**	**1,732.74**
Assets held for sale	**26**	**7.49**	**-**
Total assets		**4,838.85**	**4,230.63**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17 (a)	52.44	52.44
Other equity	17 (b)	1,763.28	1,651.72
Equity attributable to owners of the Company		**1,815.72**	**1,704.16**
Non-controlling interest	17 (c)	282.84	266.71
Total Equity		**2,098.56**	**1,970.87**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	780.33	606.34
(ii) Lease liabilities		97.93	-
(iii) Other financial liabilities	19	75.14	75.58
Provisions	20	117.45	99.64
Deferred tax liabilities (net)	7	13.53	0.62
Total non-current liabilities		**1,084.38**	**782.18**
Current liabilities			
Financial liabilities			
(i) Borrowings	21	217.14	349.15
(ii) Lease liabilities		18.29	-
(iii) Trade payables	22		
(a) total outstanding dues of micro and small enterprises		87.97	64.61
(b) total outstanding dues of creditors other than micro and small enterprises		874.82	733.21
(iv) Other financial liabilities	23	312.13	231.15
Other current liabilities	24	108.83	77.90
Provisions	25	32.39	21.56
Total current liabilities		**1,651.57**	**1,477.58**
Liabilities related to assets held for sale	**26**	**4.34**	**-**
Total Equity and Liabilities		**4,838.85**	**4,230.63**
Significant accounting policies	2 (b)		

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Consolidated Statement of Profit and Loss for the year ended 31 March 2020

(All amounts in Indian ₹ crore, unless otherwise stated)

Particulars	Note	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Income			
Revenue from operations	27	5,465.14	5,908.09
Other income	28	39.25	27.03
Total income		**5,504.39**	**5,935.12**
Expenses			
Cost of materials consumed	29	2,693.26	3,100.03
Purchases of stock in trade	30	605.06	558.72
Changes in inventory of finished goods, stock in trade and work-in-progress	31	(14.18)	(36.27)
Employee benefits expense	32	846.77	791.29
Finance costs	33	90.21	63.15
Depreciation and amortization expense	34	301.90	234.38
Other expenses	35	715.06	769.14
Total expenses		**5,238.08**	**5,480.44**
Profit before share of profit /(loss) of associates and joint ventures, exceptional item and tax		**266.31**	**454.68**
Exceptional item	36	(14.07)	-
Profit before share of profit /(loss) of associates and joint ventures and tax		**252.24**	**454.68**
Tax expense			
Current tax		88.66	115.47
Deferred tax (credit) / charge	7	(11.16)	18.60
Tax expense		**77.50**	**134.07**
Profit before share of profit /(loss) of associates and joint ventures and after tax		174.74	320.61
Add:- Share of profit of associates and joint ventures		12.97	18.87
Total profit after share of profit of associates and joint ventures		**187.71**	**339.48**
Other comprehensive income/(loss)			
(a) Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurements of defined benefit (liability)/ asset		(6.93)	0.60
(ii) Income tax relating to items that will not be reclassified to profit or loss		2.57	(0.22)
		(4.36)	**0.38**
(b) Items that will be reclassified subsequently to profit or loss			
(i) Foreign currency translation reserve		2.80	(1.06)
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		2.80	**(1.06)**
Other comprehensive income/(loss), net of tax (a+b)		**(1.56)**	**(0.68)**
Total comprehensive income		**186.15**	**338.80**
Profit attributable to:			
Owners of Minda Industries Limited		154.95	285.62
Non-controlling interest		32.76	53.86
		187.71	**339.48**
Other comprehensive income attributable to:			
Owners of Minda Industries Limited		(1.36)	(0.71)
Non-controlling interest		(0.20)	0.03
		(1.56)	**(0.68)**
Total comprehensive income attributable to:			
Owners of Minda Industries Limited		153.59	284.91
Non-controlling interest		32.56	53.89
		186.15	**338.80**
Earnings per equity share [nominal value of share ₹ 2 (Previous year ₹ 2)]	37		
Basic		5.91	10.90
Diluted		5.91	10.90

Significant accounting policies 2 (b)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Consolidated Cash Flow Statement for the year ended 31 March 2020

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
A. Cash flows from operating activities :		
Profit before tax	252.24	454.68
Adjustments for:		
Depreciation and amortisation	301.90	234.38
Finance costs	90.21	63.15
Interest income on fixed deposits	(9.35)	(5.35)
Liabilities / provisions no longer required written back	(1.36)	(1.45)
Expenses incurred for share allotment under equity settled share based payments	1.20	-
Unrealised (gain)/ loss on foreign currency fluctuations (net)	29.42	(6.35)
Mark to market gain on forward contract	(6.01)	(1.19)
Doubtful trade and other receivables provided for	2.23	1.71
Doubtful trade and other receivables, loans and advances written off	0.46	0.06
Provision for warranty	13.92	14.23
Net profit on sale of property, plant and equipments	(7.87)	(1.08)
	414.75	**298.11**
Operating profit before working capital changes	666.99	752.79
Adjustments for working capital changes:		
Decrease/ (increase) in inventories	14.82	(113.98)
Decrease/ (increase) in trade	216.55	(47.22)
Decrease/ (increase) in other current financial assets	(6.01)	(6.67)
Decrease/ (increase) in other non-current financial assets	(0.19)	5.03
Decrease/ (increase) in other non-current assets	(6.93)	(1.17)
Decrease/ (increase) in other current assets	(0.88)	3.85
Increase/ (decrease) in trade payables	134.31	(69.96)
Increase/ (decrease) in other Current financial liabilities	18.92	9.83
Increase/(decrease) in other current liabilities	35.29	(14.95)
Increase/(decrease) in short-term provisions	8.81	(8.24)
Increase/(decrease) in other non current financial liabilities	(10.01)	24.12
Increase in long-term provisions	4.63	(4.05)
	409.31	**(223.41)**
Cash generated from operations	1,076.30	529.38
Income tax paid	(111.19)	(115.41)
Net Cash flows from operating activities (A)	**965.11**	**413.97**
B. Cash flows from investing activities		
Payment for acquisition of subsidiaries and jointly controlled entities	(173.21)	(191.68)
Purchase of Property, Plant and Equipment	(556.65)	(670.06)
Proceeds from sale of property, plant and equipments	15.40	8.30
Interest received on fixed deposits	9.96	7.57
Decrease in deposits (with original maturity more than three months)	(60.39)	20.40
Net cash used in investing activities (B)	**(764.89)**	**(825.47)**
C. Cash flows from financing activities		
Proceeds from issue of equity share capital	-	0.17
Share premium on exercise of ESOP	-	7.97
Proceeds from/ (repayment of) short term borrowings	(132.00)	20.16
Proceeds from/ (repayment of) Long term borrowings	184.56	437.29
Interest paid on borrowings	(74.81)	(61.75)
Dividend paid (including corporate dividend tax)	(45.12)	(35.36)
Net cash used in financing activities (C)	**(67.37)**	**368.48**
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	**132.85**	**(43.02)**

UNO MINDA

Consolidated Cash Flow Statement for the year ended 31 March 2020 (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Foreign currency translation adjustment	2.78	0.80
Cash and cash equivalents pursuant to acquisition - refer note 55	22.58	9.43
Cash and cash equivalents as at beginning	92.77	125.56
Cash and cash equivalents as at closing	**250.98**	**92.77**
Cash on hand	1.05	1.69
Balances with banks:		
- on current accounts	217.82	81.83
- on deposit accounts	32.11	9.25
Cash and cash equivalents at the end of the year	**250.98**	**92.77**

The notes referred to above form an integral part of the consolidated financial statements

1 The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, as specified under the section 133 of the Companies Act, 2013.

2 Purchase of Property, Plant and Equipment includes movement of Capital work-in-progress (including capital advances) during the year.

3 Changes in liabilities arising from financing activities

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Opening balance of secured loans		
Indian currency term loan (including current maturities)	442.93	178.59
Local currency term loan (including current maturities)	31.00	31.86
Foreign currency term loan (including current maturities)	255.15	75.94
Short term borrowings	349.15	302.81
Cash flows		
Repayment of long term secured loan (Net of foreign fluctuation)	(250.28)	(69.57)
Proceeds from long term secured loan (Net of foreign fluctuation)	480.07	512.26
Increase in short term borrowings (Net)	(132.00)	20.16
Pursuant to acquisition	-	26.18
Closing balance of secured loans		
Indian currency term loan (including current maturities)	360.75	442.93
Local currency term loan (including current maturities)	157.57	31.00
Foreign currency term loan (including current maturities)	440.56	255.15
Short term borrowings	217.14	349.15

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Consolidated Statement of changes in equity for the year ended 31 March 2020

a) Equity share capital

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Balance as at the 01 April 2018	17.41
Changes in equity share capital during 2018-19*	35.03
Balance as at 31 March 2019	**52.44**
Changes in equity share capital during 2019-20	-
Balance as at 31 March 2020	**52.44**

* Includes ₹34.86 crore towards issue of bonus shares (Refer Note 17)

b) Other equity attributable to owners of Minda Industries Limited:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on consolidation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2019	**1.48**	**2.80**	**6.55**	**360.51**	**18.29**	**3.32**	**177.01**	**70.64**	-	**1,011.12**	**1,651.72**
Transition impact of Ind AS 116 net of tax (refer note 46)	-	-	-	-	-	-	-	-	-	(5.46)	(5.46)
Profit for the year	-	-	-	-	-	-	-	-	-	154.95	154.95
Other comprehensive income/(loss) (net of tax)	(3.94)	2.58	-	-	-	-	-	-	-	-	(1.36)
Utilised During the Year	-	-	-	-	-	(0.04)	-	-	-	-	(0.04)
Employee stock compensation expense	-	-	-	-	-	-	-	-	1.20	-	1.20
Pursuant to acquisition	-	-	-	-	-	-	-	-	-	(4.45)	(4.45)
Final dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(17.04)	(17.04)
Interim dividend for the year ended 31 March 2020	-	-	-	-	-	-	-	-	-	(10.49)	(10.49)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.42)	(5.42)
Others	-	-	-	-	-	-	-	-	-	(0.33)	(0.33)
Balance as at 31 March 2020	**(2.46)**	**5.38**	**6.55**	**360.51**	**18.29**	**3.28**	**177.01**	**70.64**	**1.20**	**1,122.88**	**1,763.28**

Consolidated Statement of changes in Equity for the year ended 31 March 2020 (Contd.)

b) **Other equity attributable to owners of Minda Industries Limited: (Contd.)**

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on consolidation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2018	**1.21**	**3.78**	**6.55**	**371.59**	**6.50**	**3.41**	**139.11**	**70.64**	**3.61**	**767.88**	**1,374.28**
Profit for the year	-	-	-	-	-	-	-	-	-	285.62	285.62
Other comprehensive income/(loss) (net of tax)	0.27	(0.98)	-	-	-	-	-	-	-	-	(0.71)
Additional tax benefit on employee stock options exercised during the year	-	-	-	5.90	-	-	-	-	-	-	5.90
Reserve utilised on exercise of employee stock options	-	-	-	3.41	-	-	-	-	(3.41)	-	-
Utilised During the Year	-	-	-	-	-	(0.09)	-	-	-	-	(0.09)
Utilization of Reserves for issue of bonus shares	-	-	-	(28.36)	(6.50)	-	-	-	-	-	(34.86)
Addition on redemption of preference shares	-	-	-	-	18.29	-	-	-	-	(18.29)	-
Addition during the year (including pursuant to acquisition)	-	-	-	-	-	-	36.92	-	-	-	36.92
Final dividend for the year ended 31 March 2018	-	-	-	-	-	-	-	-	-	(13.98)	(13.98)
Interim dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(11.80)	(11.80)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.10)	(5.10)
Disposal/ Adjustment	-	-	-	-	-	-	0.98	-	(0.20)	6.79	7.57
Premium on ESOP	-	-	-	7.97	-	-	-	-	-	-	7.97
Balance as at 31 March 2019	**1.48**	**2.80**	**6.55**	**360.51**	**18.29**	**3.32**	**177.01**	**70.64**	**-**	**1,011.12**	**1,651.72**

Consolidated Statement of changes in Equity for the year ended 31 March 2020 (Contd.)

c) Non Controlling Interest

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Balance as at 1 April 2018	**211.01**
Profit for the year	53.86
Pursuant to acquisition/additional investment (Net) during the year	6.98
Addition in non-controlling interest due to renouncing of right issue	2.51
Dividend paid during the year	(13.71)
Other comprehensive income/(loss) (net of tax)	0.03
Adjustment	6.03
Balance as at 31 March 2019	**266.71**
Profit for the year	32.76
Transition impact of Ind AS 116 net of tax (refer note 46)	(4.64)
Dividend paid/ Drawings during the year	(11.79)
Other comprehensive income/(loss) (net of tax)	(0.20)
Balance as at 31 March 2020	**282.84**

Significant accounting policies 2 (b)

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Notes forming part of the consolidated financial statements for the year ended 31 March 2020

1 Corporate information

Minda Industries Limited is a public company domiciled and headquartered in India. It was incorporated on 16 September 1992 under the Companies Act, 1956 and its shares are listed on the National Stock Exchange of India Limited and BSE Limited having its registered office at B64/1 Wazirpur, Industrial Area, Delhi-110052, India.

The consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates and joint ventures. The Group is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories and ancillary services and caters to both domestic and international markets.

2 (a) Basis of preparation

A. Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Parent Company's Board of Directors on 29 June 2020.

Details of the Group's accounting policies are included in Note 2 (b).

B. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee, which is Minda Industries Limited's functional and presentation currency. All amounts have been rounded-off to the nearest crores, unless otherwise indicated.

C. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

(a) Certain financial assets and liabilities (including derivative financial instruments)	Fair value
(b) Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing the consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Critical estimates and judgements

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 43
- Estimation of fair value of unlisted securities – Note 54
- Estimation of defined benefit obligation – Note 42
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources – Note 38 and 45
- Lease - Note 46
- Consolidation: whether the Group has de facto control over an investee
- Business combinations: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis – Note 55
- Recognition of deferred tax– Note 7
- Impairment of financial assets

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable -inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 47 - share-based payment
- Note 54 - fair value measurements
- Note 55 - acquisition of subsidiaries, associates and jointly controlled entities

F. Principles of consolidation

The consolidated financial statements (CFS) are prepared on the following basis in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS – 110), "Investments in Associates and Joint Ventures" (Ind AS – 28) and "Disclosure of interest in other entities" (Ind AS – 112), specified under Section 133 of the Companies Act, 2013.

i. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

ii. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

iv. Equity accounted investees

The Group's interests in equity accounted investees comprise interests in associates and joint ventures.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

v. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

vi. Business combination

Business combinations, other than through common control transactions, are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Notes forming part of the Financial Statements

Business combinations through common control transactions are accounted on a pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) and accumulated in other equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in other equity as capital reserve, without routing the same through OCI. Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Group.

Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to the settlement of pre-existing relationships. Any goodwill that arises on account of such business combination is tested annually for impairment.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and the settlement is accounted for within other equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recorded in the Consolidated Statement of Profit and Loss. A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Transaction costs that the Company incurs in connection with a business combination, such as Stamp Duty for title transfer in the name of the Group, finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

The consolidated financial statements are comprised of the financial statements of the members of the Group a sunder:

Name of subsidiaries / Joint ventures / Associates	Country of incorporation	% of Interest	
		As at 31 March 2020	As at 31 March 2019
Subsidiaries			
Minda Kyoraku Limited	India	67.60	67.60
ISYS RTS, GmbH, Germany	Germany	80	80
Minda TG Rubber Private Ltd.	India	51	51
Minda Kosei Aluminum Wheel Private Limited	India	69.99	69.99
Minda Storage Batteries Private Limited	India	100	100
YA Auto Industries (partnership firm)	India	51	51
Mindarika Private Limited	India	51	51
Minda Katolec Electronic Services Private Limited	India	51	51
MI Torica India Pvt Ltd	India	60	60
Downstream subsidiaries of MI Torica India Pvt Ltd			
MITIL Polymer Pvt Ltd	India	57	57
Global Mazinkert S.L.	Spain	100	100

Notes forming part of the Financial Statements

Name of subsidiaries / Joint ventures / Associates	Country of incorporation	% of Interest	
		As at 31 March 2020	As at 31 March 2019
Downstream subsidiaries of Global Mazinkert, S.L.			
Clarton Horn	Spain	100	100
Clarton Horn	Morocco	100	100
Clarton Horn, Signalkoustic	Germany	100	100
Clarton Horn	Mexico	100	100
Light & Systems Technical Centre, S.L.	Spain	100	100
PT Minda Asean Automotive	Indonesia	100	100
Downstream subsidiaries of PT Minda Asean Automotive			
PT Minda Trading	Indonesia	100	100
Sam Global Pte Ltd.	Singapore	100	100
Downstream subsidiaries of Sam Global Pte Ltd.			
Minda Industries Vietnam Company Limited	Vietnam	100	100
Minda Germany GmbH	Germany	100	-
Delvis GmbH	Germany	100	-
Delvis Products GmbH	Germany	100	-
Delvis Solutions GmbH	Germany	100	-
Joint ventures			
Minda Emer Technologies Limited	India	49.10	49.10
Rinder Riduco, S.A.S. Columbia	Columbia (USA)	50	50
ROKI Minda Co. Private Limited	India	49	49
Minda TTE DAPS Private Limited	India	50	50
Minda Onkyo Private Limited	India	50	50
Denso Ten Minda Private Limited	India	49	49
Minda D Ten Private Limited	India	51	51
Toyoda Gosei Minda India Private Limited	India	47.80	47.80
Kosei Minda Mould Private Limited	India	49.90	49.90
Associates			
Minda NexGenTech Limited	India	26	26
Yogendra Engineering (partnership firm)	India	48.90	48.90
Auto Components (partnership firm)	India	48.90	48.90
Kosei Minda Aluminum Company Pvt. Ltd.	India	30	30

2 (b) Significant accounting policies

The accounting policies set out below have been applied consistently to the period presented in these consolidated financial statements.

a. Foreign currency transactions

Transactions in foreign currencies are initially recorded into the respective functional currencies of the Group's entities at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange at the reporting date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI);

Notes forming part of the Financial Statements

Foreign operations

The assets and liabilities of foreign operations (subsidiaries, associates, joint ventures) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency translation differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation), except to the extent that the exchange differences are allocated to NCI.

b. Financial instruments

i. Initial Recognition and Measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement Financial assets

On initial recognition, a financial asset is classified as measured at

Financial Assets at FVPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial Assets at amortised cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gains or loss or derecognition is are recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other income and net gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividend income are recognized in profit or loss unless dividend clearly represents a recovery of part of cost of investment. Other income and net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

Notes forming part of the Financial Statements

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL : These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost : These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI : These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI : These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised..

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

vi. Financial guarantee contracts

The Group on a case to case basis elects to account for financial guarantee contracts as a

Notes forming part of the Financial Statements

financial instrument or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 104 on Insurance Contracts. The Group has regarded all its financial guarantee contracts as insurance contracts. At the end of each reporting period the Group performs a liability adequacy test, (i.e. it assesses the likelihood of a pay-out based on current undiscounted estimates of future cash flows), and any deficiency is recognized in profit or loss.

vii. Compound Financial instruments

Compound financial instruments issued by the Group comprise cumulative redeemable preference shares denominated in INR that are mandatorily redeemable at a fixed or determinable amount at a fixed or future date and the payment of dividends is discretionary.

The liability component of a compound financial instrument is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognized in profit or loss (unless it qualifies for inclusion in the cost of an asset).

c. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

(a) expected to be realised in, or is intended to be sold or consumed in Group's normal operating cycle;

(b) held primarily for the purpose of being traded;

(c) expected to be realised within twelve months after the reporting date; or

(d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A Liability is current when:

(a) it is expected to be settled in Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

d. Property, plant and equipment

i. Initial Recognition and Measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Notes forming part of the Financial Statements

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation on plant and machinery, tools and dies and on other tangible property, plant and equipment is provided on SLM/WDV basis, based on the rates as per useful life prescribed in Schedule II to the Companies Act, 2013 except in the case of tools and dies, the useful life based on technical advice is 3 to 6 years.

Leasehold land and leasehold improvements are amortised on a straight line basis over the period of lease or their useful lives, whichever is shorter. Freehold land is not depreciated.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.

Losses arising from retirement or gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Consolidated Statement of Profit and Loss.

e. Goodwill

For measurement of goodwill that arises on a business combination see note 2(a)(F)(vi). Subsequent measurement is at cost less any accumulated impairment losses. Goodwill is not amortised and is tested for impairment annually.

f. Other intangible assets

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. Intangible assets are amortised over the best estimate of their respective useful lives as under:

i) Technical know-how: Amortized over the period of agreement.

ii) Computer software: Amortized over the period of 6 years.

iii) Trade Mark: Amortized over the period of 10 years

iv) Customer relationship: Amortized over the period of agreement.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statement of Profit and Loss.

Internally generated: Research and development

a) Expenditure on research activities is recognised in profit or loss as incurred.

b) Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

g. Impairment

i. Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group measures loss allowances at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual

Notes forming part of the Financial Statements

period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Group considers a financial asset to be in default when the financial asset is 90 days or more past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

ii. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

h. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Notes forming part of the Financial Statements

i. Leases

i. Determining whether an arrangement contains a lease

At inception of a contract, the Group determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Group separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Group concludes that it is impracticable to separate the payments reliably, then right-of-use asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate.

The previous determination pursuant to Ind AS 17 and its 'Appendix C' of whether a contract is a lease has been maintained for existing contracts.

ii. Group as a lessee

At inception, the Group assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Group obtains substantially all the economic benefits from the use of that asset, and whether the Group has the right to direct the use of that asset.

The Group has elected to separate lease and non-lease components of contracts, wherever possible.

The Group recognizes a right-of-use (ROU) asset and a lease liability at the transition date/ lease commencement date. The right-of-use asset is initially measured based on the present value of future lease payments, plus initial direct costs, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, Group measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group's uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Contingent rents payments are recognised as an expense in the period in which they are incurred. Lease payments generally include fixed payments and variable payments that depend on an index (such as an inflation index). When the lease contains an extension or purchase option that the Group considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities in separately from other assets/ liabilities in the balance sheet.

