

Ref. No. Z-IV/R-39/D-2/NSE/207 &amp; 174

Date : 29/06/2020

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

**Sub: - 1) Outcome of the Board Meeting**

- 2) Audited Financial Results (Standalone & Consolidated) for the Quarter and Year ended 31 March 2020
- 3) Approval of issuance of Non-Convertible Debentures (NCD) on a Private Placement basis.
- 4) Raising of funds by issue of Equity Shares on Right Issue Basis ('Right Issue')

Dear Sir(s),

We wish to inform that **Board meeting of the Company held today i.e. Monday, 29 June, 2020**, the Board of Directors has approved the Audited Financial Results (Standalone & Consolidated) for the Quarter and Year ended on 31 March 2020.

In view of present circumstances and 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 further 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.



We are enclosing herewith the following statements, duly approved/signed, pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: -

- 1) Audited Standalone Financial Results for the quarter and year ended on 31 March 2020
- 2) Auditors' Report on the Audited Standalone Financial Results for the quarter and year ended on 31 March, 2020.
- 3) Audited Consolidated Financial Results for the quarter and year ended on 31 March 2020.
- 4) Auditors' Report on the Audited Consolidated Financial Results for the quarter and year ended on 31 March, 2020.
- 5) Declaration for unmodified opinion in terms of Regulation 33(3)(d) as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 for both Audited Standalone and Consolidated Financial Results for the Quarter and Year ended on 31 March, 2020

The following matters were also approved by the Board: -

**Approval of issuance of Non-Convertible Debentures (NCD) on a Private Placement basis.**

With reference to our letter our aforesaid letter and pursuant to the provisions of Regulation 30 (2) read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to

we wish to inform that the Board of Directors ("Board") of Minda Industries Limited (the "Company") at its meeting held today, i.e. Monday, 29 June, 2020 has inter alia approved the offer, issue and allotment of non-convertible debentures ("Debentures") on a private placement basis, in one or more tranches and on such terms and conditions as may be determined by the Board or Committee, duly constituted by the Board, aggregating up to Rs. 300 Crores. The Debentures shall be within the Borrowing Limits, applicable to the Company under Section 180 (1)(c) of the Companies Act, 2013.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated 9th September, 2015 are given in Annexure A to this letter.

**Raising of funds by issue of Equity Shares on Right Issue Basis ('Right Issue')**

We wish to inform that the Board Meeting held today i.e. 29 June 2020, the aforesaid matter has been considered by the Board of Directors and have decided the following: -

- i. To raise funds upto an aggregate value not exceeding Rs. 250 Crores, subject to receipt of necessary approvals from statutory, regulatory and other authorities, as applicable, by way of issue of equity shares of the Company to its eligible shareholders on a rights basis ('Rights Issue') in accordance with the applicable provisions of Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.
- ii. Constituted a Committee of Directors, who will decide matters relating to the Rights Issue ("Rights Issue Committee") which includes inter alia, to determine the terms and conditions of the 'Rights Issue including structure, price, timing of the issue, to appoint lead managers, registrar and share transfer agent, legal counsel, advisors and other intermediaries, to decide the actual number of equity shares to be offered, issued and allotted pursuant to the Issue, to prepare, finalise and approve the Letter of Offer, Application Form, Abridged Letter of Offer, Entitlement Letter, documents, information, disclosures etc., to designate one of the stock exchanges as the designated stock exchange for the Issue, to take necessary actions and steps for obtaining relevant approvals as may be required from such authorities as may be necessary in relation to the Issue, to fix the record date, to decide the date of opening and closing of the Issue, to decide or alter the treatment to be given to fractional entitlements, to settle all questions, difficulties or doubts that may arise in regard to the Issue or allotment of the Rights Equity Shares, to do all such acts deeds and things as may be necessary or incidental to the Right Issue.

The promoter and promoter group of the Company have confirmed they will subscribe to the full extent of their aggregate rights entitlement. In addition, they will also subscribe to all the unsubscribed shares in the Issue, subject to compliance with minimum public shareholding requirements and in accordance with relevant acts and regulations.


The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated 9th September, 2015 are given in Annexure B to this letter.

The Board Meeting commenced at 1.00 pm and the agenda relating to the above matters were approved by the Board at 4.05 p.m. The Board meeting continues for discussing other matters.

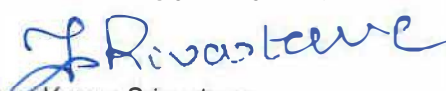
The above information will be made available on the website of the company [www.unominda.com](http://www.unominda.com).