The Group has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term

iii. Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an underlying assets are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with the general inflation to compensate for the lessor's expected inflationary cost increase. Initial direct costs incurred in negotiating and arranging an operating

Notes forming part of the Financial Statements

lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards incidental to ownership of underlying asset is transferred from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

j. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, weighted average cost method is used. In the case of manufactured inventories and work in progress, fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories in transit are valued at cost.

k. Revenue recognition

(i) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Sale of goods (including moulds and scrap)

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. The normal credit term is 30 to 90 days upon delivery.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of equipment, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any). Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Variable Consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customers. Where customers are provided with discounts, rebates, etc., such discounts and rebates will give rise to variable consideration. The Group follows the most likely amount method in estimating the amount of variable consideration.

(ii) Management fees, designing fees and service revenue is recognized on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.

(iii) Interest income is recognised using the effective interest method.

(iv) Dividend income is recognized when the right to receive dividend is established.

(v) Royalty income is recognized based on the terms of the underlying agreement.

(vi) Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.

Notes forming part of the Financial Statements

(vii) Export entitlement under Duty Entitlement Pass Book Scheme ('DEPB') is recognized on accrual basis and when the right to entitlement has been established.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (b) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

l. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the assets and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by Governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as Government grant. The loan or assistance is initially recognized and measured at fair value and the Government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

m. Provisions (other than employee benefits)

(i) General

A provision is recognized if, as a result of a past event, the Group has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of time value of money is material provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects the risks specific to the liability. When discounting is used , the increase in the provision due to the passage of time is recognized as a finance cost.

(ii) Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the Consolidated Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

n. Retirement and other employee benefits

(i) Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Share-based payment transactions (Equity settled)

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in employee stock option (ESO) reserves in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards employee provident fund, employee state insurance corporation and superannuation funds which is a defined contribution plan. The Group's contribution is recognized as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iv) Defined benefit plans

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest), are recognised immediately in the balance sheet with a corresponding debit or credit to other equity through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent period.

The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(v) Other long term employee benefits

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit to such extent is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Actuarial gains and losses are recognized in the Consolidated Statement of Profit and Loss.

(vi) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

o. Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Notes forming part of the Financial Statements

(i) **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Tax benefits of deductions earned on exercise of employee stock options in excess of compensation charged to income are credited to securities premium.

(ii) **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint ventures to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

Minimum alternate tax (MAT) paid in a year is charged to the Consolidated Statement of Profit and Loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the Consolidated Statement of Profit and Loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

p. **Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted

Notes forming part of the Financial Statements

average numbers of equity shares outstanding during the year are adjusted for events of bonus issue and share split that have changed the numbers of equity share outstanding, without a corresponding changes in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

q. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

r. Cash dividend to equity holders

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the Consolidated Statement of Profit and Loss.

s. Application of new and revised standards

Ind AS 116- leases

The Group has adopted Ind AS 116 Leases with effect from 1 April 2019 under the modified retrospective approach, utilizing the practical expedient to not reassess whether a contract contains a lease. Applying this approach, the comparative information for the 2018-19 financial year has not been restated. This standard replaces Ind AS 17 and sets out the principles for the recognition, measurement, presentation and disclosure of leases. Ind AS 116 introduces a single lease accounting model for lessees and requires a lessee to recognize assets and liabilities for almost all leases and therefore resulted in recognition of right-of-use assets and corresponding lease liabilities at 1 April 2019. This standard is mandatory for the accounting period beginning on 1 April 2019. The Group has elected for recognition exemption for short term leases and leases for which the underlying asset is of low value.

t. Recently issued accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2020.

Notes forming part of the Financial Statements

3 A. Property, plant and equipment

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Land- Freehold	Land- Leasehold	Buildings	Plant and equip- ment	Furniture and fixtures	Vehicles	Office equip- ment	Computers	Total
Gross carrying amount									
Balance as at 1 April 2018	133.19	24.68	292.26	965.86	27.34	15.36	10.01	17.55	1,486.26
Additions (pursuant to acquisition -refer note 55)	-	-	-	0.14	1.47	0.14	0.79	0.39	2.93
Additions during the year	70.30	-	75.32	467.20	17.62	3.53	5.42	12.60	651.99
Foreign currency translation impact	-	-	0.01	0.96	0.14	-	-	0.03	1.14
Disposals/Adjustment	-	-	0.02	15.01	1.48	1.67	0.48	0.93	19.59
Balance as at 31 March 2019	**203.49**	**24.68**	**367.57**	**1,419.15**	**45.09**	**17.36**	**15.74**	**29.64**	**2,122.73**
Transition adjustment of Ind AS 116 (refer note 3C and 46)	-	(24.68)	(2.54)	-	-	-	-	-	(27.22)
Additions (pursuant to acquisition -refer note 55)	-	-	-	8.10	0.30	0.03	0.39	0.76	9.58
Additions during the year	1.84	-	49.68	214.56	13.17	1.98	5.47	7.19	293.87
Foreign currency translation impact	(0.09)	-	2.96	15.29	7.14	0.07	0.18	0.29	25.84
Disposals/Adjustment	-	-	0.49	18.42	0.55	3.02	0.61	0.72	23.81
Transfer to assets held for sale (refer note 26)	-	-	2.12	0.27	-	-	-	-	2.39
Balance as at 31 March 2020	**205.24**	**-**	**415.06**	**1,638.40**	**65.15**	**16.42**	**21.17**	**37.16**	**2,398.60**
Accumulated depreciation and impairment losses									
Balance as at 1 April 2018	0.04	0.27	17.30	236.57	18.47	5.37	2.97	5.89	286.87
Foreign currency translation impact	-	-	0.01	0.13	(0.04)	-	-	0.02	0.12
Depreciation for the year	-	0.13	14.66	180.35	11.78	2.88	2.67	6.92	219.39
Disposals/Adjustment	-	-	0.01	11.18	0.30	0.64	0.20	0.73	13.05
Balance as at 31 March 2019	**0.04**	**0.40**	**31.96**	**405.87**	**29.91**	**7.61**	**5.44**	**12.10**	**493.33**
Transition adjustment of Ind AS 116 (refer note 3C and 46)	-	(0.40)	(0.60)	-	-	-	-	-	(1.00)
Foreign currency translation impact	-	-	2.22	15.11	6.57	0.09	0.02	0.29	24.30
Depreciation for the year	-	-	17.77	212.93	12.25	2.67	3.68	8.54	257.84
Disposals/Adjustment	-	-	0.31	12.06	1.85	2.36	0.43	0.59	17.59
Transfer to assets held for sale (refer note 26)	-	-	1.43	0.21	-	-	-	-	1.64
Balance as at 31 March 2020	**0.04**	**-**	**49.61**	**621.64**	**46.88**	**8.01**	**8.71**	**20.35**	**755.24**
Carrying amounts (net)									
As at 31 March 2019	**203.45**	**24.28**	**335.61**	**1,013.29**	**15.18**	**9.75**	**10.31**	**17.54**	**1,629.40**
As at 31 March 2020	**205.20**	**-**	**365.45**	**1,016.76**	**18.27**	**8.41**	**12.46**	**16.81**	**1,643.36**

3 B. Capital work-in-progress:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	31 March 2020	31 March 2019
Capital work-in-progress	337.05	131.52

Notes forming part of the Financial Statements

3 C. Right-of-use assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

	Leasehold Land	Building	Vehicles	Office equipment	Total
Balance as at 1 April, 2019	-	-	-	-	-
Transition adjustment of Ind AS 116 (refer note 3A and 46)	24.88	98.31	-	-	123.19
Additions during the year	21.80	2.92	-	-	24.72
Additions (pursuant to acquisition -refer note 55)	-	9.64	1.29	1.15	12.08
Deductions/ Adjustments (net)	-	3.87	-	-	3.87
Foreign currency translation impact	-	2.12	-	-	2.12
Transfer to assets held for sale (refer note 26)	6.97	-	-	-	6.97
Balance as at 31 March 2020	**39.71**	**109.12**	**1.29**	**1.15**	**151.27**
Accumulated depreciation					
Balance as at 1 April, 2019	**-**	**-**	**-**	**-**	**-**
Transition adjustment of Ind AS 116 (refer note 3A and 46)	0.40	0.60	-	-	1.00
Depreciation for the year	0.36	14.01	0.17	0.14	14.68
Disposals/Adjustment	-	-	-	-	-
Transfer to assets held for sale (refer note 26)	0.23	-	-	-	0.23
Balance as at 31 March 2020	**0.53**	**14.61**	**0.17**	**0.14**	**15.45**
Carrying amounts (net)					
As at 31 March 2019	**-**	**-**	**-**	**-**	**-**
As at 31 March 2020	**39.18**	**94.51**	**1.12**	**1.01**	**135.82**

1. Carrying amount of assets (included in above) pledged as securities for borrowings (refer note 18 and 21)
2. The amount of borrowing costs capitalised during the year ended 31 March 2020 was ₹ 12.15 Crores (31 March 2019: ₹ 4.24 Crores). The rate used to determine the amount of borrowing costs eligible for capitalisation was 8.67% (31 March 2019: 8.00%) which is the effective interest rate.
3. Freehold land having carrying value as at 31 March 2020 ₹ 43.09 Crores (previous year ₹ 43.09 Crores) is pending for registration in the name of the Parent Company.
4. Leasehold land having gross block as at 31 March 2020 Nil (previous year ₹ 6.97 Crores) and accumulated depreciation as at 31 March 2020 Nil (previous year ₹ 0.17 Crores) is pending for registration in the name of the Parent Company and this land has been transferred to assets held for sale. (also refer note 26 and 57)

Notes forming part of the Financial Statements

3 D. Intangible assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Goodwill	Other intangible assets					Total
		Trade Mark	Design Fees	Technical Knowhow	Computer Software	Customer Relationship	
Gross carrying amount							
Balance as at 1 April 2018	0.56	3.07	2.49	24.02	24.56	-	54.70
Additions (pursuant to acquisition -refer note 55)	-	-	-	-	0.44	-	0.44
Additions during the year	-	0.02	-	25.49	17.20	-	42.70
Foreign currency translation impact	-	-	-	-	0.07	-	0.07
Disposals/Adjustment	-	-	-	1.17	0.20	-	1.37
Balance as at 31 March 2019	**0.56**	**3.09**	**2.49**	**48.34**	**42.07**	**-**	**96.55**
Additions (pursuant to acquisition -refer note 55)	-	-	-	114.25	2.12	14.70	131.07
Additions during the year	-	-	-	26.25	7.97	11.50	45.72
Foreign currency translation impact	-	-	-	0.70	(0.11)	-	0.59
Disposals/Adjustment	0.36	-	-	0.22	0.11	-	0.69
Balance as at 31 March 2020	**0.20**	**3.09**	**2.49**	**189.32**	**51.93**	**26.20**	**273.24**
Accumulated amortisation and impairment losses							
Balance as at 1 April 2018	0.14	1.27	2.49	6.80	4.68	-	15.38
Amortisation for the year	0.09	0.46	-	7.42	7.02	-	14.99
Foreign currency translation impact	-	-	-	-	0.02	-	0.02
Disposals/Adjustment	-	-	-	0.60	0.08	-	0.68
Balance as at 31 March 2019	**0.23**	**1.73**	**2.49**	**13.62**	**11.64**	**-**	**29.71**
Amortisation for the year	0.06	0.35	-	16.48	10.17	2.32	29.38
Foreign currency translation impact	-	-	-	-	(0.11)	-	(0.11)
Disposals/Adjustment	0.20	-	-	0.22	0.04	-	0.46
Balance as at 31 March 2020	**0.09**	**2.07**	**2.49**	**29.88**	**21.67**	**2.32**	**58.52**
Carrying amount (net)							
As at 31 March 2019	**0.33**	**1.36**	**-0.00**	**34.72**	**30.43**	**-**	**66.84**
As at 31 March 2020	**0.11**	**1.02**	**-0.00**	**159.44**	**30.26**	**23.88**	**214.72**

3 E. Intangible asset under development:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	31 March 2020	31 March 2019
Design and Technical know how	19.70	18.47
Others	0.30	0.14
Total	**20.00**	**18.61**

3 F. Goodwill on Consolidation:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	31 March 2020	31 March 2019
Opening Balance	**164.92**	**111.79**
Additions (pursuant to acquisition -refer note 55)	37.14	40.31
Other adjustment	-	12.82
Closing Balance	**202.06**	**164.92**

Notes forming part of the Financial Statements

4 Investments

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Investments measured at cost		
Equity instruments		
(i) Investments in partnership firms**		
- Auto Component	2.91	3.42
- Yogendra Engineering	0.08	0.01
(ii) Associates		
Minda NexGenTech Limited - 3,120,000 equity shares (previous year 3,120,000 equity shares as on 31 March 2019) of ₹10/- each, fully paid up	4.11	3.95
Kosei Minda Aluminum Co Private Limited - 28,737,371 equity shares (previous year 28,737,371 equity shares) of ₹ 10/- each, fully paid up	8.20	15.96
(iii) Joint ventures		
Minda Emer Technologies Limited - 2,725,000 equity shares (previous year 2,725,000 equity shares) of ₹10/- each, fully paid up	5.07	3.26
Roki Minda Co. Private Limited - 40,924,800 equity shares (previous year 40,924,800 equity shares) of ₹10/- each, fully paid up	92.11	73.54
Minda TTE Daps Private Limited - 4,990,513 equity shares (previous year 4,990,513 equity shares) of ₹ 10/- each, fully paid up	3.38	3.47
Minda Onkyo India Private Limited - 19,500,000 equity shares (previous year 12,000,000 equity shares) of ₹ 10/- each, fully paid up	-	0.72
Minda D-Ten India Private Limited - 2,544,900 equity shares (previous year 2,544,900 equity shares) of ₹ 10/- each, fully paid up	7.33	6.55
Denso Ten Minda India Private Limited - 35,525,000 equity shares (previous year 35,525,000 equity shares) of ₹ 10/- each, fully paid up	45.51	41.07
Rinder Riduco S.A.S. - 850,000 equity shares (previous year 850,000 equity shares) of COP 1/- each, fully paid up	8.88	7.17
Kosei Minda Mould Private Limited - 6,341,645 equity shares (previous year 6,341,645 equity shares) of ₹ 10/- each, fully paid up	4.61	6.26
Toyoda Gosei Minda India Private Limited - 210,320,000 equity shares (previous year 210,320,000 equity shares) of ₹ 10/- each, fully paid up	193.05	193.22
(iv) Investments measured at Fair value through profit and loss:		
Equity instruments		
Minda Industria E Comerico De Autopecsa Ltd - 25,000 equity shares (previous year 25,000 equity shares) of Brazilian $ 1 each, fully paid up"	0.07	0.07
OPG Power Generation Private Limited - 37,700 equity shares (previous year 37,700 equity shares) of ₹ 10/- each, fully paid up	0.03	0.03
Less: Other than temporary diminution in value of investment *		
- Minda NexGenTech Limited	(3.12)	(3.12)
- Minda Industria E Comerico De Autopecsa Ltd	(0.07)	-
	372.16	**355.58**
Aggregate amount of unquoted investments	**372.16**	**355.58**

* Aggregate provision for diminution of non-current investment is ₹ 3.19 crores (31 March 2019 ₹ 3.12 crores).

Notes forming part of the Financial Statements

4 Investments (Contd.)

**Investment in Partnership Firms:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Partnership Firm	Name of the Partners	Share in Profit (%) As at 31 March 2020	Share in Profit (%) As at 31 March 2019
Auto Component	Minda Industries Limited	48.90%	48.90%
	Mr. Nirmal K. Minda	25.55%	25.55%
	Ms. Pallak Minda	25.55%	25.55%
Yogendra Engineering	Minda Industries Limited	48.90%	48.90%
	Mr. Sanjeev Garg	12.50%	12.50%
	Mrs. Suman Minda	38.60%	38.60%
Total Capital of the firm		**Amount**	**Amount**
Auto Component		7.96	7.75
Yogendra Engineering		0.16	0.16

5 Loans (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Security deposits #	13.31	20.91
Others	0.03	0.30
	13.34	**21.21**

Includes an amount of ₹ 0.50 crore (Previous year ₹ 0.83 crore) given to a related party

6 Other financial assets (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Bank deposits (due to mature after 12 months from the reporting date)	5.67	4.85
Interest accrued on fixed deposits	0.24	0.64
Retention money with customers	1.65	1.65
Forward contract receivable	1.02	0.47
Other receivable	1.69	2.05
	10.27	**9.66**

7 Deferred tax assets/ (liabilities)-Net

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred tax liabilities		
Differences between written down value of Property, plant & equipments and intangible assets as per Companies Act and Income Tax Act	108.20	77.91
	108.20	**77.91**
Deferred tax assets		
Provision for employee benefits	34.15	28.83
Others	29.73	14.83
Unabsorbed tax losses	20.64	11.80
	84.52	**55.46**
Total (A)	**(23.68)**	**(22.45)**
- MAT credit entitlement (B)	10.15	21.83
Deferred tax assets/ (liabilities)- Net (A+B)	**(13.53)**	**(0.62)**

Notes forming part of the Financial Statements

7 Deferred tax assets/ (liabilities)-Net (contd.)

Movement in deferred tax assets / (liabilities)

Particulars	Property, plant & equipments and intangible assets	Provision for employee benefits	Others	Unabsorbed Losses	MAT credit entitlement	Total
As at April 01, 2018	**(45.20)**	**25.07**	**13.99**	**14.60**	**10.15**	**18.61**
(Charged)/credited:						
to profit or loss	(32.73)	3.96	0.84	(2.80)	12.13	(18.60)
to other comprehensive income	-	(0.22)	-	-	-	(0.22)
Pursuant to acquisition	0.02	0.02	-	-	-	0.04
Utilisation	-	-	-	-	(4.42)	(4.42)
Other Equity	-	-	-	-	3.97	3.97
As at March 31, 2019	**(77.91)**	**28.83**	**14.83**	**11.80**	**21.83**	**(0.62)**
(Charged)/credited:						
to profit or loss	6.85	2.75	7.40	8.84	(11.68)	14.16
to other comprehensive income	-	2.57	-	-	-	2.57
Transition impact of Ind AS 116 (Refer note 46)	-	-	3.00	-	-	3.00
Pursuant to acquisition (Refer note 55)	(37.14)	-	-	-	-	(37.14)
Others	-	-	7.50	-	-	7.50
As at March 31, 2020	**(108.20)**	**34.15**	**29.73**	**20.64**	**10.15**	**(10.53)**

8 Other tax assets

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance income tax	42.52	33.05
	42.52	**33.05**

9 Other assets (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured considered good unless otherwise reinstated)		
Capital advances	42.20	65.62
Prepaid Expense	0.33	1.39
Balances with government authorities	7.02	-
Others	1.05	0.09
	50.60	**67.10**

Notes forming part of the Financial Statements

10 Inventories

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(At lower of cost and net realisable value, unless otherwise stated)		
Raw materials [Goods in transit ₹ 28.16 crore (₹ 44.62 crore as on 31 March 2019)]	261.94	274.94
Work-in-progress	72.67	61.34
Finished goods [Goods in transit ₹ 12.57 crore (₹ 24.10 crore as on 31 March 2019)]	86.60	103.89
Stock-in-trade [Goods in transit ₹ 6.83 crore (₹ 0.21 crore as on 31 March 2019)]	85.91	65.77
Stores and spares	35.43	36.47
Loose tools	12.71	18.56
	555.26	**560.97**
Carrying amount of inventories (included in above) pledged as securities for borrowings and sanctioned limits (refer note 18 and 21)	555.26	560.97

11 Trade receivables *

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured, considered good unless otherwise stated)		
Trade receivables considered good- Unsecured	726.41	899.22
Trade Receivables which have significant increase in credit risk	-	-
Trade receivables- credit impaired	9.24	4.77
	735.65	**903.99**
Less: Allowance for credit impaired	(9.24)	(4.77)
	726.41	**899.22**
The movement in change in allowance for expected credit loss and credit impairment		
Balance as at beginning of the year	**4.77**	**4.91**
Change in allowance for expected credit loss and credit impairment	4.51	1.77
Utilisation / written back	(0.04)	(1.91)
Balance as at the end of the year	**9.24**	**4.77**

*The Group' exposure to currency and liquidity risks related to the above financial assets is disclosed in Note 50.

12 Cash and cash equivalents

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
- Balances with banks		
On current accounts	217.82	81.83
On deposit accounts (with original maturity of 3 months or less)	32.11	9.25
	249.93	**91.08**
- Cash on hand	1.05	1.69
	250.98	**92.77**

Notes forming part of the Financial Statements

13 Bank balances other than those included in cash and cash equivalents above

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Bank deposits (due for realisation within 12 months of the reporting date)*	76.65	17.10
Unpaid dividend accounts**	0.21	0.19
	76.86	**17.29**

* Includes fixed deposit amounting to ₹ 0.77 crore (previous year ₹ 0.90 crore) pledged against cash credit facilities

** Does not include any amount payable to Investor Education and Protection Fund

14 Loans (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Security deposits	0.96	1.04
Loan to employees	1.86	0.97
Others	2.88	-
	5.70	**2.01**

15 Other financial assets (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Forward contract receivable	11.18	1.71
Interest accrued on fixed deposits	1.76	1.97
Loans and advances to related party and others	6.95	1.50
Advances to employees	2.67	4.22
Incentive receivable	8.46	10.49
Insurance claims receivable	1.35	1.61
Others	2.52	0.50
	34.89	**22.00**

16 Other assets (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
(Unsecured and considered good unless otherwise stated)		
Prepaid expenses	11.46	11.71
Advance to suppliers	37.34	35.16
Balances with government authorities		
- Considered good	89.35	91.53
- Considered doubtful	0.06	0.02
Less: Provision for loss allowance	(0.06)	(0.02)
Others	1.21	0.08
	139.36	**138.48**

Notes forming part of the Financial Statements

17 (a) Equity share capital

(i) Authorised

(All amounts in Indian ₹ Crore, unless otherwise stated)

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity shares of ₹ 2/- each with voting rights	31,75,00,000	63.50	31,75,00,000	63.50
Equity shares of ₹ 10/- each with voting rights *	9,12,00,000	91.20	6,10,00,000	61.00
Equity shares of ₹ 100/- each with voting rights *	2,95,060	2.95	2,95,060	2.95
Preference share capital				
9% Cumulative redeemable preference shares of ₹ 10/- each (Class 'A')	30,00,000	3.00	30,00,000	3.00
3% Cumulative compulsorily convertible preference shares of ₹ 2,187/- each (Class 'B')	1,83,500	40.13	1,83,500	40.13
3% Cumulative redeemable preference shares of ₹ 10/- each (Class 'C')	35,00,000	3.50	35,00,000	3.50
1% Non-cumulative fully convertible preference shares of ₹ 10/- each (Class 'D')	1,00,00,000	10.00	1,00,00,000	10.00
8% Non-cumulative redeemable preference shares of ₹ 10/- each (Class 'E') *	2,75,00,000	27.50	2,75,00,000	27.50
	45,31,78,560	**241.78**	**42,29,78,560**	**211.58**

* Represents effect of common control business combination (refer note 57)

(ii) Issued, subscribed and fully paid up

(All amounts in Indian ₹ Crore, unless otherwise stated)

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity share capital				
Equity shares of ₹ 2/- each with voting rights (previous year ₹ 2/- each) [Refer footnote (vii)]	26,22,16,965	52.44	26,22,16,965	52.44
	26,22,16,965	**52.44**	**26,22,16,965**	**52.44**

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Equity shares				
Opening balance	26,22,16,965	52.44	8,70,41,155	17.41
Add: Increase in number of shares on account of ESOP exercised	-	-	8,33,500	0.17
Add: Increase in number of shares on account of issue of Bonus shares (Refer footnote vii)	-	-	17,43,42,310	34.86
Closing balance	**26,22,16,965**	**52.44**	**26,22,16,965**	**52.44**

Notes forming part of the Financial Statements

17 Equity share capital (Contd.)

(iv) (i) Rights, preferences and restrictions attached to equity shares

The Parent Company has only one class of equity shares having par value of ₹ 2/- per share (31 March 2019 ₹ 2/- per share). Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding.

During the year, the Board, in its meeting held on 06 February, 2020 , declared an interim dividend of ₹ 0.40/- per equity share i.e. 20% (previous year ₹ 0.45/- per equity share) .

Further, Board of Directors has not proposed any final dividend for the year ended 31 March 2020. The Board has recommended a final dividend of ₹ 0.65/- per equity share i.e. 32.50% for the financial year ended 31 March 2019.

(v) Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March 2020		As at 31 March 2019	
Class of shares / Name of shareholder	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Nirmal K Minda	6,53,71,530	24.93%	6,53,71,530	24.93%
Mrs. Suman Minda	3,85,72,140	14.71%	3,85,72,140	14.71%
Minda Investments Limited	6,38,50,140	24.35%	6,38,50,140	24.35%
Matthews Asia Dividend Fund	1,39,29,676	5.31%	1,46,60,782	5.59%

(vi) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the balance sheet date is Nil.

(vii) During the year ended 31 March 2019, the Parent Company had issued bonus shares in the ratio of two equity shares of ₹ 2 each for every one equity share of the Company held by the shareholders as on a record date pursuant to resolution passed after taking the consent of shareholders through postal ballot. Consequently earnings per share of previous year is restated for such bonus shares issued.

Notes forming part of the Financial Statements

17 (b) Other Equity attributable to owners of Minda Industries Limited:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income/(loss)		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on consolidation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2019	**1.48**	**2.80**	**6.55**	**360.51**	**18.29**	**3.32**	**177.01**	**70.64**	**-**	**1,011.12**	**1,651.72**
TransitionimpactofIndAS116netoftax(refernote46)	-	-	-	-	-	-	-	-	-	(5.46)	(5.46)
Profit for the year	-	-	-	-	-	-	-	-	-	154.95	154.95
Other comprehensive income/(loss) (net of tax)	-3.94	2.58	-	-	-	-	-	-	-	-	(1.36)
Utilised During the Year	-	-	-	-	-	(0.04)	-	-	-	-	(0.04)
Employee stock compensation expense	-	-	-	-	-	-	-	-	1.20	-	1.20
Pursuant to acquisition	-	-	-	-	-	-	-	-	-	(4.45)	(4.45)
Final dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(17.04)	(17.04)
Interim dividend for the year ended 31 March 2020	-	-	-	-	-	-	-	-	-	(10.49)	(10.49)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	(5.42)	(5.42)
Others	-	-	-	-	-	-	-	-	-	(0.33)	(0.33)
Balance as at 31 March 2020	**-2.46**	**5.38**	**6.55**	**360.51**	**18.29**	**3.28**	**177.01**	**70.64**	**1.20**	**1,122.88**	**1,763.28**

Notes forming part of the Financial Statements

17 (b) Other Equity attributable to owners of Minda Industries Limited: (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Other comprehensive income/(loss)		Equity component of other financial instruments	Securities premium	Capital redemption reserve	Capital reserves	Capital reserves arising on consolidation	General reserves	Employee stock options reserve	Retained earnings	Total other equity
	Remeasurements of Defined Benefits obligations	Foreign currency translation reserve									
Balance as at 1 April 2018	**1.21**	**3.78**	**6.55**	**371.59**	**6.50**	**3.41**	**139.11**	**70.64**	**3.61**	**767.88**	**1,374.27**
Profit for the year	-	-	-	-	-	-	-	-	-	285.62	285.62
Other comprehensive income/(loss) (net of tax)	0.27	(0.98)	-	-	-	-	-	-	-	-	(0.71)
Additional tax benefit on employee stock options exercised during the year	-	-	-	5.90	-	-	-	-	-	-	5.90
Reserve utilised on exercise of employee stock options	-	-	-	3.41	-	-	-	-	(3.41)	-	-
Utilised During the Year	-	-	-	-	-	(0.09)	-	-	-	-	(0.09)
Utilization of Reserves for issue of bonus shares	-	-	-	(28.36)	(6.50)	-	-	-	-	-	(34.86)
Addition on redemption of preference shares	-	-	-	-	18.29	-	-	-	-	(18.29)	-
Addition during the year (including pursuant to acquisition)	-	-	-	-	-	-	36.92	-	-	-	36.92
Final dividend for the year ended 31 March 2018	-	-	-	-	-	-	-	-	-	(13.98)	(13.98)
Interim dividend for the year ended 31 March 2019	-	-	-	-	-	-	-	-	-	(11.80)	(11.80)
Dividend distribution tax*	-	-	-	-	-	-	-	-	-	(5.10)	(5.10)
Disposal/ Adjustment	-	-	-	-	-	-	0.98	-	(0.20)	6.79	7.57
Premium on ESOP	-	-	-	7.97	-	-	-	-	-	-	7.97
Balance as at 31 March 2019	**1.48**	**2.80**	**6.55**	**360.51**	**18.29**	**3.32**	**177.01**	**70.64**	**-**	**1,011.12**	**1,651.72**

Notes forming part of the Financial Statements

17 (b) Other Equity (Contd.)

The Description of the nature and purpose of each reserve within other equity is as follows:

a) **Securities premium:** Securities premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Companies Act 2013, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

b) **Capital redemption reserve:** The capital redemption reserve is a non-distributable reserve and represents preference shares redeemed.

c) **General reserve:** The parent company appropriates apportion to general reserve out of profits voluntarily and the said reserve is available for payment of dividend to shareholders.

d) **Employee stock options reserve:** The Parent Company has share option schemes under which options to subscribe for the Company's shares have been granted to certain executives and senior employees. The reserve is used to recognise the value of equity settled stock options provided to employees, including key management personnel, as part of their remuneration. Refer to Note 47 for further details of these plans.

e) **Equity component of other financial instruments**:

Equity component of the compound financial instruments is credited to other equity.

f) **Capital reserve arising on consolidation:**

Capital Reserve arising on consolidation is the reserve created on acquisition of subsidiaries, joint ventures and associates.

g) **Foreign currency translation reserve:**

This reserve is created due to changes in historic rates and closing rates of assets and liabilities of foreign subsidiary entities.

h) Other comprehensive Income (OCI) amount pertaining to remeasurements of defined benefit liabilities (Asset) - comprises actuarial gain & losses.

Distribution made (All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March, 2019 ₹ 0.65/- per share (31 March, 2018 ₹1.60/- per Share)	17.04	13.98
Interim dividend for the year ended on 31 March, 2020 ₹ 0.40 per share (31 March, 2019 ₹ 0.45 per share)	10.49	11.80
Dividend distribution tax on above (DDT)	5.42	5.10
	32.95	**30.88**
Proposed Dividends on equity shares*:		
Final dividend for the year ended on 31 March, 2020 @ Nil per share (31 March, 2019 @ ₹ 0.65 per share)	-	**17.04**
Dividend distribution tax on above (DDT)	-	**3.50**
	-	**20.54**

Notes forming part of the Financial Statements

17 c) Non Controlling Interest:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Balance as at 1 April 2018	211.01
Profit for the year	53.86
Pursuant to acquisition/additional investment (net) during the year	6.98
Addition in non-controlling interest due to non exercising right issue	2.51
Dividend paid/ Drawings during the year	(13.71)
Other comprehensive income/(loss) (net of tax)	0.03
Adjustment	6.03
Balance as at 31 March 2019	**266.71**
Profit for the year	32.76
Transition impact of Ind AS 116 net of tax (refer note 46)	(4.64)
Dividend paid/ Drawings during the year	(11.79)
Other comprehensive income/(loss) (net of tax)	(0.20)
Balance as at 31 March 2020	**282.84**

18 Non-Current borrowings

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Term loans		
Secured		
From banks	877.76	639.66
From others	26.73	1.30
Less: Current maturities of long term borrowings (Refer note 23)	145.23	96.25
	759.26	**544.71**
Term loans		
Unsecured		
From banks	46.66	76.15
From others	7.73	11.97
Less: Current maturities of long term borrowings (Refer note 23)	33.32	29.49
	21.07	**58.63**
Debt portion of compound financial instruments (preference shares)*	-	3.00
	780.33	**606.34**

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
1	- Rupee term loan from HDFC Bank by the Parent Company is secured by: Movable Fixed assets ~First Pari passu charge on all movable fixed assets of the company Immovable Fixed assets~ First Pari passu charge on Immovable fixed assets of the company. Collateral Details - i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana iii) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar iv) Land & Bldg at Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur (v) Plot No 5, Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand and vi) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. Also, Negative Lien of i) Property No. B-6, MIDC, Chakan Industrial Area, Mahalunge, Taluka Khed, measuring 9300 sq mt and 11970 sq mt ii) Property No. B-1/5 MIDC, Chakan Industrial Area, Mahalunge, Taluka Khed, measuring 18022 sq mt.	Total loan sanctioned amounting to ₹ 100 crore having tenure of 60 Months including moratorium of 18 months and repayment in 7 equal semi-annual installments post moratorium Rate of interest- HDFC 1Y MCLR	100.00	100.00
2	- Rupee term loan from Axis Bank is secured by: First pari passu charge on the fixed Assets of the Parent Company i.e. plant and machinery including land & building as mentioned below: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar Negative Lien on : i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on the entire current assets of the Company both present and future.	Total loan sanctioned amounting to ₹ 85 crore having tenure of 5 years including moratorium of 6 months and repayment in 20 equal quarterly installments post moratorium Rate of interest- 3M MCLR + 10bps	68.00	80.75

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
3	- External Commercial Borrowing from HSBC Bank by the Parent Company is secured by : First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentioned below:: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on : i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune.	Total loan sanctioned amounting to USD 1 crore having tenure of 60 month including moratorium of 12 months and repayment in 16 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 105 bps	65.96	69.17
4	- External Commercial Borrowing from Citi Bank N.A. by the Parent Company is secured by: First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentioned below:: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar	Total loan sanctioned amounting to USD 0.8 crore having tenure of 5 Years including moratorium of 12 months and repayment in 17 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 90 bps	46.70	52.03

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
5	- External Commercial Borrowing from HSBC Bank is secured by the Parent Company: First Parri Passu charge on entire block of Movable Fixed Assets except those whelen lenders have exclusive charge. First Pari passu charge on Equitable Mortgage at below locations: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on : i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune.	Total loan sanctioned amounting to USD 1.50 crore having tenure of 75 month including moratorium of 15 months and repayment in 20 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 100 bps	113.08	-
6	- External Commercial Borrowing from Citi Bank is secured by the Parent Company : First pari passu charge on all movable and all immovable property, plant and equipments of the Company as below; i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. vi) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on : i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on all present and future current assets of the Company	Total loan sanctioned amounting to USD 1.40 crore having tenure of 5 Years including moratorium of 18 months and repayment in 14 equal quarterly installments post moratorium Rate of interest- 3 M LIBOR + 75 bps	105.54	-

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
7	- Rupee term loan from Axis Bank is secured by the Parent Company: First pari passu charge on the fixed Assets of the Company i.e. plant and machinery including land & building as mentinoed below:: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurugram. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonepat, Haryana. iii) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar iv) Plot No 5(A), , Sector 10, Industrial Area, IIE Pantnagar, Udham Singh Nagar, Uttrakhand. v) Plot No ME-I and ME-II, Sector- 2A, IMT Manesar v) Plot no. B-3, SIPCOT Industrial Park at Pillaipakkam, Vengadu Taluk, Sriperumpudur Negative Lien on : i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. Second pari passu charge on the entire current assets of the Company both present and future.	Total loan sanctioned amounting to ₹ 38 crore having tenure of 5.5 years including moratorium of 18 months and repayment in 16 equal quarterly installments post moratorium Rate of interest- 3 M MCLR + 10 bps	30.00	-
8	From ICICI Bank by erstwhile subsidiary MJ Casting Limited (also refer note 57) is primary secured by: i) equitable mortgage over land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Hosur, Tamil Nadu ii) equitable mortgage over land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector 3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana iii) hypothecation on all movable fixed assets (except vehicles) of the erstwhile subsidiary MJ Casting Limited, both present and future iv) further secured by way of hypothecation on erstwhile subsidiary MJ Casting Limited's (also refer note 55) entire stock and other such movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future.	Loan from ICICI Bank Ltd is repayable in 18 quarterly installments of ₹ 1.73 Cr each. Rate of interest- ICICI Base rate + 0.95%	-	13.85

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
9	Term loan from Yes Bank by Minda Kyoraku Limited is secured by: - First pari passu charge on all the movable and immovable fixed assets of bawal Plant of the borrower (both present and future) - Second pari passu charge on all the current assets of the borrower (both present and future)	Rate of interest - 6 months MCLR + 1.15% spread currently at 10.55% on 31st March 2019 Term loan sanction amounting to ₹ 6.50 Crores. The principle amount of ₹ 4.47Crores is repayable in 20 equal quarterly installments of ₹ 0.22 Crores commencing from 2 Dec 2014. Loan maturity date is 2 September 2019.	-	0.45
10	FCNR loan from CITI Bank by Minda Kyoraku Limited is secured by: - First charge on fixed assets of the company situated at Gujarat Unit (Both movable and immovable fixed assets)	Rate of interest - 3 months MCLR + 2% spread, Company has taken a interrest rate swap contract to fixed interest liabilites @ 5.20% P.A. on outsanding INR principal amount. The principal amount of USD 0.21 Crores is repayable in 20 equal quarterly installments of USD 0.01 Crores commencing from 09 April 2020 , company has entered in to partial hedge contract for principal repayment	16.04	14.72
11	FCNR Loan from ICICI Bank by Minda Kyoraku Limited is secured by: - First Pari Passu charge by way of mortgage over all the immovable fixed assets related Gujarat Project both present and future (Immovable Fixed Assets) - First Pari Passu charge on all the movable fixed assets of the company's Gujarat Project both present and future (Movable Fixed Assets) - Second Pari Passu charge by way of hypothecation over current assets both present and future of the borrower (Current Assests)	a) Rate of interest - 3 months MCLR + 2% spread, company has taken a interest rate swap contract to fixed interest liabilities @ 6.68% P.A. on outstanding USD principal amount. The principal amount of USD 0.14 Crores is repayable in 14 equal quarterly installments of USD 0.01 Crores commencing from 31 December 2019, company has entered in to partial hedge contract for principal repayment. b) Rate of interest - 3 months MCLR + 2% spread, company has taken a interest rate swap contract to fixed interest liabilities @ 6.61% P.A. on outstanding USD principal amount. The principal amount of USD 0.14 Crores is repayable in 9 equal quarterly installments of USD 0.01 Crores commencing from 31 December 2019 and last payment for USD 0.05 Crores will be paid on 28th Feb 2022. The Company has entered in to partial hedge contract for principal repayment.	17.94	19.21

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
12	Rupee loan from yes Bank by Minda Kosei Aluminum Wheel Private Limited is secured by: - First pari passu charge on all movable property, plant and equipment (PPE) (both present and future) and immovable PPE of Bawal plant. - Second pari passu charge on all current assets.	a) Rate of interest - 11% for first year and thereafter floating @ Yes Bank base rate plus 0.50% per annum. Currently 9.55% at 31 March 2020 (31 March 2019: 9.80%) Maximum tenure of loan is for 96 months from the date of first disbursement. Principal amount is repayable in 24 quarterly instalments after a moratorium period of 24 months from the date of first disbursement. First disbursement of the loan was in year 2015-16. b) Rate of interest - floating @ Yes Bank base rate 6 month MCLR plus 0.25% per annum currently 9.45% at 31 March 2020 (31 March 2019: 9.95%) Maximum tenure of loan is for 72 months including moratorium period of 12 months from date of first disbursement. Principal amount is repayable in 20 quarterly instalments after a moratorium period of 12 months from the date of first disbursement. First disbursement of the loan was in year 2018-19.	-	41.75
13	Rupee loan from IndusInd bank by Minda Kosei Aluminum Wheel Private Limited is secured by: - First pari passu charge by way of equitable mortgage on immovable property (land and building) located at Bawal, Haryana and by way of hypothecation on all present and future moveable PPE. - Second pari passu charge by way of hypothecation on all the present and future current assets.	a) Rate of interest - floating @ IndusInd Bank base rate 6 month MCLR. Currently 8.95% at 31 March 2020 (31 March 2019: 9.75%) Maximum tenure of loan is for 96 months from the date of first disbursement. Principal amount is repayable in 24 quarterly instalments after a moratorium period of 24 months from the date of first disbursement. First disbursement of the loan was in year 2018-19. b) Rate of interest - floating @ IndusInd Bank base rate 6 month MCLR. Currently 8.95% at 31 March 2020 (31 March 2019: 10.00%) Maximum tenure of loan is for 96 months from the date of first disbursement. Principal amount is repayable in 24 quarterly instalments after a moratorium period of 24 months from the date of first disbursement. First disbursement of the loan was in year 2015-16.	25.91	49.81

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
14	Foreign currency loan from SCB bank by Minda Kosei Aluminum Wheel Private Limited is secured by: - First pari passu charge on all movable PPE (both present and future) of Gujarat plant. - Second pari passu charge on current assets.	Cost of funds + Bank's margin of 1.50%. Currently 8.55% at 31 March 2020 (31 March 2019: 8.55%) Maximum tenure of loan shall not exceed 7 years from the date of first disbursement. Principal amount is repayable in 20 equal quarterly installments after a moratorium period of 24 months from the date of first disbursement, with first repayment date to not go beyond 31 December 2019.	40.71	41.50
15	Rupee loan from HDFC banks by M/s Minda Kosei Aluminum Wheel Private Limited is secured by: - First pari passu charge on equitable mortgage over immovable PPE (land and building of Gujarat Plant) and movable PPE (plant and equipment of Gujarat plant and Bawal Phase 1 plant) - Second pari passu charge on stock and book debts	a) Rate of interest - floating @ HDFC Bank base rate 6 month MCLR. Currently 8.45% as at 31 March 2020 (31 March 2019: 9.10%) Maximum tenure of loan is for 84 months from the date of first disbursement. Principal amount is repayable in 20 quarterly instalments after a moratorium period of 24 months from the date of first disbursement. First disbursement of the loan was in year 2017-18. b) Rate of interest - floating @ HDFC Bank base rate 6 month MCLR Currently 8.45% as at 31 March 2020 (31 March 2019: 9.05%) Maximum tenure of loan is for 84 months from the date of first disbursement. Principal amount is repayable in 20 quarterly instalments after a moratorium period of 24 months from the date of first disbursement. First disbursement of the loan was in year 2018-19.	42.50	72.76
16	from Axis Bank is secured by way of first paripassu charge on present and future movable assets of the erstwhile subsidiary Minda Rinder Private Limited . (Primary Security) and equitable mortgage of land and building situated at Chakan. (Pune), Second charge by way of hypothecation of entire current assets of erstwhile subsidiary Minda Rinder Private Limited (also refer note 57) (Collateral Security)	Loan 1- Total loan sanctioned amounting to ₹ 30 Crores of which loan of ₹ 15 Crores was availed in current year repayable in 24 quarterly instalments of ₹ 1.25 crores each starting after 12 months from the date of first disbursement (from December 2017). Rate of interest : MCLR +1% , currently 8.8% p.a. Loan 2- Total loan sanctioned amounting to ₹ 22 Crores repayable in 20 quarterly instalment of ₹ 1.10 crores each starting after 6 months from the date of first disbursement (from March 2019) Rate of interest : MCLR +1% , currently 8.8% p.a.	36.09	43.40