It is for your information and records please.

Thanking you.

Yours faithfully,

For MINDA INDUSTRIES LTD.

  
Tarun Kumar Srivastava  
Company Secretary & Compliance Officer



Encl: As above.

**MINDA INDUSTRIES LIMITED**
**REGD. OFFICE : B-64/1, WAZIRPUR INDUSTRIAL AREA, DELHI-110052**
**STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2020**
*(Rs. in Crore except per share data)*

PARTICULARS	Quarter ended			Year ended	
	31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
	(Audited) (Refer note 12)	(Unaudited)	(Audited) (Refer note 12)	(Audited)	(Audited)
<b>1 Income</b>					
(a) Revenue from operations	753.85	778.70	851.37	3,174.94	3,492.99
(b) Other income	19.81	9.64	19.08	62.85	50.48
<b>Total income</b>	<b>773.66</b>	<b>788.34</b>	<b>870.45</b>	<b>3,237.79</b>	<b>3,543.47</b>
<b>2 Expenses</b>					
(a) Cost of materials consumed	345.40	377.69	505.71	1,588.15	1,977.02
(b) Purchases of stock-in trade	128.02	131.72	41.69	472.79	335.23
(c) Changes in inventories of finished goods, stock-in trade and work-in-progress	8.35	(8.37)	10.63	(17.95)	(14.11)
(d) Employee benefits expense	102.05	107.55	101.92	428.87	415.18
(e) Finance cost	10.81	11.45	11.11	45.94	29.61
(f) Depreciation and amortisation expense	36.87	35.00	31.27	137.35	102.20
(g) Other expenses	117.17	93.12	103.17	419.67	446.48
<b>Total expenses</b>	<b>748.67</b>	<b>748.16</b>	<b>805.50</b>	<b>3,074.82</b>	<b>3,291.61</b>
<b>3 Profit/(loss) before exceptional items and tax</b>	<b>24.99</b>	<b>40.18</b>	<b>64.95</b>	<b>162.97</b>	<b>251.86</b>
<b>4 Exceptional items (Refer note 4)</b>	<b>(17.19)</b>	<b>(5.17)</b>	<b>-</b>	<b>(22.36)</b>	<b>-</b>
<b>5 Profit/(Loss) from continuing operations after exceptional items but before taxes</b>	<b>7.80</b>	<b>35.01</b>	<b>64.95</b>	<b>140.61</b>	<b>251.86</b>
<b>6 Tax expense</b>	<b>2.63</b>	<b>8.74</b>	<b>16.96</b>	<b>33.56</b>	<b>64.05</b>
a) Current Tax	2.35	6.85	14.52	26.83	55.77
b) Deferred Tax	0.28	1.89	2.44	6.73	8.28
<b>7 Net profit /(loss) for the period after taxes (A)</b>	<b>5.17</b>	<b>26.27</b>	<b>47.99</b>	<b>107.05</b>	<b>187.81</b>
<b>8 Total other comprehensive income for the period (B)</b>	<b>(0.19)</b>	<b>0.02</b>	<b>(1.28)</b>	<b>(3.43)</b>	<b>(0.01)</b>
(a) (i) Items that will not be reclassified to profit or loss	(0.79)	(0.13)	(2.15)	(5.13)	0.08
(ii) Income-tax relating to items that will not be reclassified to profit & loss	1.01	0.15	0.69	2.11	(0.09)
(b) (i) Items that will be reclassified to profit or loss	(0.41)	-	0.18	(0.41)	-
(ii) Income-tax relating to items that will be reclassified to profit & loss	-	-	-	-	-
<b>9 Total comprehensive income for the period (A + B)</b>	<b>4.98</b>	<b>26.29</b>	<b>46.71</b>	<b>103.62</b>	<b>187.80</b>
<b>10 Paid up equity share capital</b>	<b>52.44</b>	<b>52.44</b>	<b>52.44</b>	<b>52.44</b>	<b>52.44</b>
<b>11 Other Equity</b>				<b>1,262.63</b>	<b>1,189.82</b>
<b>12 Earnings per share (Face value Rs. 2 each) (not annualised)</b>					
a) Basic (in Rs.)	0.20	1.00	1.84	4.08	7.17
b) Diluted (in Rs.)	0.20	1.00	1.84	4.08	7.17

**MINDA INDUSTRIES LIMITED**  
**Standalone Balance Sheet as at March 31, 2020**

(Rs in Crore)