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
17	"External commercial borrowing from Standard Chartered Bank is secured by first exclusive charge by way of equitable mortgage of immovable property and all present and future movable property, plant and equipment located at Pimpri plant of subsidiary erstwhile subsidiary Minda Rinder Private Limited (also refer note 57)."	Secured external commercial borrowings from Standard Chartered Bank is repayable in 4 half yearly instalments of Euro 0.01 Crores each starting from 20 Nov 2016 upto 20 March 2018 and 1 Half yearly instalment of Euro 0.01 Crores as at 20 May 2019. Rate of interest : SOFR +2.30 % (31 March 2019 SOFR+ 2.30%)	-	0.39
18	Term loan from Bajaj Finance Limited is secured by exclusive charge by way of equitable mortgage of land and building located at Bahadurgarh (Haryana) of the erstwhile subsidiary Minda Rinder Private Limited (also refer note 57).	Loan sanctioned amounting to ₹28 crores, repayable in 22 quarterly instalments of ₹1.27 crores starting from March 2020. Rate of interest : 9% p.a.	26.73	-
19	Rupee term loan from HDFC Bank by Minda Katolec Electronics Services Private Limited: Secured by exclusive hypothecation on stock in trade, book debts and receivables, plant and machinery, fixed deposits and movable assets (both present & future).	Capex loan sanctioned amounting to INR 15.07 Crors having tenure of 5 years including moratorium of 6 months. Rate of interest at 9.45% as on 31 March 2020	14.65	-
20	ECB loan from Standard Chartered Bank by Mindarika Private limited: Secured by: - First exclusive mortgage of the Land/Building situated at Chennai. - First exclusive charge on assets financed out of external commercial borrowing (ECB).	Sanctioned amount $ 0.40 Crores Rate of interest - 2.25%+Libor Repayable in 17 equal quarterly instalments starting from Mar'16 and Apr'16 (i.e. 12 months after first instalment of the loan) Last instalment due in April 2020	0.89	7.32
21	Term loan from HSBC bank by Mindarika Private limited Secured by: First charge on the movable property, plant and equipment of Gujarat plant with minimum asset cover of 1.25x	Sanctioned amount ₹ 32.50 Crore Rate of interest - 3 month MCLR +0.05% Repayable in 16 quarterly equal instalments starting from Apr'19 (i.e. 12 months from the date of first disbursement). Last instalment due in Apr 2023.	16.87	32.50
22	Term loan from Bajaj Finance Limited is secured by exclusive charge by way of equitable mortgage of land and building located at Bahadurgarh (Haryana) of erstwhile subsidiary Minda Rinder Private Limited (also refer note 57).	Rate of interest : 10.00% p.a.	-	1.30
23	Vehicle loans from banks are secured against hypothecation of respective vehicles financed by them		-	0.05
24	- External commercial borrowings from Banco Balbao Vijcaya Argentaria S.A. by the Parent Company (unsecured)	Total loan sanctioned amounting to EUR 0.45 crore , repayable in 20 quarterly instalments from July, 2016. Rate of interest- 1.79% p.a.	10.63	19.85

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
25	External Commercial Borrowings from Bank of Tokyo Mitsubishi (Unsecured) of Minda TG Rubber Private Limited	USD 0.07 Crores equivalent to INR 2.94 Crores (31 March 2019: USD 0.10 Crores equivalent to INR 6.59Crores) at an interest rate of 8.95% Quarterly instalments of ₹ 0.50 Crores each starting from September 2016 upto June, 2021. USD 0.07Crores equivalent to INR 3.03Crores (31 March 2019: USD 0.10 Crores equivalent to INR 6.79 Crores) at an interest rate of 9.30% 20 Quarterly instalments of INR 0.50 Crores each starting from September 2016 upto June, 2021. USD 0.11 Crores equivalent to INR 4.46Crores (31 March 2019: USD 0.15 Crores equivalent to INR 10.01 Crores) at an interest rate of 8.98% 20 Quarterly instalments of INR 0.75 Crores each starting from Sep 2016 upto June, 2021. USD 0.4 Crores equivalent to INR 1.86 Crores (31 March 2019: USD 0.06 Crores equivalent to INR 3.44 Crores) at an interest rate of 9.05% 16 Quarterly instalments of INR 0.23 Crores each and 1 installment of ₹0.23Crores starting from Dec 2017 upto Sep 2021 and 1 quarterly installment of INR 0.24 Lacs in Dec 2021. USD 0.06 Crores equivalent to INR 3.35 Crores (31 March 2019: USD 0.06 Crores equivalent to INR 4.06 Crores) at an interest rate of 7.87% 4 Quarterly instalments of INR 0.18 Crores from Dec 2018 to Sep 2019, 4 Quarterly instalments of INR 0.22 Crores from Dec 2019 to Sep 2020 4 Quarterly instalments of INR 0.33 Crores from Dec 2020 to Sep 2021 & 4 Quarterly instalments of INR 0.28 Crores from Dec 2021 to Sep 2022	23.07	30.96

Notes forming part of the Financial Statements

18 Non-Current borrowings (Contd.)

S. No	Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
		USD 0.10 Crores equivalent to INR 7.42 Crores (31 March 2019: Nil) at an interest rate of 9.15% 5 Quarterly instalments of INR 0.16 Crores from Dec 2019 to Dec 2020, 5 Quarterly instalments of INR 0.50 Crores from Mar 2021 to Mar 2022 & 5 Quarterly instalments of INR 0.83 Crores from Jun 2022 to Jun 2023		
26	Loan from La Caixa Bank is secured by the corporate guarantee given by Clarton, Spain (Unsecured)	"Repayable in 20 equal quarterly instalments. Rate of Interest 1.50% (31 March 2019: 2.10%)"	9.55	25.34
27	Unsecured loan from Bankinter Bank by Light & Systems Technical Center S.L., Spain	Term loan for acquisition of fixed assets amounting to Euro 0.03 Crores	1.39	-
28	Unsecured loan from Santander Bank by Light & Systems Technical Center S.L., Spain	Term loan for acquisition of fixed assets amounting to Euro 0.03 Crores	2.02	-
29	Deferred payment credit from HSIIDC (Haryana State Industrial and Infrastructure Development Corporation Ltd.) by erstwhile subsidiary MJ Casting Limited (Unsecured) (also refer note 57).	Repayable in 10 half yearly of ₹ 0.16 crore instalments. Rate of interest- 12% p.a.	-	6.31
30	Subsidised loan received from Ministry of Industry, Government of Spain by Clarton Horn, S.A. (Unsecured)	Total loan sanctioned amounting to Euro 0.05 crores is repayable in 7 equal annual instalments from year 2016-17.	2.54	3.11
31	Subsidised loan received from Ministry of Industry, Government of Spain by Clarton Horn, S.A. (Unsecured)	Total loan sanctioned amounting to Euro 0.06 Crore repayable in 10 equal annual instalments from year 2017-18.	1.96	2.55
32	Subsidised loan received from Center for Industrial Technology Development by Clarton Horn, S.A. (Unsecured)	Total loan sanctioned amounting to Eur 0.08 Crores and 50% amount has been received during the year and balance amount will be receieved at the end of FY 2020-21	3.23	-
33	Loan from Indusind Bank by Minda Germany Gmbh is secured by Corporate guarantee given by the Parent Company	Total loan sanctioned amounting to Eur 1.91 Crores (31 March 2019 Nil) repayable in 17 equal quarterly instalments. Rate of interest - 1.96% p.a.	136.88	-
	Total		**958.88**	**729.08**

*Debt portion of compound financial instruments

Notes forming part of the Financial Statements

The erstwhile subsidiary company issued 22,004,000 8% Non-cumulative Redeemable Preference Shares of ₹10 each for ₹ 22.04 Crores during the year ended March 31, 2015. These shares are redeemable at par at the expiry of 20 years from the date of allotment. However, the Company shall have an option to redeem the same on or before this period of 20 years in view of the availability of the profits/surplus funds. These preference shares are presented in the balance sheet as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Face value of preference shares issued	21.29	21.29
Equity component of preference shares #	5.64	5.64
Liability component	15.65	15.65
Interest expense*	0.03	1.57
Interest paid	-	-
Redemption of preference shares	(3.00)	(18.29)
Closing balance	**-**	**3.00**

*Interest expense is calculated by applying the effective interest rate of 8% to the liability component considering the redemption is expected to happen in the fifth year from the year of allotment.

The equity component of these preference shares has been presented in other equity.

19 Other financial liabilities (non-current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred government grant	69.30	66.26
Deferred payment liabilities		
- Deferred liability (unsecured)	5.55	1.37
- Less: Current maturities of deferred payment liability (refer note 23)	3.06	1.37
	2.49	**-**
Others	3.35	9.32
	75.14	**75.58**

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest	As at 31 March 2020	As at 31 March 2019
Sales tax incentive from the State Government of Maharashtra, received in 2003-04	Sales tax payable amounting to ₹ 14.27 crores repayable in 8 annual instalments starting from 2011-12. Rate of interest- Interest free	-	1.37
Deferred payment credit from HSIIDC (Haryana State Industrial and Infrastructure Development Corporation Ltd.) by erstwhile subsidiary MJ Casting Limited (Unsecured)	Repayable in 10 half yearly of ₹ 0.16 crore. Rate of interest- 12% p.a.	5.55	-
Total		**5.55**	**1.37**

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Notes forming part of the Financial Statements

20 Long-term provisions

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
Gratuity (refer note 42)	61.07	45.17
Compensated absences	17.65	21.40
	78.72	**66.57**
Others		
Provision for warranty (refer note 45)	6.79	3.27
Others* (refer movement below)	31.94	29.80
	117.45	**99.64**

Movement	As at 31 March 2020	As at 31 March 2019
Opening balance	29.80	44.62
Add: provision made / (reversed) during the year	2.14	(14.82)
Closing balance	**31.94**	**29.80**

*Amount represents provision for non-export of goods under EPCG scheme, including interest payable on the same.

21 Short-term borrowings

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Loans repayable on demand		
from banks (secured)*	84.46	172.14
from banks (unsecured)**	92.58	91.43
from a related party (unsecured)***	5.10	38.00
from others (unsecured)****	35.00	47.58
	217.14	**349.15**

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
	***Secured loan from Banks:**		
1.	HDFC Bank (Cash Credit) by the Parent Company is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	31.24	17.13

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
2.	Citibank (Cash Credit) by the Parent Company is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	-	4.00
3.	State Bank of India (Cash Credit) by the Parent Company is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	24.84	24.68
4.	Canara Bank (Cash Credit) by the Parent Company is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	4.54	7.56

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
5.	Standard Chartered Bank (Cash Credit) by the Parent Company is secured by: First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on property, plant and equipments of the Company as per detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurugram c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttarakhand. e) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurugram. Negative lien on the following properties: f) Property at B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. g) Property at B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	0.50	0.07
6.	Axis Bank rate of interest : MCLR (3M) + 100 bps i.e. 9.50% pa.- by erstwhile subsidiary MJ Casting Ltd (also refer note 57) by secured by: a) First charge by the way of hypothecation on the entire current assets of the company (Bawal & Hosur) both present ' & future. b) First charge by the way of hypothecation on the entire moveable fixed assets of the company (Bawal & Hosur) both 'present & future. c) Equitable mortgage on land and building both present & future of Hosur Plant situated at Upparapalli, Mathagondapalli, thally Road, Hosur, Tamilnadu,India. d) Equitable mortgage on land and building both present & future of Bawal Plant situated at 323, Phase II/IV, Sector-3, 'Industrial Growth Centre, Bawal Distt. Rewari, Haryana, India. e) Hypothecation on all movable fixed assets (except vehicles) of the borrower both present & future. Further secured by way of hypothecation on borrower's entire stocks of raw materials, semi-finished and finished goods, consumable, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables both present and future.	3.70	1.37
7.	ICICI Bank rate of interest : MCLR (6M) + 100 bps i.e. 9.50% pa.) by erstwhile subsidiary MJ Casting Ltd (also refer note 57) secured by: a) First charge by the way of hypothecation on the entire current assets of the company (Bawal & Hosur) both present ' & future. b) First charge by the way of hypothecation on the entire moveable fixed assets of the company (Bawal & Hosur) both 'present & future. c) Equitable mortgage on land and building both present & future of Hosur Plant situated at Upparapalli, Mathagondapalli, thally Road, Hosur, Tamilnadu,India. d) Equitable mortgage on land and building both present & future of Bawal Plant situated at 323, Phase II/IV, Sector-3, 'Industrial Growth Centre, Bawal Distt. Rewari, Haryana, India. e) Hypothecation on all movable fixed assets (except vehicles) of the borrower both present & future. Further secured by way of hypothecation on borrower's entire stocks of raw materials, semi-finished and finished goods, consumable, stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables both present and future.	-	12.53

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
8.	Working capital loan from Kotak Mahindra Bank amounting to ₹ Nil Crores (31 March 2019: 2.64 Crores) is by Minda Kyoraku Limited secured by: - 1st PP hypothecation charge on all existing and future current assets - 2nd PP hypothecation charge on all existing and future movable fixed assets - 2nd PP mortgage charge on immovable properties being land and building situated at Industrial Plot No.327, sector-3, Phase-II, IMT Bawal, Haryana owned by borrower - 2nd PP mortgage charge on immovable properties being land and building situated at Industrial Plot No.28F, Bidadi Industrial Area, Comprised in Survey No 7,8,and 12 within the village limits of -Abbanakuppe Hobli, Bidadi Talik, Ramanagaram District, Bangalore, Karnataka owned by borrower - Release of charge/ security interest on property at Bangalore is allowed subject to no other bank having a charge on the said property Rate of interest - 3 months MCLR + 1.10% spread currently at 10.20%	-	2.64
9.	Working capital loan from banks amounting to ₹ 0.24 Crores (31 March 2019: ₹ Nil) is secured by: Minda Kyoraku Limited secured by - First pari passu charge on all the current assets of the borrower (both present and future) - Second pari passu charge on all the movable fixed assets (both present and future) - Second pari passu charge on all the immovable fixed assets of the borrower located at Bawal Plant. Rate of interest - 3 months MCLR + 1.50% spread currently at 10.65% on 31st March 2020. Working capital loan sanction amounting to ₹ 8.50 Crores for fund based and ₹ 1.50 Crores for non fund based.	0.24	-
10.	Outstanding buyer's credit from Indusind Bank is as below: Buyer's credit is secured by: - First pari passu charge on all movable fixed assets (both present and future) including all the underlying assets acquired from the proceeds of the term loan facility and charge by way of equitable mortgage on immovable property (Land and Building) located at Bawal, Haryana of Minda Kosei Aluminum Wheel Private Limited - Second pari passu charge by way of hypothecation on all the present and future current assets of Minda Kosei Aluminum Wheel Private Limited.	-	15.25
11.	Rupee cash credit from Axis Bank by Minda Storage Batteries Private Limited amounting to INR 1.45 Crores (31 March 2019: INR 2.91 Crores) is secured by: First pari passu charge on all movable and immovable fixed assets (both present and future). Floating @ MCLR rate plus 75 bps. Currently 8.75% (31 March 2019: 9.30%) Maximum tenure of loan is for 1 Year from the date of first disbursement. Principal amount is repayable on demand.	1.45	2.91
12	Rupee cash credit from HDFC Bank by Minda Storage Batteries Private Limited amounting to INR Nil (31March 2019: INR 9.94 Crores) is secured by: - First pari passu charge on entire current assets of the Company, both present and future. - Second Pari Passu charge on entire movable fixed assets of the Company, both present and future. Interest rate is 9.20% (31 March 2019: 9.20%). There is no outstanding amount as on 31 March 2020 and principal amount is repayable on demand.	-	9.94

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
13.	Working capital and PCFC credit from Citi Bank N.A. by earstwhile Minda Rinder Private Limited (also refer note 57) is secured by Exclusive charge on all present and future stock and book debts of the Company. (PCFC Loan in foreign currency ₹ 4.60 crores., Working capital loan Nil, Buyers credit₹. 3.19 crores.) (31 March 2019- PCFC Loan in foreign currency ₹ 17.64 crores., Working capital loan ₹ 3.77 crores. Buyers credit ₹. 0.50 crore.)	7.79	21.89
14	Borrowings from Standard Chartered Bank are secured by first Pari passu charge over current assets of the erstwhile subsidiary Minda Rinder Private Limited (also refer note 57)	-	28.00
15	Short term loan from Bank of Tokyo by Mindarika Private Limited: Secured by first pari passu charge on inventories & book debts. Second charge on movable property, plant and equipment of Mindarika Private Limited, both present & future. Rate of interest 8.25% as on 31 March 2020 (31 March 2019: 9.35%)	-	4.00
16	Short term loan from Mizuho Bank by Mindarika Private Limited: Secured by first pari passu charge on current assets of Mindarika Private Limited. Second charge on movable property, plant and equipment of the Company, both present & future. Rate of interest 7.10% on 31 March 2020 (31 March 2019 : 8.89%)	-	5.52
17	Short term loan from Standard Chartered Bank by Mindarika Private Limited: Secured by first pari passu charge on inventories, book debts of Mindarika Private Limited. Second charge on movable fixed assets of the Company, both present & future. Rate of interest 8.00% on 31 March 2020 (31 March 2019 : 11.25%)	-	0.37
18	Short term loan from HSBC Bank by Mindarika Private Limited: Secured by first pari passu charge on current assets of Mindarika Private Limited. Second charge on movable property, plant and equipment of the Company, both Present & future. Rate of interest 11.45% on 31 March 2020 (31 March 2019: 8.30%)	0.05	5.00
19	Working Capital Loan from ICICI Bank by MI Torica India Private Limited is secured by Hypothecation of Stock, Trade Receivable and exclusive charge on the entire movable and immovable fixed assets both present and future of the company. It is further guaranteed by Minda Investments Ltd, India and Tokai Rika Create Corporation , Japan to the extent of sixty and forty percent respectively.	-	4.83
20	Working capital loan from HDFC Bank carries interest rate of 9.4% by Minda Katolec Electronics Services Private Limited Secured by exclusive hypothecation on stock in trade, book debts and receivables, plant and machinery, fixed deposits and movable assets (both present & future).	-	4.45
21	Buyers credit from HDFC Bank carries interest rate at LIBOR +250 basis points by Minda Katolec Electronics Services Private Limited Secured by exclusive hypothecation on stock in trade, book debts and receivables, plant and machinery, fixed deposits and movable assets (both present & future).	5.24	-
22	Bills payable outstanding from HDFC Bank carries interest rate of 8.50% by Minda Katolec Electronics Services Private Limited Secured by exclusive hypothecation on stock in trade, book debts and receivables, plant and machinery, fixed deposits and movable assets (both present & future).	4.87	-
****Unsecured Loan from banks:**			
1	Working capital demand loan availed by Minda TG Rubber Private Limited of INR 9.45 Crores at interest rate of 7.25% (31 March 2019: INR 13.40 Crores at interest rate 8.90%)	9.45	13.40

Notes forming part of the Financial Statements

21 Short-term borrowings (Contd.)

S. No.	Bank Name (facility) Nature of security	As at 31 March 2020	As at 31 March 2019
2	Short term Loan from-Tokyo -Mitsubishi UFJ,Ltd by MI Torica India Private Limited	15.75	19.41
3	From BBVA Bank to subsidiaries of Global Mazinkert, S.L	13.20	19.38
4	From La Caixa Bank to subsidiaries of Global Mazinkert, S.L	42.62	29.37
5	From Santader Bank to Global Mazinkert, S.L	-	9.87
6	Working Capital loan from BBVA Bank taken by iSYS RTS GmbH	11.56	-
***Unsecured Loan from related party:			
1	From Singhal Fin Cap Limited to erstwhile subsidiary Minda Rinder Private Limted (also refer note 57) which is repayable on demand carries interest rate of 8.50%p.a. (31 Mar 2019, 8.50%)	-	28.00
2	From Singhal Fin Cap Limited to Minda Katolec Electronics Services Private Limited which is repayable on demand carries interest rate of 8.50%p.a.	5.10	10.00
****Unsecured Loan from Others:			
1	Bajaj Finance Ltd, Loan taken by erstwhile subsidiary M.J Casting Limited (also refer note 57)	-	6.50
2	Suppliers credit is from Bajaj Finance Limited and erstwhile subsidiary Minda Rinder Private Limited has entered into tripartite agreement with Bajaj Auto Ltd.	-	6.00
3	Working capital loan from Bajaj Finance Limited by the Parent Company, is repayable maximum within 60 days in case of purchase order discounting and 180 days in case of short term loan, respectively.	35.00	35.08
Total		**217.14**	**349.15**

22 Trade payables

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Trade payables		
(a) Total outstanding dues of micro and small enterprises (refer note 44)	87.97	64.61
(b) Total outstanding dues of creditors other than micro and small enterprises	874.82	733.21
	962.79	**797.82**

The Group's exposure to currency and liquidity risks related to the above financial liabilities is disclosed in Note 50.

23 Other financial liabilities (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Current maturities of non-current borrowings (refer note 18)	178.55	125.74
Current portion of deferred payment liabilities (refer note 19)	3.06	1.37
Interest accrued but not due on non-current borrowings	5.25	2.37
Unpaid dividend	0.37	0.28
Capital creditors	44.97	51.86
Others		
- Payable to employees	32.25	46.27
- Current portion of deferred Government grants	1.31	1.31
- Forward contract payable	6.78	1.95
- Payable for acquisition (refer note 55)	34.32	-
- Payable for other purchase	5.27	-
	312.13	**231.15**

Notes forming part of the Financial Statements

24 Other liabilities (current)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Advance from customers	49.46	30.64
Accrued liabilities for expenses	10.74	-
Others		
- Mark to market loss derivative contract	0.04	0.03
- Statutory dues	47.51	47.23
- Others	1.08	-
	108.83	**77.90**

25 Short-term provisions

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Provision for employee benefits		
Gratuity (refer note 42)	3.88	3.00
Compensated absences	15.02	3.75
	18.90	**6.75**
Others		
Provision for warranty (refer note 45)	9.74	14.28
Others	3.75	0.53
	13.49	**14.81**
	32.39	**21.56**

26 Asset held for sale

The erstwhile subsidiary Minda Rinder Private Limited is having a land under lease hold arrangement with Maharashtra Industrial Development Corporation for a period of 99 years. The Company has entered into sale agreement for disposal of said land as per the term and condition agreed.

Pursuant to the above, the said buildings have been reclassified from "Property, plant and equipment" to "Non-current assets held for sale" amounting to ₹ 0.75 crore and the said land has been reclassified from "Right-of-use assets" to "Non-current assets" held for sale amounting to ₹ 6.74 crores at an agreeed sale value of ₹ 8 Crores. Also, the Company has received advance amounting to ₹ 4.34 crores which is disclosed separately in balance sheet as "Liabilities related to assets held for sale". Appropriate accounting for Gain on sale of fixed assets will be carried out at the time of completion of sale transaction.

27 Revenue from operations *

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Revenue from contract with customers		
Sale of products	5,255.36	5,774.83
Sale of services	145.81	78.46
Other operating revenues	63.97	54.80
	5,465.14	**5,908.09**

* Also refer note 41 for revenue based on geographical location

Notes forming part of the Financial Statements

28 Other income

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Interest income on fixed deposits	9.35	5.35
Net gain on foreign currency fluctuations	6.04	12.17
Net profit on sale of property, plant and equipment (net)	7.87	1.95
Income under Package Scheme of Incentives	0.21	0.49
Other non-operating income		
- Liabilities / provisions no longer required written back	1.40	1.45
-Insurance Claim	0.02	1.04
- Mark to market gain on forward contract	7.08	1.19
- Miscellaneous income	7.28	3.39
	39.25	**27.03**

29 Cost of materials consumed

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Raw materials (including purchased components and packing material consumed)		
Opening balance	274.94	212.83
Add: Inventories acquired as part of acquisition of subsidiaries	-	0.53
Add: Purchases	2,681.85	3,163.07
Less: Closing inventories	(261.94)	(274.94)
Less: Foreign currency translation adjustment	(1.59)	(1.46)
	2,693.26	**3,100.03**

30 Purchases of stock in trade

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Purchases of stock in trade	605.06	558.72
	605.06	**558.72**

31 Changes in inventories of finished goods, work in progress and stock in trade

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Inventories at the end of the year:		
Work-in-progress	72.67	61.34
Finished goods	86.60	103.89
Stock-in-trade	85.91	65.77
	245.18	**231.00**
Inventories at the beginning of the year:		
Work-in-progress	61.34	46.82
Finished goods	103.89	93.67
Stock-in-trade	65.77	54.24
	231.00	**194.73**
Net (increase) / decrease in inventories	**(14.18)**	**(36.27)**

Notes forming part of the Financial Statements

32 Employee benefits expense

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Salaries and wages	737.04	680.84
Expense on employee stock option schemes (refer note 47)	1.20	-
Contribution to provident and other funds	68.35	67.09
Staff welfare expense	40.18	43.36
	846.77	**791.29**

33 Finance costs

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Interest expense on borrowings	77.52	56.92
Interest expense on lease liabilities	7.52	-
Other borrowing costs	5.17	6.23
	90.21	**63.15**

34 Depreciation and amortisation expense

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Depreciation on property, plant and equipment	257.84	219.39
Amortisation on intangible fixed assets	29.38	14.99
Depreciation on right-of-use assets	14.68	-
	301.90	**234.38**

35 Other expenses

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Consumption of stores and spare parts	102.81	116.46
Job work charges	61.47	76.76
Power and fuel	136.62	149.09
Rent (refer note 46)	27.15	39.38
Repairs and maintenance:		
-Buildings	11.62	11.89
-Machinery	34.38	34.80
-Others	10.51	14.07
Insurance	9.05	5.99
Rates and taxes	3.25	3.42
Travelling and conveyance	55.97	62.32
Director's sitting fee	0.53	0.54
Legal and professional charges *	31.90	35.79
Fixed assets scrapped/ written off	0.86	0.87
Advertisement and sales promotion	10.05	11.62

Notes forming part of the Financial Statements

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Provision/write off for doubtful trade and other receivables, loans and advances (net)	4.05	1.71
Doubtful trade and other receivables, loans and advances written off	0.46	0.06
Royalty expenses	14.20	10.14
Freight and other distribution overheads	84.34	94.15
Warranty (refer note 45)	13.92	14.23
Printing and stationery	4.06	4.07
Corporate social responsibility expense and donations	7.00	4.43
Net loss on foreign currency fluctuations (other than considered as finance cost)	37.94	12.78
Miscellaneous expenses	52.92	64.57
	715.06	**769.14**
Note:		
*Includes payments to the Auditors (excluding taxes)		
Statutory audit	2.32	1.79
Limited review	0.65	0.60
Certification	0.39	0.38
Reimbursement of expenses	0.45	0.25
	3.81	**3.02**

36 Exceptional Items

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Acquisition / amalgamation related expenses *	12.97	-
Impairment of land	1.10	-
	14.07	**-**

*Acquisition related costs of ₹ 5.17 Crores and stamp duty payable on transfer of the assets amounting to ₹ 7.80 Crores had been charged to the Statement of Profit and Loss.

37 Earnings per share

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Net profit after tax as per Consolidated Statement of Profit and loss	154.95	285.62
Weighted average number of Equity Shares (in Nos.):		
- Basic	26,22,16,965	26,19,71,018
- Diluted	26,22,59,799	26,19,71,018
Basic earnings per share in rupees (Face value ₹ 2 per share) (In rupees)	5.91	10.90
Diluted earnings per share in rupees (Face value ₹ 2 per share) (In rupees)	5.91	10.90
Calculation of weighted average number of shares		
For basic earnings per share		
Opening balance of Equity Shares	26,22,16,965	26,11,23,465
Closing balance of equity shares	26,22,16,965	26,22,16,965
Weighted average number of equity share	**26,22,16,965**	**26,19,71,018**
For diluted earnings per share		
Add: Weighted average number of potential shares on account of employee stock options scheme	42,834	-
Weighted average number of equity share	**26,22,59,799**	**26,19,71,018**

Notes forming part of the Financial Statements

38 Contingent liabilities

(a) Claims made against the Group not acknowledged as debts (including interest, wherever applicable):

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Income tax matter *	11.27	4.57
Excise / Sales tax / Service tax / GST matter	9.87	0.71
Others	1.67	2.86
Bank guarantee given to custom authorities and others	0.51	0.87
Total	**23.32**	**9.01**

* The Group has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowed expenses, the tax treatment of certain expenses claimed by the Group as deductions and the computation of, or eligibility of, the Group's use of certain tax incentives or allowances. The Group has a right of appeal to the Commissioner of Income Tax (Appeals), or CIT (A), the Dispute Resolution Panel, or DRP, and to the Income Tax Appellate Tribunal, or ITAT, against adverse decisions by the assessing officer, DRP or CIT (A), as applicable. The income tax authorities have similar rights of appeal to the ITAT against adverse decisions by the CIT (A) or DRP. The Group has a further right of appeal to the High Court or the Hon'ble Supreme Court against adverse decisions by the appellate authorities for matters involving substantial question of law. The income tax authorities have similar rights of appeal. As at 31 March 2020, there are matters and/or disputes pending amounting to Rs 32.06 Crores (Previous year 4.57 Crores).

Future cash outflows in respect of the above would be determinable on finalization of judgments /decisions pending with various forums / authorities.

(b) Group Companies have made sales to various customers against C-form issued under Central Sales Tax Act on account of which the Group Companies have paid 2% sales tax in place of respective higher rates. Total outstanding forms amounting to ₹ 0.53 crore (₹ 2.49 crores as on 31 March 2019). If the Group Companies do not collect the forms in prescribed time, then the Group Companies may have to pay differential tax, including interest and penalty thereon which is not quantifiable.

(c) As per the EPCG terms and conditions, the respective companies within the Group needs to export ₹ 84.47 crores (₹ 49.17 crores as on 31 March 2019) i.e. 6 times of duty saved on import of Capital goods on FOB basis within a period of 6 years. If the respective companies do not export goods in prescribed time, they may have to pay interest and penalty thereon.

(d) An entity in group has availed MSIP incentive from the Ministry of Electronics amounting to ₹ 5.21 crore (31 March 2019 ₹3.42crores). In accordance with the MSIP guidelines, the amount may be refundable to the government if the specified conditions are not fulfilled within prescribed time.

(e) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Further, there are interpretative challenges and considerable uncertainty, including estimating the amount retrospectively.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable reliably and consequently no financial effect has been provided for in the consolidated financial statements.

39 Capital and other commitments (net of advance)

a) Estimated amount of contracts remaining to be executed on account of capital and other commitments (net of advance) and not provided for as at 31 March 2020 aggregates to ₹ 78.17 crores (31 March 2019: ₹ 148.98 crores).

b) Estimated amount of investment to be made as per government incentive scheme is ₹ 318.94 (₹ 488.58 crores as at 31 March 2019).

Notes forming part of the Financial Statements

40 During the year 2002-03, the Director, Town and Country Planning, Chandigarh issued a demand notice on the Parent Company amounting to ₹ 0.39 crore towards revised CLU (change of land use) charges for the land situated at Village Nawada Fatehpur, P.O. Sikanderpur Badda, Gurugram, and Haryana (Manesar land). The Parent Company paid ₹ 0.02 crore and had also filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India, basis which a leave had been granted. Further, the Parent Company had deposited ₹ 0.09 crore as under protest with the authorities. During the previous years, the Parent Company had filed a writ petition with the High Court of Punjab and Haryana in order to cancel the demand notice and obtain a stay on the balance demand. Further, the Parent Company had withdrawn the petition and accordingly had asked Town and Country Planning, Chandigarh to review and waive of the liability of remaining balance of ₹ 0.28 crore and the interest thereon amounting to ₹ 0.50 crore (previous year ₹ 0.47 crore) towards revised CLU charges after adjusting the amount of ₹ 0.11 crore paid earlier.

The Parent Company had applied for grant of license under 'Affordable Housing Policy- 2013' on the land measuring 5 acres in Manesar land and paid scrutiny fee (non-refundable) amounting to ₹ 0.03 crore in this respect, which was received during the previous year. The Parent Company had paid ₹ 0.43 crore towards CLU charges during the year. The Parent Company has further applied for grant of similar license on additional land measuring 5 acres in Manesar land.

During the year, the Parent Company has applied for migration of license received under 'Affordable Housing Policy- 2013' admeasuring 5 acres to "Deen Dayal Awas Yojna Scheme" of the Government and withdrawn other pending applications. Further the Parent Company has applied for Manesar land admeasuring 10 acres (including share of a subsidiary "Mindarika Private Limited") under "Deen Dayal Awas Yojna Scheme" and paid application money of INR 0.92 Crores.

The Parent Company has considered the options of re-locating the manufacturing units from Sector 81, Gurgaon to Bawal, Dharuhera, IMT Manesar, Farrukhnagar. The Parent Company considered factors such as price, distance and convenience of employees and other stake holders' and is of the view that shifting to Farrukhnagar will be a suitable option. In this respect, the Parent Company has approached certain related parties who have land admeasuring 14.37 acres in Farrukhnagar, Haryana (which is close to existing Manesar plant) and have taken land on lease for 99 years at a lump-sum rent of ₹ 0.05 Crores for entire tenure. The Parent Company has applied CLU (change of land use from agricultural to industrial) for Farrukhnagar land. Post approval of CLU, the Parent Company will cancel the lease and purchase the land at fair market price as determined by registered valuer.

41 Segment information

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

As the Group's business activity primarily falls within a single business segment i.e. auto components including electrical parts and its accessories and ancillary services as primary segment, thus there are no additional disclosures to be provided under Ind AS 108 – 'Operating Segments'. The management considers that the various goods and services provided by the Group constitutes single business segment, since the risk and rewards from these services are not different from one another.

Information about geographical areas

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars		As at 31 March 2020	As at 31 March 2019
Revenue from operations*	Within India	4,466.20	4,885.54
	Outside India	998.94	1,022.55
Non-current assets**	Within India	2,309.16	2,005.75
	Outside India	336.97	105.69

* on the basis of location of customers.

** on the basis of location of the assets.

Assets used in the Group's business and liabilities contracted in respect of its business activities, are not identifiable in line with the above geographies as the assets and liabilities contracted are used interchangeably between the geographies.

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits"

A. Defined benefit plan (Gratuity)

Gratuity is payable to all eligible employees of the Group on retirement/exit, death or permanent disablement in terms of the provisions of the Payment of Gratuity Act, 1972.

(i) Risk exposure

Inherent risk

The plan is defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Group to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risks.

Salary inflation risk

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

(ii) Changes in present value of obligation:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Present value of obligation as at the beginning of the year	58.85	44.84
Current service cost	9.44	8.20
Interest cost	4.46	3.88
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions (gain) / loss	(0.01)	(0.16)
- change in financial assumptions	6.93	(0.12)
- experience variance	0.01	(0.32)
Benefits paid	(4.12)	(3.18)
Others	0.56	5.71
Present value of obligation as at the end of year	**76.12**	**58.85**
- Long term	72.24	55.85
- Short term	3.88	3.00

*The Parent Company and its subsidiary is maintaining its gratuity fund with L.I.C. through Gratuity Trust.

(iii) Changes in the fair value of plan assets:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Fair value of plan assets at the beginning of the year	10.68	6.16
Expected return on plan assets	-	0.25
Return on plan assets	0.79	0.73
Benefits paid	(0.30)	(0.18)
Others	-	3.72
Fair value of plan assets at the end of the year	11.17	10.68

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits" (Contd.)

(iv) The amounts recognized in the consolidated balance sheet are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Present value of obligation as at the end of the year	(76.12)	(58.85)
Fair value of plan assets as at the end of the year	11.17	10.68
Unfunded status	(64.95)	(48.17)
Net asset/(liability) recognized in consolidated balance sheet	(64.95)	(48.17)

(v) Expenses recognized in the consolidated statement of profit and loss:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	9.44	8.20
Interest cost	4.46	3.88
Return on plan assets	(0.79)	(0.98)
Expenses recognized in the consolidated statement of profit and loss	13.11	11.10

(vi) Re-measurements recognised in other comprehensive income (OCI):

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial (gains) / losses		
- change in demographic assumptions	(0.01)	(0.16)
- change in financial assumptions	6.93	(0.12)
- experience variance (i.e. Actual experience vs assumptions)	0.01	(0.32)
Components of defined benefit costs recognised in other comprehensive income	**6.93**	**(0.60)**

(vii) Maturity profile of defined benefit obligation:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Expected cash flows over the next (valued on undiscounted basis)	For the year ended 31 March 2020	For the year ended 31 March 2019
Within 1 year	5.24	4.13
2 to 5 years	14.41	12.65
6 to 10 years	26.17	21.89
More than 10 years	164.06	138.35

(viii) Principal actuarial assumptions at the balance sheet date are as follows:

a) Economic assumptions:

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate taking account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate	6.85%	7.35% - 7.85%
Future salary increase	6.00% - 8.00%	6.5% - 9.00%
Expected return on plant assets	8.00%	8.00%

UNO MINDA

Notes forming part of the Financial Statements

42 Disclosure pursuant to Ind AS 19 on "Employee Benefits" (Contd.)

b) Demographic assumptions:

Particulars	As at 31 March 2020	As at 31 March 2019
i) Retirement Age (Years)	55-60	55-60
ii) Mortality Table	IALM (2006-08); IALM (2012-14)	IALM (2006-08)
iii) Ages	Withdrawal Rate (%)	
Up to 30 years	3.00% to 25.00%	3.00%
From 31 to 44 years	2.00%	2.00%

(ix) Sensitivity analysis for significant assumptions:

Increase/(Decrease) on present value of defined benefits obligation at the end of the year

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
1% increase in discount rate	(63.40)	(46.75)
1% decrease in discount rate	81.51	59.26
1% increase in salary escalation rate	80.28	58.46
1% decrease in salary escalation rate	(64.14)	(47.24)
50% increase in attrition rate	(70.72)	(52.18)
50% decrease in attrition rate	72.81	52.72
10% increase in mortality rate	(71.60)	(52.44)
10% decrease in mortality rate	71.61	52.42

43 Income taxes

Reconciliation of effective tax rate:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before income tax expense (inclusive of other comprehensive income excluding share of profit in associates and joint ventures)	248.11	454.22
Tax at India's tax rate of 34.944% (previous year 34.608%)	86.70	158.72
Tax effect of amounts which are not deductible in calculating taxable income (net off exempt income)	12.75	1.37
Tax on foreign dividend	(3.80)	(3.29)
Weighted deduction for expenditure incurred on research and development	(11.48)	(13.53)
Difference of tax rate due to subsidiaries having lower tax rate	(7.76)	(6.39)
Unabsorbed losses where deferred tax not recognised	9.20	0.07
Change in tax rates	(7.73)	(3.54)
Other adjustments	(2.95)	0.87
Income tax expense (inclusive of other comprehensive income tax component)	**74.93**	**134.29**

Notes forming part of the Financial Statements

44 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the said Memorandum. Accordingly, the disclosures in below respect of the amounts payable to such enterprises as at the year-end has been made based on information received and available with the Group.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	87.97	64.61
- Interest	0.30	0.31
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006)	0.04	-
The Amounts of the payments made to micro and small suppliers beyond the appointed day during the year	245.49	251.81
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	1.67	1.06
The amount of interest accrued and remaining unpaid at the end of the year	1.97	1.37
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006	-	-

45 Provision for contingencies

Warranty

The Group has made warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimate and past trends. Actual expenses for warranty are charged directly against the provision. Un-utilized provision is reversed on expiry of the warranty period. The movement of the provision is as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Balance as at beginning of the year	17.55	11.85
Add: Provision made during the year	13.92	14.23
Less: Utilized/ reversed during the year	(14.94)	(8.53)
Balance as at the end of the year	**16.53**	**17.55**
Non-current	6.79	3.27
Current	9.74	14.28

46 Lease

(i) Effective 01 April 2019, the Group adopted Ind AS 116 "Leases", applied to all lease contracts existing on 01 April 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings as on the date of initial application. Accordingly, the Group is not required to restate the comparative information.

On 01 April 2019, the Group has recognised a lease liability measured at the present value of the remaining lease payments and Right-of-Use (ROU) assets at its carrying amount as if the standard had been applied since the lease commencement date, but discounted using the lessee's incremental borrowing rate as at 01 April 2019. This has resulted in recognizing a "Right of use assets" of ₹ 95.77 Crores and a corresponding "Lease liability" of ₹ 110.62 Crores by adjusting retained earnings net of taxes of ₹ 10.10 Crores as on 01 April 2019. In respect of leases that were classified as finance leases, on applying Ind AS 17, ₹ 26.22 Crores have been reclassified from "Property, plant & equipment" to "Right of use asset".

Notes forming part of the Financial Statements

Consequently, in the statement of profit and loss for the current period, the nature of expenses in respect of operating leases has changed from "Rent" in previous period to "Depreciation and amortisation expense" for the right of use assets and "Finance cost" for interest accrued on lease liability. As a result the "Rent", "Depreciation and amortisation expense" and "Finance cost" of the current period is not comparable to the earlier periods.

To the extent the performance of the current period is not comparable with earlier period results, the reconciliation of above effect on consolidated statement of profit and loss for the quarter and year ended 31 March 2020 is as under:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Adjustments to increase / (decrease) in net profit	Year ended 31 March 2020 comparable basis	Changes due to Ind AS 116	Year ended 31 March 2020 as reported
Rent	44.85	(17.70)	27.15
Depreciation and amortisation expenses	287.55	14.35	301.90
Finance Cost	82.63	7.58	90.21
Profit before tax	**256.47**	**(4.23)**	**252.24**
Less: Tax expense	(78.43)	0.93	(77.50)
Profit after tax	**178.04**	**(3.30)**	**174.74**

(ii) The following is the break-up of current and non-current lease liabilities:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Current lease liabilities	18.29	-
Non-current lease liabilities	97.93	-
Total	**116.22**	**-**

The maturity analysis of lease liabilities are disclosed in note 50

(iii) Lease commitments are the undiscounted future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases with term less than twelve months and leases of low value assets.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020
Payable within one year	15.91
Payable between one to five years	1.44
Payable after five years	-
Total	**17.35**

47 Share based payments

(a) UNO Minda Employee Stock Option Scheme – 2019

The shareholders of the Parent Company had approved the UNO Minda Employee Stock Option Scheme – 2019 (herein referred as UNOMINDA ESOS-2019) through postal ballot resolution dated March 25, 2019.

During the year, the NRC has approved and granted options to Eligible Employees of the Parent Company and its Subsidiaries. The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of stock options at nominal value to eligible employees as determined by the Nomination and Remuneration Committee from time to time. The vesting conditions under this scheme include the Company achieving the target market capitalisation. The maximum number of equity shares to be allotted under the scheme against the options granted till date are 1,012,259 at an exercise price of ₹ 325/- each. The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from

Notes forming part of the Financial Statements

47 Share based payments (Contd.)

time to time.

Particulars	Scheme Name
Scheme	**Minda Employee Stock Option Scheme 2019**
Year	2019-20
Date of Grant	16-May-19
No. of options granted	10,12,259
Vesting conditions	Achieving target of market capitalization of the Company on or before 31 May 2022
Exercise period	2 Year from the date of Vesting
Exercise price (₹) per share	325/-
Fair value of the option on the date of grant (₹) per share	41.31/-

No. of Share outstanding at year end for Minda Employee Stock Option Scheme 2019

Particulars	For Year ended 31 March 2020
Outstanding at the beginning of the year	-
Granted during the year	10,12,259
Forfeited/ Expired during the year	-
Exercised during the year*	-
Exercisable at the end of the year	-
Outstanding at the end of the year	10,12,259
Weighted average exercise price during the year (₹) per share	NA

Fair valuation

The fair value of options has been done by an independent merchant banker on the date of grant using the Binomial Model.

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 March 2020
Risk-free interest rate (%)	7.13%
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	4 years
Expected volatility (%)	41%
Dividend yield	0.63%

The Risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities or 10 years Government bonds. Volatility calculation is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure volatility is used in option- pricing model is the annualized standard deviation of the continuously compounded rate of the return of the stock over a period of time. The dividend yield for the year is derived by dividing the dividend for the period with the current market price.

(b) Minda Employee Stock Option Scheme 2016

The members of the Company had approved 'Minda Employee Stock Option Scheme 2016' at the Annual General Meeting held on 11 August 2016.The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of Performance Shares at nominal value to eligible management employees as determined by the Compensation Committee of the Board of Directors from time to time. The performance measures under this scheme include Group achieving the target market capitalisation. The maximum number of equity shares to be allotted under the scheme are 1,500,000. The number of options granted under the 2016 Performance Share Schemes are 888,000 equity shares at an exercise price of ₹ 180/- each and 98,750 equity shares at an exercise price of ₹ 392/- each.

Notes forming part of the Financial Statements

47 Share based payments (Contd.)

The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

During the year, the Company has issued bonus shares in the proportion of two equity shares for every one existing equity shares of ₹ 2 per share. Accordingly, the number of options granted to eligible employees is adjusted in the same proportion for the unexcercised options as on the date of issue of bonus shares.

Particulars	Scheme Name	Scheme Name
Scheme	**Minda Employee Stock Option Scheme 2016**	**Minda Employee Stock Option Scheme 2016**
Year	2016-17	2016-17
Date of Grant	23-Nov-16	21-Mar-17
No. of options granted	8,88,000	98,750
Vesting conditions	Achieving target of market capitalization of the Company on or before 31 March 2018	Achieving target of market capitalization of the Company on or before 31 March 2018
Exercise period	1 Year from the date of vesting	1 Year from the date of vesting
Exercise price (₹) per share	180/-	392/-
Fair value of the option on the date of grant (₹) per share	99.11/-	71.75/-

No. of Share outstanding at year end for Minda Employee Stock Option Scheme 2016

Particulars	As at 31 March 2019
Outstanding at the beginning of the year	3,64,500
Granted during the year	-
Forfeited/ Expired during the year	-
Exercised during the year*	3,64,500
Exercisable at the end of the year	-
Outstanding at the end of the year	-
Weighted average exercise price during the year (₹) per share	222/-

The Employee Stock Option Plan includes employees of Minda Industries Limited and its subsidiaries.

	Pre Bonus	Post Bonus
* The number of shares issued during the year ended 31 March 2019.	1,30,000	7,03,500

Fair valuation

The fair value of options has been done by an independent merchant banker on the date of grant using the Black-Scholes Model.

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 March 2019
Risk-free interest rate (%)	6.13% - 6.51%
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	1.53 years - 1.85 years
Expected volatility (%)	27.92% - 43.62%
Dividend yield	4.61% - 6.90%

The risk free interest rates are determined based on the zero-coupon yield curve for Government Securities or Government bonds with maturity equal to the expected term of the option. Volatility calculation is based on annualized standard deviation of the continuously compounded rate of return of the stock over a period of time. The historical period taken into account to match the expected life of the option. Dividend yield has been arrived by dividing the dividend for the period with the current market price.

Notes forming part of the Financial Statements

48 The Group Companies have established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group Companies are in the process of updating the documentation for the transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by due date as required under the law. The management is of the opinion that its transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

49 On 14 February, 2019, the board of directors of the Company approved composite scheme of amalgamation (the Scheme) of Harita Limited ("Transferor Company 1") and Harita Venu Private Limited ("Transferor Company 2") and Harita Cheema Private Limited ("Transferor Company 3") and Harita Financial Services Limited ("Transferor Company 4") and Harita Seating Systems Limited ("Transferor Company 5") and Minda Industries Limited ("Transferee Company") subject to necessary approvals of shareholders, creditors, SEBI, Stock Exchanges, the Reserve Bank of India, other governmental authorities and third parties as may be required.

The scheme provides for

(i) Amalgamation of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3 and the Transferor Company 4 with the Transferee Company, and the consequent issue of equity shares or non-convertible redeemable preference shares by the Transferee Company in the manner set out in the Scheme; and

(ii) Amalgamation of Transferor Company 5 with the Transferee Company, and the consequent issue of equity shares or non-convertible redeemable preference shares by the Transferee Company in the manner set out in this scheme.

On the Scheme of amalgamation becoming effective, the Company may issue

(i) 125,27,570 equity shares having face value of ₹ 2 each (after considering cancellation of shares on account of cross holding) if all the shareholders of Transferor Companies (1 to 4) and Transferor Company 5 opt for equity shares of Transferee Company

Or

(ii) 336,81,738 preference shares having face value of ₹ 100/- each (after considering cancellation of shares on account of cross holding) if all the shareholders of Transferor Companies (1 to 4) and Transferor Company 5 opt for preference shares of Transferee Company.

The appointed date of the amalgamation as per scheme is 01 April 2019. During the year, the Parent Company filed Application before NCLT, New Delhi and the process of NCLT approval is under progress. Appropriate accounting treatment of the Scheme will be done post receipt of NCLT approval.

50 Financial risk management objectives

The Group, as an active supplier for the automobile industry expose its business and products to various market risks, credit risk and liquidity risk. The Group's decentralised management structure with the main activities in the plants make necessary organised risk management system. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. Below notes explain the sources of risks in which the Group is exposed to and how it manages the risks:

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and price risks, such as equity price risk and commodity price risk. The sensitivity analyses in the following sections relate to the position as at 31 March 2020. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

Notes forming part of the Financial Statements

50 Financial Risk Management (Contd.)

(i) Foreign currency risk

The Group's risk management policy is to hedge a part of its estimated foreign currency exposure in respect of forecast sales and purchases. The Group uses forward exchange contracts and currency options to hedge its currency risk.

Nature of Contracts	Currency Hedged	Outstanding Foreign Currency amount as at 31 March 2020*	Amount (₹)	Outstanding Foreign Currency amount as at 31 March 2019*	Amount (₹)
Forward exchange contracts (Trade Receivables)	USD	500,000	3.77	300,000	2.08
Forward exchange contracts (Trade Receivables)	EURO	250,000	2.08	-	-
Cross currency and interest rate swaps (to hedge the foreign currency loan)	USD	5,397,097	40.69	6,500,000	44.96
Forward exchange contracts (Trade Payables)	JPY	65,000,000	4.53	-	-
Forward exchange contracts (Trade Payables)	USD	2,052,880	15.48	-	-
Forward exchange contracts (Trade Payables)	EURO	477,000	3.96	-	-
Currency options (to hedge the ECB loan)	EURO	17,369,109	144.25	1,890,275	14.69
Currency options (to hedge the ECB loan)	USD	14,945,140	112.67	-	-

* Foreign currency figures in absolute

Particulars of un-hedged foreign currency exposure

Currency	As at 31 March 2020			As at 31 March 2019		
	Foreign currency Amount in crores	Exchange rate (in ₹)	Amount	Foreign currency Amount in crores	Exchange rate (in ₹)	Amount
Trade receivables						
USD	0.50	75.39	37.45	1.10	69.17	76.31
EUR	0.26	83.05	21.88	0.22	77.70	17.25
JPY	3.02	0.70	2.10	13.47	0.63	8.42
GBP	0.00	93.08	0.10	0.00	90.48	0.03
Trade payable & Capital creditors						
USD	1.91	75.39	143.99	1.23	69.17	85.38
JPY	21.76	0.70	15.16	62.84	0.63	39.29
EUR	0.13	83.05	10.66	0.10	77.70	7.75
TWD	0.05	2.24	0.12	0.03	2.24	0.07
SGD	-	52.97	-	0.01	51.08	0.41
THB	0.50	2.31	1.14	0.34	2.24	0.77
CNY	-	10.73	-	0.05	10.35	0.55
Advance to vendors						
CHF	-	-	-	0.00	68.52	0.07
EUR	0.00	83.05	0.04	0.00	77.70	0.27
USD	0.26	75.39	19.60	0.14	69.17	9.61
GBP	-	93.08	-	0.00	90.48	0.01
JPY	1.21	0.70	0.84	1.12	0.63	0.70
SGD	-	52.97	-	0.02	51.08	1.03
Advance from customers						
USD	0.01	75.39	0.75	0.00	69.17	0.20
EUR	0.00	83.05	0.01	0.00	77.70	0.00
Bank balances						
TWD	0.00	2.24	0.01	0.07	2.24	0.16
USD	0.11	75.39	8.29	0.15	69.17	10.35
JPY	3.30	0.70	2.30	3.79	0.63	2.37
EUR	0.03	83.05	2.49	0.04	77.70	3.16
Borrowings						
USD	3.54	75.39	266.87	2.16	69.17	149.75
USD	0.42	83.05	34.88	0.14	77.70	10.81

Notes forming part of the Financial Statements

50 Financial Risk Management (Contd.)

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in currency exchange rates, with all other variables held constant. The impact on the Group profit before tax is due to changes in the fair value of monetary assets and liabilities.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Exposure gain/(loss)	As at 31 March 2020		As at 31 March 2019	
Particulars	**Change +1%**	**Change -1%**	**Change +1%**	**Change -1%**
Trade receivables				
USD	0.37	(0.37)	0.76	(0.76)
EUR	0.22	(0.22)	0.17	(0.17)
JPY	0.02	(0.02)	0.08	(0.08)
GBP	0.00	(0.00)	0.00	(0.00)
Trade payables				
USD	(1.44)	1.44	(0.85)	0.85
JPY	(0.15)	0.15	(0.39)	0.39
EUR	(0.11)	0.11	(0.08)	0.08
TWD	(0.00)	0.00	(0.00)	0.00
SGD	-	-	(0.00)	0.00
THB	(0.01)	0.01	(0.01)	0.01
CNY	-	-	(0.01)	0.01
Advance to vendors				
CHF	-	-	0.00	(0.00)
EUR	0.00	(0.00)	0.00	(0.00)
USD	0.20	(0.20)	0.10	(0.10)
GBP	-	-	0.00	(0.00)
JPY	0.01	(0.01)	0.01	(0.01)
SGD	-	-	0.01	(0.01)
Advance from customers				
USD	(0.01)	0.01	(0.00)	0.00
EUR	(0.00)	0.00	(0.00)	0.00
Bank balances				
TWD	0.00	(0.00)	0.00	-
USD	0.08	(0.08)	0.10	(0.10)
JPY	0.02	(0.02)	0.02	(0.02)
EUR	0.02	(0.02)	0.03	(0.03)
Borrowings				
USD	(2.67)	2.67	(1.50)	1.50
EUR	(0.35)	0.35	(0.11)	0.11

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Group to cash flow interest rate risk. During 31 March 2020 and 31 March 2019, the Group's borrowings at variable rate were mainly denominated in INR, EURO and USD.

The Group's fixed rate borrowings are carried at amortised cost.

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate borrowings	1,036.07	929.29
Fixed rate borrowings	139.95	151.93
Total	**1,176.02**	**1,081.23**

Notes forming part of the Financial Statements

50 Financial Risk Management (Contd.)

Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Impact on profit before tax	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Increase by 0.5%	(5.18)	(4.65)
Decrease by 0.5%	5.18	4.65

(iii) Commodity price risks

Fluctuation in commodity price in market affects directly or indirectly the price of raw material and components used by the Group. The Group sells its products mainly to auto makers (Original Equipment Manufacturer) whereby there is a regular negotiation / adjustment of prices on the basis of changes in commodity prices.

b) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimised cost.

(i) The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(All amounts in Indian ₹ Crore, unless otherwise stated)

As at 31 March 2020	0-1 Years	1-5 Years	More than 5 Years	Total
Borrowings	395.69	653.65	126.68	1,176.02
Lease liabilities	18.29	45.04	52.89	116.22
Trade payable	962.79	-	-	962.79
Other financial liabilities	133.58	75.14	-	208.72
As at 31 March 2019				
Borrowings	474.89	581.94	24.40	1,081.23
Lease liabilities	-	-	-	-
Trade payable	797.82	-	-	797.82
Other financial liabilities	105.41	75.58	-	180.99

(ii) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	As at 31 March 2020	As at 31 March 2019
Floating rate	As per Note 21	As per Note 21
- Expiring within one year (cash credit and other facilities)	224.89	54.98

c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Group and arises principally from the Group's receivables from customers and deposits with banking institutions. The maximum amount of the credit exposure is equal to the carrying amounts of these receivables.

The Group has developed guidelines for the management of credit risk from trade receivables. The Group's primary customers are major automobile manufacturers (OEMs) with good credit ratings. All clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default. The Group has deposited liquid funds at various banking institutions. No impairment loss is considered necessary in respect of fixed deposits that are with recognised commercial banks and are not past due over past years.

Notes forming part of the Financial Statements

51 **(i) The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations**

(All amounts in Indian ₹ Crore, unless otherwise stated)

As at 31 March 2020	Minda Kyoraku Limited	Minda Kosei Aluminum Wheel Private Limited	Mindarika Private Limited
NCI percentage	**32.40%**	**30.01%**	**49.00%**
Non-current assets	108.97	507.52	219.88
Current assets	62.28	159.62	171.82
Non-current liabilities	28.49	164.46	54.11
Current liabilities	40.79	136.50	120.47
Net assets	101.97	366.18	217.12
Net assets attributable to NCI	**33.04**	**109.89**	**106.39**
Revenue	158.83	533.91	711.35
Profit/(Loss)	6.22	65.54	26.16
OCI	(0.29)	(0.42)	(0.42)
Total comprehensive income	5.93	65.12	25.74
Profit/(Loss) allocated to NCI	**2.02**	**19.67**	**12.82**
OCI allocated to NCI	**(0.09)**	**(0.13)**	**(0.21)**
Total comprehensive income allocated to NCI	**1.92**	**19.54**	**12.61**
Cash flows from (used in) operating activities	42.44	219.41	102.59
Cash flows from (used in) investing activities	(3.95)	(81.38)	(25.58)
Cash flows from (used in) financing activities	(9.36)	(130.75)	(57.86)
Net increase (decrease) in cash and cash equivalents	**29.13**	**7.28**	**19.15**

(All amounts in Indian ₹ Crore, unless otherwise stated)

As at 31 March 2019	Minda Kyoraku Limited	Minda Kosei Aluminum Wheel Private Limited	Mindarika Private Limited
NCI percentage	**32.40%**	**30.01%**	**49.00%**
Non-current assets	115.36	515.33	212.86
Current assets	51.82	187.41	194.37
Non-current liabilities	34.33	264.36	46.32
Current liabilities	33.90	137.33	146.96
Net assets	98.95	301.05	213.95
Net assets attributable to NCI	**32.06**	**90.35**	**104.84**
Revenue	157.76	599.74	801.36
Profit/(Loss)	11.91	56.33	48.75
OCI	0.10	(0.07)	0.25
Total comprehensive income	12.01	56.26	49.00
Profit/(Loss) allocated to NCI	**3.86**	**16.90**	**23.89**
OCI allocated to NCI	**0.03**	**(0.02)**	**0.12**
Total comprehensive income allocated to NCI	**3.89**	**16.88**	**24.01**
Cash flows from (used in) operating activities	9.31	97.42	59.13
Cash flows from (used in) investing activities	(62.81)	(125.92)	(57.55)
Cash flows from (used in) financing activities	28.22	15.19	(24.08)

Notes forming part of the Financial Statements

Net increase (decrease) in cash and cash equivalents	**(25.28)**	**(13.31)**	**(22.50)**

(ii) Details of subsidiaries which have been consolidated are as follows:

Name of Company	Country of Incorporation	Ownership interest held by Group		Non Controlling Interest	Non Controlling Interest	Reporting date used for consolidation
		As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	
Subsidiaries						
Minda Kyoraku Limited	India	67.60%	67.60%	32.40%	32.40%	31 March 2020
Minda Kosei Aluminum Wheel Private Limited	India	69.99%	69.99%	30.01%	30.01%	31 March 2020
Minda TG Rubber Private Ltd.	India	51.00%	51.00%	49.00%	49.00%	31 March 2020
Minda Storage Batteries Private Limited	India	100.00%	100.00%	-	-	31 March 2020
YA Auto Industries (partnership firm)	India	51.00%	51.00%	49.00%	49.00%	31 March 2020
Minda Katolec Electronic Services Private Limited	India	51.00%	51.00%	49.00%	49.00%	31 March 2020
Mindarika Private Limited	India	51.00%	51.00%	49.00%	49.00%	31 March 2020
iSYS RTS GmbH	Germany	80.00%	80.00%	20.00%	20.00%	31 March 2020
MI Torica India Private Limited	India	60.00%	60.00%	40.00%	40.00%	31 March 2020
Downstream subsidiary of MI Torica India Private Limited						
MITIL Polymer Private Limited	India	57.00%	57.00%	43.00%	43.00%	31 March 2020
Global Mazinkert S.L.	Spain	100.00%	100.00%	-	-	31 March 2020
Downstream subsidiaries of Global Mazinkert, S.L.						
Clarton Horn, Spain	Spain	100.00%	100.00%	-	-	31 March 2020
Clarton Horn, Morocco	Morocco	100.00%	100.00%	-	-	31 March 2020
Clarton Horn, Signalkoustic	Germany	100.00%	100.00%	-	-	31 March 2020
Clarton Horn, Mexico	Mexico	100.00%	100.00%	-	-	31 March 2020
Light & Systems Technical Centre, S.L. Spain	Spain	100.00%	100.00%	-	-	31 March 2020
PT Minda Asean Automotive	Indonesia	100.00%	100.00%	-	-	31 March 2020
Downstream subsidiary of PT Minda Asean Automotive						
PT Minda Trading	Indonesia	100.00%	100.00%	-	-	31 March 2020
Sam Global Pte Ltd.	Singapore	100.00%	100.00%	-	-	31 March 2020
Downstream subsidiaries of Sam Global Pte Ltd.						
Minda Industries Vietnam Company Limited	Vietnam	100.00%	100.00%	-	-	31 March 2020
Minda Germany GmbH	Germany	100.00%	-	-	-	31 March 2020
Downstream subsidiary of Minda Germany GmbH						
Delvis GmbH	Germany	100.00%	-	-	-	31 March 2020
Downstream subsidiaries of Delvis GmbH						

Notes forming part of the Financial Statements

Delvis Products GmbH	Germany	100.00%	-	-	-	31 March 2020
Delvis Solutions GmbH	Germany	100.00%	-	-	-	31 March 2020

(iii) Details of joint ventures and associates which have been accounted as per equity method are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Name of Company	Country of incorporation	% of Ownership interest at 31.03.2020	Quoted fair value as at #		Carrying amount as at	
			31 March 2020	31 March 2019	31 March 2020	31 March 2019
Interest in joint ventures consolidating using equity method of accounting						
Minda Emer Technologies Limited	India	49.10%	-	-	5.07	3.26
Rinder Riduco, S.A.S. Columbia	Columbia (USA)	50.00%	-	-	8.88	7.17
ROKI Minda Co. Pvt. Ltd.	India	49.00%	-	-	92.11	73.54
Minda TTE DAPS Private Limited	India	50.00%	-	-	3.38	3.47
Minda Onkyo India Private Limited	India	50.00%	-	-	-	0.72
Denso ten Minda India Private Limited	India	49.00%	-	-	45.51	41.07
Minda D-ten India Private Limited	India	51.00%	-	-	7.33	6.55
Toyoda Gosei Minda India Pvt. Ltd.	India	47.80%			193.05	193.22
Kosei Minda Mould Private Limited	India	49.90%			4.61	6.26
Interest in associates consolidating using equity method of accounting			**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**
Minda NexGenTech Limited	India	26.00%	-	-	0.99	0.83
Yogendra Engineering (partnership firm)	India	48.90%	-	-	0.08	0.01
Auto Components (partnership firm)	India	48.90%	-	-	2.91	3.42
Kosei Minda Aluminum Company Pvt. Ltd.	India	30.00%	-	-	8.20	15.96

As all entities are unlisted therefore there is no quoted price.

Notes forming part of the Financial Statements

(iv) Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III

For the year ended 31 March 2020

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in ₹ crore	As % of consolidated profit or loss	Amount in ₹ crore	As % of consolidated other comprehensive income	Amount in ₹ crore	As % consolidated of total comprehensive income	Amount in ₹ crore
Holding Company								
Minda Industries Limited	72.43%	1,315.07	69.09%	107.05	252.28%	(3.43)	67.47%	103.62
Subsidiary Companies								
Indian								
Minda Kyoraku Limited	5.62%	101.97	4.01%	6.22	21.33%	(0.29)	3.86%	5.93
Minda Kosei Aluminum Wheel Private Limited	20.17%	366.18	42.30%	65.54	30.89%	(0.42)	42.40%	65.12
Minda TG Rubber Private Ltd.	2.29%	41.53	-1.77%	(2.75)	-0.74%	0.01	-1.78%	(2.74)
Minda Storage Batteries Private Limited	6.31%	114.55	-9.24%	(14.31)	18.39%	(0.25)	-9.48%	(14.56)
YA Auto Industries (partnership firm)	0.30%	5.53	5.18%	8.03	0.00%	-	5.23%	8.03
Minda Katolec Electronic Services Private Limited	-0.25%	(4.54)	-7.83%	(12.13)	-3.68%	0.05	-7.87%	(12.08)
Mindarika Private Limited	11.96%	217.12	16.88%	26.16	30.89%	(0.42)	16.76%	25.74
MI Torica India Private Limited	1.23%	22.37	1.92%	2.97	5.15%	(0.07)	1.89%	2.90
Foreign								
Global Mazinkert S.L.	2.99%	54.29	-11.46%	(17.75)	-617.83%	8.40	-6.09%	(9.35)
PT Minda Asean Automotive	4.88%	88.65	20.17%	31.26	425.13%	(5.78)	16.59%	25.48
Sam Global Pte Ltd.	1.37%	24.83	3.94%	6.11	35.30%	(0.48)	3.67%	5.63
iSYS RTS GmbH	0.93%	16.91	0.88%	1.37	-82.38%	1.12	1.62%	2.49
Minority interest in all subsidiaries								
Indian								
Minda Kyoraku Limited	-1.82%	(33.04)	-1.30%	(2.02)	-6.91%	0.09	-1.25%	(1.92)
Minda Kosei Aluminum Wheel Private Limited	-6.05%	(109.89)	-12.69%	(19.67)	-9.27%	0.13	-12.72%	(19.54)
Minda TG Rubber Private Ltd.	-1.12%	(20.35)	0.87%	1.35	0.36%	(0.00)	0.87%	1.34
YA Auto (partnership firm)	-0.15%	(2.71)	-2.54%	(3.93)	0.00%	-	-2.56%	(3.93)
Minda Katolec Electronic Services Private Limited	0.12%	2.22	3.84%	5.94	1.80%	(0.02)	3.85%	5.92
Mindarika Private Limited	-5.86%	(106.39)	-8.27%	(12.82)	-15.14%	0.21	-8.21%	(12.61)
MI Torica India Private Limited	-0.51%	(9.31)	-0.84%	(1.30)	-2.06%	0.03	-0.83%	(1.27)

Notes forming part of the Financial Statements

(iv) Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III (Contd.)

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in ₹ crore	As % of consolidated profit or loss	Amount in ₹ crore	As % of consolidated other comprehensive income	Amount in ₹ crore	As % consolidated of total comprehensive income	Amount in ₹ crore
Foreign								
iSYS RTS GmbH	-0.19%	(3.38)	-0.18%	(0.27)	16.48%	(0.22)	-0.32%	(0.50)
Associate Companies (Investment as per Equity method)								
Indian								
Minda NexGenTech Limited	-	-	0.11%	0.17	-	-	0.11%	0.17
Yogendra Engineering (partnership firm)	-	-	0.00%	-	-	-	0.00%	-
Auto Components (partnership firm)	-	-	1.73%	2.68	-	-	1.74%	2.68
Kosei Minda Aluminum Company Private Limited	-	-	-5.01%	(7.76)	-	-	-5.05%	(7.76)
Joint venture companies (As per equity method)								
Indian								
Minda Emer Technologies Limited	-	-	1.12%	1.74	-	-	1.13%	1.74
Rinder Riduco S.A.S.	-	-	1.10%	1.70	-	-	1.11%	1.70
ROKI Minda Co. Pvt. Ltd.	-	-	11.98%	18.57	-	-	12.09%	18.57
Minda TTE DAPS Private Limited	-	-	-0.01%	(0.02)	-	-	-0.01%	(0.02)
Minda Onkyo Private Limited	-	-	-6.61%	(10.24)	-	-	-6.67%	(10.24)
Denso Ten Minda India Private Limited	-	-	4.34%	6.72	-	-	4.38%	6.72
Minda D-Ten India Private Limited	-	-	0.79%	1.23	-	-	0.80%	1.23
Toyoda Gosei Minda India Pvt. Ltd	-	-	-0.11%	(0.17)	-	-	-0.11%	(0.17)
Kosei Minda Mould Private Limited	-	-	-1.06%	(1.65)	-	-	-1.07%	(1.65)
Total eliminations	**-14.64%**	**(265.90)**	**-21.35%**	**(33.08)**	**-**	**-**	**-21.54%**	**(33.08)**
TOTAL	**100.00%**	**1,815.72**	**100.00%**	**154.95**	**100.00%**	**(1.36)**	**100.00%**	**153.59**

Notes forming part of the Financial Statements

(iv) Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III (Contd.)

For the year ended 31 March 2019

Particulars	Net assets (Total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in ₹ crore	As % of consolidated profit or loss	Amount in ₹ crore	As % of consolidated other comprehensive income	Amount in ₹ crore	As % consolidated of total comprehensive income	Amount in ₹ crore
Holding Company								
Minda Industries Limited	72.90%	1,242.26	65.75%	187.81	1.41%	(0.01)	65.91%	187.80
Subsidiary Companies								
Indian								
Minda Kyoraku Limited	5.81%	98.95	4.17%	11.91	-14.15%	0.10	4.21%	12.01
Minda Kosei Aluminum Wheel Private Limited	17.67%	301.05	19.72%	56.33	9.31%	(0.07)	19.75%	56.26
Minda TG Rubber Private Ltd.	2.60%	44.28	4.34%	12.39	12.70%	(0.09)	4.32%	12.30
Minda Storage Batteries Private Limited	7.58%	129.11	-5.79%	(16.53)	1.89%	(0.01)	-5.81%	(16.55)
YA Auto Industries (partnership firm)	0.25%	4.20	2.70%	7.71	-	-	2.71%	7.71
Minda Katolec Electronic Services Private Limited	0.50%	8.57	-2.11%	(6.03)	-	-	-2.12%	(6.03)
Mindarika Private Limited	12.55%	213.95	17.07%	48.75	-35.15%	0.25	17.20%	49.00
MI Torica India Private Limited	1.20%	20.47	1.54%	4.40	-4.23%	0.03	1.55%	4.43
Foreign								
Global Mazinkert S.L.	3.67%	62.57	4.00%	11.43	567.27%	(4.02)	2.60%	7.41
PT Minda Asean Automotive	4.42%	75.33	7.28%	20.78	-324.56%	2.30	8.10%	23.08
Sam Global Pte Ltd.	2.19%	37.31	5.32%	15.19	-172.16%	1.22	5.76%	16.41
iSYS RTS GmbH	0.89%	15.18	0.64%	1.84	52.21%	(0.37)	0.52%	1.47
Minority interest in all subsidiaries								
Indian								
Minda Kyoraku Limited	-1.88%	(32.06)	-1.35%	(3.86)	4.59%	(0.03)	-1.37%	(3.89)
Minda Kosei Aluminum Wheel Private Limited	-5.30%	(90.35)	-5.92%	(16.90)	-2.79%	0.02	-5.93%	(16.88)
Minda TG Rubber Private Ltd.	-1.27%	(21.70)	-2.13%	(6.07)	-6.22%	0.04	-2.12%	(6.03)
YA Auto (partnership firm)	-0.12%	(2.06)	-1.39%	(3.97)	-	-	-1.39%	(3.97)
Minda Katolec Electronic Services Private Limited	-0.25%	(4.20)	1.03%	2.95	-	-	1.04%	2.95
Mindarika Private Limited	-6.15%	(104.84)	-8.36%	(23.89)	17.22%	(0.12)	-8.43%	(24.01)
MI Torica India Private Limited	-0.50%	(8.48)	-0.62%	(1.76)	1.69%	(0.01)	-0.62%	(1.77)
Foreign								
iSYS RTS GmbH	-0.18%	(3.04)	-0.13%	(0.37)	-10.44%	0.07	-0.10%	(0.29)

Notes forming part of the Financial Statements

(iv) Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III (Contd.)

Particulars	Net assets (Total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in ₹ crore	As % of consolidated profit or loss	Amount in ₹ crore	As % of consolidated other comprehensive income	Amount in ₹ crore	As % consolidated of total comprehensive income	Amount in ₹ crore
Associate companies (Investment as per equity method)								
Indian								
Minda NexGenTech Limited	-	-	0.12%	0.34	-	-	0.12%	0.34
Yogendra Engineering (partnership firm)	-	-	0.00%	(0.00)	-	-	0.00%	(0.00)
Auto Components (partnership firm)	-	-	0.93%	2.67	-	-	0.94%	2.67
Kosei Minda Aluminum Company Private Limited	-	-	-1.07%	(3.07)	-	-	-1.08%	(3.07)
Joint venture companies (As per equity method)								
Indian								
Minda Emer Technologies Limited	-	-	0.30%	0.87	-	-	0.31%	0.87
Rinder Riduco S.A.S.	-	-	0.42%	1.19	-	-	0.42%	1.19
ROKI Minda Co. Pvt. Ltd.	-	-	4.32%	12.35	-	-	4.33%	12.35
Minda TTE DAPS Private Limited	-	-	-0.27%	(0.76)	-	-	-0.27%	(0.76)
Minda Onkyo Private Limited	-	-	-2.21%	(6.32)	-	-	-2.22%	(6.32)
"Denso Ten Minda India Private Limited (Formerly Fujitsu Ten Minda India Private Limited)"	-	-	3.18%	9.08	-	-	3.19%	9.08
Minda D-Ten India Private Limited	-	-	0.63%	1.80	-	-	0.63%	1.80
Toyoda Gosei Minda India Pvt. Ltd	-	-	0.28%	0.80	-	-	0.28%	0.80
Kosei Minda Mould Private Limited	-	-	-0.03%	(0.08)	-	-	-0.03%	(0.08)
Total eliminations	**-16.57%**	**(282.36)**	**-12.38%**	**(35.35)**	**1.41%**	**(0.01)**	**-12.41%**	**(35.36)**
TOTAL	**100.00%**	**1,704.16**	**100.00%**	**285.62**	**100.00%**	**(0.71)**	**100.00%**	**284.92**

Notes forming part of the Financial Statements

(v) Summarised Balance Sheet and Statement of profit and loss of Material joint ventures and associates

(All amounts in Indian ₹ Crore, unless otherwise stated)

31 March 2020	Joint Venture				Associates
Particulars	**ROKI Minda Co. Pvt. Ltd.**	**Denso ten Minda India Private Limited**	**Toyoda Gosei Minda India Pvt. Ltd.**	**Minda Onkyo India Private Limited**	**Kosei Minda Aluminum Company Pvt. Ltd.**
Total non-current assets	204.39	93.08	395.21	20.18	142.90
Total current assets	114.43	123.61	112.44	48.12	35.34
Total non-current liabilities	19.14	50.68	34.06	20.73	38.09
Total current liabilities	111.70	73.13	69.71	51.54	112.81
Net assets	**187.98**	**92.88**	**403.88**	**(3.97)**	**27.34**
Proportion of Group's ownership	**49.00%**	**49.00%**	**47.80%**	**50.00%**	**30.00%**
Carrying amount of investment	**92.11**	**45.51**	**193.05**	**-**	**8.20**
Revenue	419.61	321.65	415.20	59.85	115.41
Interest income	0.61	0.41	1.34	0.01	0.94
Finance costs	5.18	5.17	5.21	1.83	8.52
Depreciation and amortisation	30.03	10.35	42.77	2.62	13.15
Income tax expense	10.95	4.68	0.26	0.31	-
Total comprehensive income	**38.12**	**14.66**	**(0.08)**	**(20.46)**	**(25.87)**
Groups share of total comprehensive income	**18.68**	**7.19**	**(0.04)**	**(10.23)**	**(7.76)**

(All amounts in Indian ₹ Crore, unless otherwise stated)

31 March 2019	Joint Venture				Associates
Particulars	**ROKI Minda Co. Pvt. Ltd.**	**Denso ten Minda India Private Limited**	**Toyoda Gosei Minda India Pvt. Ltd.**	**Minda Onkyo India Private Limited**	**Kosei Minda Aluminum Company Pvt. Ltd.**
Total non-current assets	206.62	89.63	415.64	20.36	156.87
Total current assets	95.88	122.83	136.99	28.99	70.02
Total non-current liabilities	54.78	44.64	47.51	17.51	40.42
Total current liabilities	97.64	84.00	100.89	30.40	133.27
Net assets	**150.08**	**83.82**	**404.23**	**1.44**	**53.20**
Proportion of Group's ownership	**49.00%**	**49.00%**	**47.80%**	**50.00%**	**30.00%**
Carrying amount of investment	**73.54**	**41.07**	**193.22**	**0.72**	**15.96**
Revenue	394.19	418.59	495.85	21.48	202.77
Interest income	0.82	0.72	3.64	0.01	0.11
Finance costs	8.37	0.99	3.58	0.99	8.30
Depreciation and amortisation	26.89	9.57	20.13	1.87	12.77
Income tax expense	14.53	9.35	2.62	(2.02)	-
Total comprehensive income	**25.21**	**18.54**	**1.67**	**(13.60)**	**(10.23)**
Groups share of total comprehensive income	**12.35**	**9.08**	**0.80**	**(6.80)**	**(3.07)**

Notes forming part of the Financial Statements

(vi) Commitment and contingent Liabilities in respect of associates and Joint ventures

(All amounts in Indian ₹ Crore, unless otherwise stated)

Share of Joint Venture's contingent liabilities in respect of following	As at 31 March 2020	As at 31 March 2019
Income tax matter	0.28	0.12
Liabilities of customs duty towards export obligation undertaken by the Group under EPCG schemes	0.46	1.23
Claim against the company not acknowledged as debt	-	0.72
Bank guarantee given to custom authorities and others	0.00	0.07
Indirect Tax	6.61	0.54
Commitments-joint ventures		
Estimated amount of contracts remaining to be executed on capital and other account (Net of advances)	89.62	31.41

Share of associate's contingent liabilities in respect of following	As at 31 March 2020	As at 31 March 2019
Bank guarantee given to custom authorities and others	-	0.71
Indirect Tax	0.42	1.61
Liabilities of customs duty towards export obligation undertaken by the Group under EPCG schemes	2.09	2.09
Commitments-associate		
Estimated amount of contracts remaining to be executed on capital and other account (Net of advances)	-	0.08

As per the EPCG terms and conditions, Associates/ Joint Venture needs to export ₹ 47.40 crores (₹ 56.78 crores as on 31 March 2019) i.e. 6 times of duty saved on import of Capital goods on FOB basis within a period of 6-8 years. If the Associates/ Joint Venture does not export goods in prescribed time, then the Associates/ Joint Venture may have to pay interest and penalty thereon.

52 Related Party Disclosures

(i) Related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

Nature of related party transaction	Name of related party
Associates	
	Minda NexGenTech Limited
	Kosei Minda Aluminum Company Private Limited
Partnership firms	
	Auto Component (Firm)
	Yogendra Engineering (Firm)
Joint ventures (jointly controlled entities)	
	Minda Emer Technologies Limited
	Roki Minda Co. Private Limited
	Rinder Riduco, S.A.S. Columbia
	Minda TTE Daps Private Limited (Formerly as Minda Daps Private Limited)
	Minda Onkyo India Private Limited
	Minda D-Ten India Private Limited
	Denso Ten Minda India Private Limited
	Toyoda Gosei Minda India Pvt. Ltd. (w.e.f 28 September 2018)
	Kosei Minda Mould Private Limited
Key management personnel (KMP)	
	Mr. Nirmal K. Minda {Chairman and Managing Director('CMD')}
	Mr. Anand K. Minda (Director)
	Mr. Alok Dutta (Independent Director)
	Mr. Satish Sekhri (Independent Director)
	Ms. Renu Challu (Independent Director) (Upto 19 December 2018)

Notes forming part of the Financial Statements

52 Related Party Disclosures (Contd.)

	Ms. Praveen Tripathi (Independent Director) (w.e.f 6 February 2019) Ms. Paridhi Minda (Executive Director) (w.e.f 29 March 2019) Mr. Sudhir Jain (CFO) (Upto 30 September 2018) Mr. Sunil Bohra (CFO) (w.e.f 1 October 2018) Mr. Tarun Kumar Srivastava (Company Secretary) (w.e.f 22 May 2018)
Relatives of key management personnel	
	Mrs. Suman Minda (wife of CMD) Ms. Paridhi Minda (daughter of CMD) Ms. Pallak Minda (daughter of CMD) Mr. Vivek Jindal (son-in-law of CMD) Mr. Amit Minda (Son of KMP)
Other entities over which key management personnel and their relatives are able to exercise significant influence	
	Minda Investments Limited Minda International Limited Minda Industries Firm Minda Finance Limited Singhal Fincap Ltd Pioneer Finest Ltd Samaira Engineering (Firm) S.M.Auto Industries (Firm) Shankar Moulding Ltd. Minda Nabtesco Automotive Private Limited Minda I Connect Private Limited Minda Projects Limited SN Castings Limited Jindal Mectec Private Limited Minda Industries Ltd Gratuity Scheme Trust Minda Industries Ltd Managerial Superannuation Scheme Trust Minda Spectrum Advisory Limited Minda Mindpro Limited Moga Devi Charitable Trust Suman Nirmal Minda Charitable Trust Shree Aumji Habitation Pvt. Ltd Shree Aumji Real Estate SEZ Pvt. Ltd Shree Aumji Construction Pvt. Ltd Spectrum Techno Construction Pvt. Ltd Shree Aumji Buildwell Pvt. Ltd Shree Aumji Promoters & Builders Pvt. Ltd Shree Aumji Buildtech Pvt. Ltd Midway Infrastructure Pvt. Ltd

Notes forming part of the Financial Statements

52 Related Party Disclosures (Contd.)

(ii) Transactions / balances with related parties

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Associates (including partnership firms where Group has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
Transactions during the year	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**
Sale of products	0.70	2.53	61.95	39.09	19.31	22.05	-	-
Purchase of products	68.12	67.36	6.78	0.91	200.60	208.65	-	-
Sale of Property, plant & equipment	-	-	0.02	-	0.01	-	-	-
Purchase of Property, plant & equipment	-	2.16	-	0.08	135.12	137.25	-	-
Expenses recovered	-	-	-	0.43	-	-	-	-
Services Rendered	0.27	1.95	10.32	9.09	1.85	1.63	-	-
Services received	0.08	-	0.71	-	26.29	15.89	2.00	1.66
Remuneration*	-	-	-	-	-	-	8.06	13.50
Dividend received	-	-	2.72	-	-	-	-	-
Interest paid	-	-	-	0.03	0.96	5.90	-	-
Unsecured Loan Given/ Repayment	-	-	-	-	36.00	66.00	-	-
Unsecured Loan Received	-	-	-	0.98	3.00	76.00	-	-
Share of profits	3.30	2.67	-	-	-	-	-	-
Royalty received	0.25	0.34	-	-	-	-	-	-
Dividend paid on equity share capital	-	-	-	-	7.88	7.38	11.58	10.84
Donation	-	-	-	-	4.24	2.60	-	-
Investment in shares / partnership firm	(3.19)	(2.93)	7.50	5.75	-	-	-	-

*The above figures do not include provisions for encashment leave, provision for gratuity as separate actuarial valuation are not available.

(iii) Balances with related parties

(All amounts in Indian ₹ Crore, unless otherwise stated)

Summary of balances with related parties	Associates		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
Balance as at year end	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**	**31 March 2020**	**31 March 2019**
Balance outstanding-Receivable	0.17	2.46	12.58	13.84	14.91	10.49	-	-
Balance outstanding-Payable	8.94	6.52	1.74	0.54	46.59	40.20	0.23	3.29
Loan Outstanding	-	-	-	-	5.10	38.00	-	-

Notes forming part of the Financial Statements

52 Related Party Disclosures (Contd.)

(iv) Material transactions with related parties during the year ended 31 March 2020

(All amounts in Indian ₹ Crore, unless otherwise stated)

Related party	Nature of transaction	Amount
Transactions during the year		
Samaira Engineering	Purchase of goods	128.34
Auto Components	Purchase of goods	68.11
SN Castings Limited	Purchase of goods	30.96
Shankar Moulding Limited	Purchase of goods	22.79
Minda I Connect Private Limited	Sale of goods	15.09
Toyoda Gosei Minda India Private Limited	Sale of goods	51.19
Minda Projects Limited	Purchase of FA	53.21
Minda Infrastructure LLP	Purchase of FA	81.76
Roki Minda Co. Private Limited	Services rendered	1.81
Minda D-Ten India Private Limited	Services rendered	0.93
Kosei Minda Aluminum Company Private Limited	Services rendered	0.01
Minda Emer Technologies Limited	Services rendered	0.67
Denso Ten Minda India Private Limited	Services rendered	1.42
Toyoda Gosei Minda India Private Limited	Services rendered	3.76
Minda Investments Limited	Services received	21.46
Minda Projects Limited	Services received	3.47
Singhal Fincap Limited	Interest Paid	0.96
Pallak Minda	Remuneration	0.60
Paridhi Minda	Remuneration	0.60
Mr Nirmal K Minda	Dividend paid	6.86
Mrs Suman Minda	Dividend paid	4.05
Minda Investments Limited	Dividend paid	6.70
Singhal Fincap Limited	Unsecured loan repaid	36.00
Singhal Fincap Limited	Unsecured loan received	3.00
Suman Nirmal Minda Charitable Trust	Donation	4.24
Balance as at year end		
Samaira Engineering	Payable	19.29
Minda Projects Limited	Payable	5.32
Auto Components	Payable	8.94
Shankar Moulding Ltd.	Payable	6.12
Minda Infrastructure LLP	Payable	9.16
Roki Minda Co. Private Limited	Receivables	0.46
Rinder Riduco, S.A.S. Columbia	Receivables	2.30
Toyoda Gosei Minda India Private Limited	Receivables	4.47
Minda I Connect Private Limited	Receivables	12.64
Singhal Fincap Ltd	Loan payable	5.10

Notes forming part of the Financial Statements

52 Related Party Disclosures (Contd.)

Material transactions with related parties during the year ended 31 March 2019

(All amounts in Indian ₹ Crore, unless otherwise stated)

Related party	Nature of transaction	Amount
Transactions during the year		
Samaira Engineering	Purchase of goods	113.95
Auto Components	Purchase of goods	67.36
Shankar Moulding Limited	Purchase of goods	32.84
SN Castings Limited	Purchase of goods	40.11
SN Castings Limited	Sale of goods	17.21
Toyoda Gosei Minda India Private Limited	Sale of goods	28.49
Minda Projects Limited	Purchase of FA	137.17
Kosei Minda Aluminum Company Private Limited	Services rendered	1.95
Minda Emer Technologies Limited	Services rendered	2.04
Roki Minda Co. Private Limited	Services rendered	1.79
Denso Ten Minda India Private Limited	Services rendered	1.54
Minda D-Ten India Private Limited	Services rendered	1.29
Toyoda Gosei Minda India Private Limited	Services rendered	2.00
Minda Investments Limited	Services received	12.64
Minda Projects Limited	Services received	2.97
Pioneer Finest Limited	Interest Paid	3.12
Singhal Fincap Limited	Interest Paid	2.78
Auto Components	Royalty Received	0.34
Pallak Minda	Remuneration	0.54
Paridhi Minda	Remuneration	0.52
Mr Nirmal K Minda	Dividend paid	6.43
Mrs Suman Minda	Dividend paid	3.79
Minda Investments Limited	Dividend paid	6.28
Pioneer Finest Ltd	Unsecured loan repaid	66.00
Pioneer Finest Ltd	Unsecured loan received	66.00
Singhal Fincap Limited	Unsecured loan received	10.00
Suman Nirmal Minda Charitable Trust	Donation	2.60
Balance as at year end		
Samaira Engineering	Payable	15.67
Minda Projects Limited	Payable	15.55
Auto Components	Payable	6.52
Roki Minda Co. Private Limited	Receivables	3.40
Rinder Riduco, S.A.S. Columbia	Receivables	2.71
Toyoda Gosei Minda India Private Limited	Receivables	4.28
Minda I Connect Private Limited	Receivables	4.06
SN Castings Limited	Receivables	3.33
Singhal Fincap Ltd	Loan payable	38.00

Note: Remuneration to key managerial personnel given in note (v) below

Notes forming part of the Financial Statements

52 Related Party Disclosures (Contd.)

(v) Key managerial personnel remuneration

Remuneration to Chairman & Managing Director (i.e. Mr. Nirmal K Minda)*

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Short Term Benefit	2.30	2.49
Commission	0.40	5.60
Others - Allowances	0.24	0.33
Total	**2.94**	**8.42**

Remuneration to Independent Directors

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Sitting Fees		
Mr. Alok Dutta	0.01	0.11
Mr. Satish Sekhri	0.09	0.11
Ms. Renu Challu	-	0.06
Ms. Praveen Tripathi	0.08	0.03
Mr. Krishan Kumar Jalan	0.08	-
Mr. Chandan Chowdhury	0.02	-
Total	**0.28**	**0.31**

Remuneration to Key Managerial Personnel other than Managing Director and Independent Directors

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Short Term Benefit		
Mr. Sudhir Jain (Chief Financial Officer)	-	1.43
Mr. Sunil Bohra (Chief Financial Officer)	3.78	1.20
Mr. Tarun Kumar Srivastava (Company Secretary)	0.24	0.21
Ms. Paridhi Minda	0.57	-
Stock Option		
Mr. Sudhir Jain (Chief Financial Officer)	-	1.76
Others - Allowances		
Mr. Sudhir Jain (Chief Financial Officer)	-	0.08
Mr. Sunil Bohra (Chief Financial Officer)	0.20	0.10
Mr. Tarun Kumar Srivastava (Company Secretary)	0.02	0.01
Ms. Paridhi Minda	0.04	-
Total	**4.85**	**4.79**

*The above remuneration excludes provision for gratuity and leave benefits as separate actuarial valuation is not available.

Notes forming part of the Financial Statements

53 Capital management

The Group's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Group monitors Net Debt to EBITDA ratio i.e. Net debt (total borrowings net of cash and cash equivalents) divided by EBITDA (Profit before tax and exceptional items plus depreciation and amortization expense excluding share of profit/ loss of associates/ joint venture plus finance costs minus other income). The Group's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios were as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
Net Debt	925.04	988.46
EBITDA	619.17	725.18
Net Debt to EBITDA	**1.49**	**1.36**

54 Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments.

(All amounts in Indian ₹ Crore, unless otherwise stated)

Category	As at 31 March 2020		As at 31 March 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
1) Financial assets at amortized cost				
Investments in associates and joint ventures	372.16	372.16	355.48	355.48
Loans (current / non current)	19.04	19.04	23.22	23.22
Trade receivables	726.41	726.41	899.22	899.22
Cash and cash equivalents	250.98	250.98	92.77	92.77
Other bank balances	76.86	76.86	17.29	17.29
Other financial assets (current / non current)	45.16	45.16	31.66	31.66
Total	**1,490.61**	**1,490.61**	**1,419.64**	**1,419.64**
2) Financial liabilities at amortized cost				
Borrowings (current / non current) (including current maturity)	1,176.02	1,176.02	1,081.23	1,081.23
Lease liabilities (current / non current)	116.22	116.22	-	-
Trade payables	962.79	962.79	797.82	797.82
Other financial liabilities (current / non current)	208.72	208.72	180.99	180.99
Total	**2,463.75**	**2,463.75**	**2,060.04**	**2,060.04**

* Management has assessed that investments, loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, borrowings, lease liabilities trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Discount rate used in determing fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the Group and in case of financial asset is the average market rate of similar credit rated instrument. The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Investment in unquoted equity shares amount to ₹ 0.10 crores (₹ 0.10 crores 31 March 2019) is valued at fair value (level 3). There is no movement in valuation of such investment during the year and previous year. Further, provision for impairment on investment has been created during the year amounting to ₹ 0.07 crores (refer note 4).

Notes forming part of the Financial Statements

55 Business Combination

Acquisitions during the year ended 31 March 2020

(i)A. The Group has acquired the control in the following entities during the year. Business combination is accounted on fair value basis.

Name of entity	Relationship	Date of acquisition	Exisiting stake (%)	Post acquisition stake (%)
Delvis GmbH and its two subsidiaries: Delvis solution Gmbh and Delvis Products GmbH	Step down Subsidiary of Minda Germany GmbH	12-Dec-19	0.00%	100.00%

B. Total consideration for business combinations was Euro 2.07 Crores which includes contingent consideration amounting to Euro 0.42 Crores. Contingent Consideration is payable if Consolidated EBITDA of the acquired Companies exceeds Euro 0.25 Crores for the calendar year 2019. The Company has recorded Contingent Consideration under other financial liabilities (refer note 23) amounting to INR 34.32 Crores i.e, Euro 0.42 Crores as it is probable that condition for EBITDA would meet.

C. Identifiable assets acquired and liabilities assumed

Fair value of the assets and liabilities recognised as a results of acquisitions are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Delvis GmbH
Non Current asset	154.26
Current assets	79.26
Borrowing	2.43
Other non current liabilities	46.73
Current liabilities	49.88
Total net identifiable assets acquired	**134.48**
% Holding by the Group	**100.00%**
Net worth allocated to the Group	**134.48**
Cost of Investment	**171.62**
Capital Reserve/(Goodwill)	**(37.14)**

D. Revenue and profit or loss of the acquiree since the acquisition date

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Delvis GmbH
Revenue from Operation	66.66
Total comprehensive income	**(1.86)**

Disclosure as per B64(q)(ii) of Ind AS 103 has not been presented as it is impracticable due to different accourting periods.

(ii) The Parent Company has acquired Telematics Hardware business from KPIT Technologies Limited (KPIT) and Impact Automotive Solutions Limited (Impact) during the year on 31 May 2019. Business combination is accounted on fair value basis.

A. Purchase consideration for the business combinations was ₹ 22.13 Crores. The Parent Company is supposed to pay additional consideration amounting to ₹ 3.00 Crores on signing of contracts with customers and 20% of additional revenue generated over ₹ 130.00 Crores in earn out period. The Parent Company has not recorded the Contingent Consideration as there are remote chances of meeting the above conditions.

Notes forming part of the Financial Statements

55 Business Combination (Contd.)

B. Identifiable assets acquired

Fair value of the assets and liabilities recognised as a results of acquisitions are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Non Current asset	17.66
Current assets	4.47
Total net identifiable assets acquired	**22.13**
Purchase Consideration	**22.13**
Capital Reserve/(Goodwill)	**-**

C. Revenue and profit or loss of the acquiree since the acquisition date

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Amount
Revenue from Operation	15.19
Total comprehensive income	(9.48)

Disclosure as per B64(q)(ii) of Ind AS 103 has not been presented, as it is impracticable to collate information prior to acquisition date.

Acquisitions during the year ended 31 March 2019

A. The Group has acquired the control / joint control in the following entities during the year. Business combination is accounted on fair value basis.

Name of entity	Relationship	Date of acquisition	Exisiting stake (%)	Post acquisition stake (%)
MI Torica India Private Limited	Subsidiary	01-Apr-18	0.00%	60.00%
iSYS RTS, GmbH	Subsidiary	12-Sep-18	0.00%	80.00%
Toyoda Gosei Minda India Private Limited	Joint Venture	28-Sep-18	6.13%	47.80%

B. Total consideration for business combinations were paid in cash.

C. Identifiable assets acquired and liabilities assumed

Fair value of the assets and liabilities recognised as a results of acquisitions are as follows:

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Subsidiary		Joint Ventures
	MI Torica India Private Limited	iSYS RTS, GmbH	Toyoda Gosei Minda India Private Limited
Non Current asset	0.49	3.00	419.20
Current assets	99.81	14.01	126.37
Borrowing	-	0.28	22.59
Other non current liabilities	0.51	-	2.41
Current liabilities	83.34	14.73	117.99
Total net identifiable assets acquired	**16.45**	**2.00**	**402.58**
% Holding by the Group	**60.00%**	**80.00%**	**47.80%**
Net worth allocated to the Group	**9.87**	**1.60**	**192.44**
Cost of Investment	**8.44**	**41.92**	**156.95**
Capital Reserve/(Goodwill)	**1.43**	**(40.31)**	**35.49**

Notes forming part of the Financial Statements

56 Goodwill amounting to ₹ 155.85 crores allocated to two subsidiaries, Mindarika Private Limited and iSYS RTS GmbH is evaluated for impairment. The recoverable amount of these cash generating units have been determined based on value in use model. Value in use has been determined based on future sales estimates, margins, growth rate, discount rate, etc. As at 31 March 2020, the estimated cash flows for a period of 5 years were developed using internal forecasts, and weighted average cost of capital of 11.50% to 18.00%. The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

The remaining goodwill (related to different cash generating units individually immaterial) has been evaluated based on the cash flow forecasts of the related CGUs and the recoverable amounts of these CGUs exceeded their carrying amounts.

57 Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of wholly owned subsidiaries i.e. MJ Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (together referred to as "transferor companies"), with Minda Industries Limited ("Transferee Company" or "the Parent Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 01 June 2020 with the appointed date of 1 April 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company with effect from this date at their carrying values. The Company is in the process of obtaining the certified copy of the Order by NCLT in this regard and shall file the order copy with ROC, Delhi in due course. The Parent Company has given effect to the scheme in the financial statements for the year 2019-20 as per the requirements of Appendix C to Ind AS 103 "Business Combination".

58 The Board of directors of the Parent Company in its meeting held on 6 February 2020, accorded its consent for the scheme of amalgamation of Minda I Connect Private Limited (Transferor Company) with Minda Industries Limited (Transferee Company) subject to necessary approval(s) of shareholders, Creditors and other approvals and sanctions by the National Company Law Tribunal (NCLT), New Delhi. Appropriate accounting treatment of the Scheme will be done post receipt of NCLT approval.

59 Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended, the Board of Directors of the Parent Company in its meeting held on 29 June 2020, approved the fund raising of up to ₹ 250 Crores through issue of equity shares of face value of ₹ 2 each via right issue and up to ₹ 300 Crores through issue of Non-convertible Debentures on a Private Placement basis.

60 Impact of Covid-19 on Consolidated Financial Statements:

In view of the pandemic relating to COVID-19, the Group has considered internal and external information and has performed an analysis based on current estimates while assessing the recoverability of investments, property plant and equipment, right-of-use assets, Goodwill, trade receivables, other current and financial assets, for any possible impact on the Consolidated Financial Statements. The Group has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting controls etc. and is of the view that based on its present assessment this situation does not materially impact the consolidated financial statements. Further, Reserve Bank of India has granted relief to borrowers by way of moratorium of interest and principal instalments falling due to banks and financial institutions. This will largely mitigate any stress on cash flows.

However, the actual impact of COVID19 on the consolidated financial statement may differ from that estimated due to unforeseen circumstances and the Group will continue to closely monitor any material changes to future economic conditions.

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

Place : Gurugram
Date : 29 June 2020

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Form AOC 1

Statement containing salient features of the financial statement of subsidiaries / associates / joint ventures (Pursuant to Section 129(3) of the Companies Act , 2013)

Part A: Subsidiaries

(All amounts in Indian ₹ Crore, unless otherwise stated)

S No.	Name of enterprise	Reporting currency	Exchange rate as on last day of relevant financial year	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Invest-ment	Turnover/ Other income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding	Country
1	Minda Kyoraku Ltd.	INR	-	62.01	39.97	171.25	69.27		159.39	8.73	2.51	6.22	-	68%	India
2	Minda Kosei Aluminum Wheel Private Ltd.	INR	-	188.38	177.80	667.14	300.96		537.35	83.63	18.09	65.54	-	70%	India
3	Minda TG Rubber Private Ltd.	INR	-	50.52	(8.98)	90.56	49.03		67.64	(2.75)	-	(2.75)	-	51%	India
4	Minda Storage Batteries Private Limited	INR	-	188.6	(74.05)	137.78	23.23		91.03	(14.31)	-	(14.31)	-	100%	India
5	YA Auto Industries (Partnership firm)	INR	-	4.93	0.60	13.83	8.30		67.00	12.45	4.42	8.03	-	51%	India
6	Minda Katolec Electronics Services Pvt. Ltd.	INR	-	15.07	(19.61)	66.01	70.55		75.35	(12.30)	(0.17)	(12.13)	-	51%	India
7	Mindarika Pvt. Ltd.	INR	-	10	183.73	368.31	174.58		712.06	33.95	7.78	26.16	-	51%	India
8	MI Torica India Pvt. Ltd.	INR	-	9.00	4.81	15.57	1.76	3.18	8.88	0.55	(0.05)	0.60	-	60%	India
9	MITIL Polymer Private Limited*	INR	-	3.35	8.40	66.80	55.05	-	195.03	4.12	1.05	3.07	-	57%	India
10	Global Mazinkert S.L.	EURO	83.05	21.62	0.77	86.29	63.89	66.66	0.19	(1.65)	(1.17)	(0.48)	-	100%	Spain
11	Clarton Horn Spain*	EURO	83.05	7.99	126.69	276.92	142.25	56.66	388.62	(1.99)	0.69	(2.68)	-	100%	Spain
12	Clarton Horn Morocco SARL*	MAD	7.47	0.9	0.94	3.67	1.82		5.92	0.07	0.03	0.04	-	100%	Morocco
13	CH Signalakustic GmbH*	EURO	83.05	0.21	1.12	2.4	1.07		3.75	0.12	0.04	0.08	-	100%	Germany
14	Clarton Horn Mexico*	MXN	3.18	56.11	(47.52)	60.47	51.88		35.91	(14.83)	-	(14.83)	-	100%	Maxico
15	Light & System Technical Centre S.L., Parque*	EURO	83.05	10.96	(0.59)	30.71	20.35	4.32	23.01	1.10	(0.23)	1.34	-	100%	Spain
16	PT Minda Asean Automotive	IDR	0.0046	4.65	76.42	104.63	23.56	0.44	166.63	38.95	10.04	28.92	-	100%	Indonesia
17	PT Minda Trading*	IDR	0.0046	0.44	7.13	12.79	5.22		23.00	3.10	0.76	2.34	-	100%	Indonesia
18	Sam Global Pte Ltd.	USD	75.39	4.52	22.62	45.99	18.85	21.11	18.85	17.34	-	17.34	-	100%	Singapore
19	Minda Industries Vietnam Company Limited*	VND	0.00319	3.22	20.48	30.79	7.10		53.81	11.46	1.88	9.58	-	100%	Vietnam
20	iSYS RTS GmbH	EURO	83.05	0.26	16.66	57.46	40.54		74.66	1.92	0.55	1.37	-	80%	Germany
21	Minda Germany GmbH*	EURO	83.05	0.01	(6.64)	173.57	180.22	171.91		(4.15)	(0.83)	(3.32)	-	100%	Germany
22	Delvis GmbH*	EURO	83.05	8.30	32.39	73.08	32.39	0.83	28.24	(0.83)	-	(0.83)	-	100%	Germany
23	DELVIS Solutions GmbH*	EURO	83.05	0.83	10.80	19.10	7.47	-	9.97		-	-	-	100%	Germany
24	DELVIS Products GmbH*	EURO	83.05	-	(10.80)	54.81	65.61		57.30	(1.66)	-	(1.66)	-	100%	Germany

* Step Down Subsidiaries

Note: 1. % of shareholding is based on voting power held by the Group

2. Balance Sheet items have been translated at the exchange rate as on the last day of relevant financial year.

3. The numbers reported above are based on individual financial statements prepared under local GAAP.

Part B: Associates and Joint Ventures

(All amounts in Indian ₹ Crore, unless otherwise stated)

S No.	Name of Associates/ Joint Ventures	Latest Balance Sheet date	Shares of Associates/Joint venture held by the company on the year end				Profit/Loss for the year*			
			No.	Amount of Investment in Associates/ Joint Venture (₹ In crore)	Extend of holding %	Net worth attributable to shareholding as per latest audited balance sheet (₹ In crore)	Considered in consolidation (₹ In crore)**	Not Considered in consolidation	Description of how there is significant influence	Reason why the Associate/ Joint Venture is not consolidated
Associates										
1	Minda NexGenTech Ltd.	31-Mar-20	31,20,000	3.12	26%	0.99	0.17	-	Shareholding	NA
2	Yogendra Engineering (partnership firm)	31-Mar-20	-	0.08	49%	0.08	-	-	Shareholding	NA
3	Auto Components (partnership firm)	31-Mar-20	-	3.89	49%	2.91	2.68	-	Shareholding	NA
4	Kosei Minda Aluminum Company Private Limited	31-Mar-20	2,87,37,371	16.49	30%	8.20	(7.76)	-	Shareholding	NA
Joint Venture										
1	Minda Emer Technologies Ltd.	31-Mar-20	27,25,000	2.73	49%	5.07	1.74	-	Joint Venture Agreement	NA
2	Rinder Riduco S.A.S., Columbia	31-Mar-20	8,50,000	-	50%	8.88	1.70	-	Joint Venture Agreement	NA
3	Roki Minda Co. Private Limited	31-Mar-20	4,09,24,800	43.08	49%	92.11	18.57	-	Joint Venture Agreement	NA
4	Minda TTE DAPS Pvt. Ltd.	31-Mar-20	49,90,513	4.99	50%	3.38	(0.02)	-	Joint Venture Agreement	NA
5	Minda Onkyo India Pvt. Ltd.	31-Mar-20	1,95,00,000	19.50	50%	-	(10.24)	-	Joint Venture Agreement	NA
6	Denso Ten Minda India Pvt. Ltd.	31-Mar-20	3,55,25,000	22.29	49%	45.51	6.72	-	Joint Venture Agreement	NA
7	Minda D-Ten India Private Limited	31-Mar-20	25,44,900	3.81	51%	7.33	1.23	-	Joint Venture Agreement	NA
8	Toyoda Gosei Minda India Pvt. Ltd.	31-Mar-20	21,03,20,000	156.96	48%	193.05	(0.17)	-	Joint Venture Agreement	NA
9	Kosei Minda Mould Pvt. Ltd.	31-Mar-20	63,41,645	6.34	50%	4.61	(1.65)	-	Joint Venture Agreement	NA

* Profit/ (loss) based on individual financial statements drawn up as at 31.03.2020, for consolidation purposes
**Represents Group's share of profit/ (Loss)
Note: Associates Companies and Joint Ventures have been determined based on the Accounting Standards.

For and on behalf of the Board of Directors of **Minda Industries Limited**

Nirmal K Minda
Chairman and Managing Director
DIN No. 00014942

Place : Gurugram
Date : 29 June 2020

Anand Kumar Minda
Director
DIN No. 00007964

Place : Gurugram
Date : 29 June 2020

Sunil Bohra
Group CFO

Place : Gurugram
Date : 29 June 2020

Tarun Kumar Srivastava
Company Secretary
Membership No. - A11994

Place : Gurugram
Date : 29 June 2020

Notes

Disclaimer

This document contains statements about expected future events and financials of Minda Industries Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

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Minda Industries Limited

(CIN: L74899DL1992PLC050333)
Corporate Office
Village Nawada Fatehpur, P.O. Sikanderpur, Badda,
Distt. Gurugram (Haryana)
Website: www.unominda.com

UNO MINDA

THINK. INSPIRE. FLOURISH

Deepak Goel& Associates
COMPANY SECRETARIES
Add:-H.N. 1100, Sector-7C, Faridabad-121006
Tele:-0129-4164319
Mobile:- 9818584319
Email:-goel123deepak@yahoo.com

FORM NO MR-3

Secretarial Audit Report

For the Financial Year Ended on 31st March, 2020,

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Board of Directors
MINDARIKA PRIVATE LIMITED
B-64/1 INDUSTRIAL AREA,
WAZIRPUR, DELHI-110052

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MINDARIKA PRIVATE LIMITED, CIN: U74899DL1995PTC073692 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March, 2020,complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2020 according to the provisions of:

i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;

ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

DEEPAK GOEL & ASSOCIATES ★ H. No. 1100, G.F. SEC-7C, FBD. ★
Company Secretaries

iii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

iv. The Memorandum and Articles of Association.

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India:

b) The Listing Agreements entered into by the Company : **Not applicable during the reporting period**

During the period under review the Company has complied with the provisions of the Act, Rules,Regulations, Guidelines and Standards etc., mentioned above.

We further report that compliance of applicable laws (other than as stated above) including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

I. Maintenance of various statutory registers and documents and making necessary entries therein;

II. Closure of the Register of Members.

III. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

IV. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;

V. Notice of Board meetings of Directors and Shareholders and various committees established under Companies Act, 2013 and voluntarily.

VI. The meetings of Board of Directors and Shareholders and committees.

VII. Minutes of proceedings of General Meetings and of the Board and committees.

VIII. Approvals of the Members, the Board of Directors, Committee and the Government authorities, wherever required;

IX. Constitution of the Committee, Board of Directors appointment including the Managing Director.

X. Payment of remuneration to Managing Director.

XI. Appointment and remuneration of Statutory Auditors;

XII. Borrowings and registration, modification and satisfaction of charges wherever applicable;

DEEPAK GOEL & ASSOCIATES
Company Secretaries
H. No. 1100, G.F. SEC.-7C, FBD.

XIII. Contracts, common seal, registered office and publication of name of the Company; and Generally, all other applicable provisions of the Act and the Rules made under the Act.

I further report that:

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

b. The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act and Rules, Regulations and Guidelines framed under this Act against / on the Company, its Directors and Officers.

c. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

d. The Company has complied with the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable.

For Deepak Goel & Associates
(Company Secretaries)
FRN No. S2013HR213300

Place : New Delhi
Date: 27/05/2020

DEEPAK GOEL & ASSOCIATES Company Secretaries H. No. 1100, G.F. SEC.-7C, FBD.

CS Deepak Goel
M.NO: 29311
COP No. 12018
UDIN: A029311B000289835

Deepak Goel& Associates
COMPANY SECRETARIES
Add:-H.N. 1100, Sector-7C, Faridabad-121006
Tele:-0129-4164319
Mobile:- 9818584319
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FORM NO MR-3

Secretarial Audit Report

For the Financial Year Ended on 31st March, 2020,

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Board of Directors
MINDA KOSEI ALUMINUM WHEELPRIVATE LIMITED
B-64/1 INDUSTRIAL AREA,
WAZIRPUR, DELHI-110052

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MINDA KOSEI ALUMINUM WHEELPRIVATE LIMITED, CIN: U29130DL2015PTC278233 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March, 2020,complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2020 according to the provisions of:

i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;

ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

DEEPAK GOEL & ASSOCIATES
Company Secretaries
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iii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

iv. The Memorandum and Articles of Association.

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India:

b) The Listing Agreements entered into by the Company : **Not applicable during the reporting period**

During the period under review the Company has complied with the provisions of the Act, Rules,Regulations, Guidelines and Standards etc., mentioned above.

We further report that compliance of applicable laws (other than as stated above) including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

I. Maintenance of various statutory registers and documents and making necessary entries therein;

II. Closure of the Register of Members.

III. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

IV. Service of documents by the Company on its Members, Auditors and the Registrar of Companies;

V. Notice of Board meetings of Directors and Shareholders and various committees established under Companies Act, 2013 and voluntarily.

VI. The meetings of Board of Directors, Shareholders and committees.

VII. Minutes of proceedings of General Meetings and of the Board and committees.

VIII. Approvals of the Members, the Board of Directors, Committee and the Government authorities, wherever required;

IX. Constitution of the Committee, Board of Directors appointment including the Managing Director.

X. Payment of remuneration to Managing Director.

XI. Appointment and remuneration of Statutory Auditors;

XII. Borrowings and registration, modification and satisfaction of charges wherever applicable;

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XIII. Contracts, common seal, registered office and publication of name of the Company; and Generally, all other applicable provisions of the Act and the Rules made under the Act.

I further report that:

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

b. The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act and Rules, Regulations and Guidelines framed under this Act against / on the Company, its Directors and Officers.

c. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

d. The Company has complied with the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable.

For Deepak Goel& Associates
(Company Secretaries)
FRN No. S2013HR213300

Place : New Delhi
Date: 01/06/2020

DEEPAK GOEL & ASSOCIATES H. No. 1100, G.F. SEC.-7C, FBD. Company Secretaries

CS Deepak Goel
M.NO: 29311
COP No. 12018
UDIN: A029311B000306643