Particulars	As at 31 March 2020 (Audited)	As at 31 March 2019 (Audited)
<b>ASSETS</b>		
<b>1. Non-current assets</b>		
Property, Plant and Equipment	707.51	633.68
Capital work-in-progress	199.64	27.81
Right-of-use assets	54.62	-
Intangible Assets	70.76	52.07
Intangible Assets Under Development	19.92	18.29
<b>Financial Assets</b>		
(i) Investments	755.61	755.97
(ii) Loans	15.82	12.92
(iii) Others	2.29	6.46
Deferred tax assets (net)	0.07	8.73
Other Tax Assets	29.58	20.61
Other Non-current Assets	36.05	60.23
<b>Total- Non current asset</b>	<b>1,891.87</b>	<b>1,596.77</b>
<b>2. Current Assets</b>		
Inventories	257.03	251.86
<b>Financial Assets</b>		
(i) Trade receivables	463.47	551.84
(ii) Cash and cash equivalents	123.67	32.46
(iii) Bank balance other than those included in cash and cash equivalents	13.09	10.37
(iv) Loans	1.13	0.34
(v) Others Current Financial Assets	13.63	11.04
Other current assets	94.67	49.63
<b>Total- Current asset</b>	<b>966.69</b>	<b>907.54</b>
<b>3. Assets held for sale</b>	<b>7.49</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>2,866.05</b>	<b>2,504.31</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	52.44	52.44
Other Equity	1,262.63	1,189.82
<b>Total Equity</b>	<b>1,315.07</b>	<b>1,242.26</b>
<b>LIABILITIES</b>		
<b>1. Non-current liabilities</b>		
<b>Financial Liabilities</b>		
(i) Borrowings	490.06	339.98
(ii) Lease liabilities	21.86	-
(iii) Other financial liabilities	20.86	18.50
Provisions	56.45	46.18
<b>Total- Non current liabilities</b>	<b>589.23</b>	<b>404.66</b>
<b>2. Current Liabilities</b>		
<b>Financial Liabilities</b>		
(i) Borrowings	107.61	192.81
(ii) Lease liabilities	6.37	-
(iii) Trade payables		
(a) Total outstanding dues of micro & small enterprises	73.35	52.97
(b) Total outstanding dues of creditors other than micro & small enterprises	534.63	452.68
(iv) Other financial liabilities	151.69	103.55
Other current liabilities	67.05	47.45
Provisions	16.71	7.93
<b>Total- Current liabilities</b>	<b>957.41</b>	<b>857.39</b>
<b>3. Liabilities related to assets held for sale</b>	<b>4.34</b>	<b>-</b>
<b>TOTAL Equity and Liabilities</b>	<b>2,866.05</b>	<b>2,504.31</b>

**Minda Industries Limited**  
**Standalone Cash Flow Statement for the year ended 31 March 2020**  
 (All amounts in Indian ₹ crores, unless otherwise stated)  
 CIN:- L74899DL1992PLC050333

	For the year ended 31-Mar-20	For the year ended 31-Mar-19
<b>Cash flows from operating activities :</b>		
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
MTM gain on forward contract	(6.01)	(1.19)
Impairment of investment	8.36	-
Provision for warranty	4.78	3.14
Profit on sale of property, plant and equipments	(8.67)	(2.53)
	<u>157.13</u>	<u>87.79</u>
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 receivables and others	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
	<u>169.43</u>	<u>(65.73)</u>
Cash generated from operations	467.17	273.92
Income tax paid	(33.87)	(50.76)
<b>Net Cash flows from operating activities (A)</b>	<u><b>433.30</b></u>	<u><b>223.16</b></u>
<b>Cash flows from investing activities</b>		
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)
<b>Net cash used in investing activities (B)</b>	<u><b>(363.84)</b></u>	<u><b>(539.93)</b></u>
<b>Cash flows from financing activities</b>		
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)
<b>Net cash used in financing activities (C)</b>	<u><b>21.75</b></u>	<u><b>304.89</b></u>
<b>Net increase/ (decrease) in cash and cash equivalents(A+B+C)</b>	<u><b>91.21</b></u>	<u><b>(11.88)</b></u>
Cash and cash equivalents as at beginning	32.46	44.34
<b>Cash and cash equivalents as at closing</b>	<u><b>123.67</b></u>	<u><b>32.46</b></u>
Cash on hand	0.56	0.41
Balances with banks:		
- on current accounts	108.01	30.37
- on deposit accounts	15.10	1.68
<b>Cash and cash equivalents at the end of the year</b>	<u><b>123.67</b></u>	<u><b>32.46</b></u>

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.

**Notes on audited standalone financial results:**

- 1) The above audited standalone financial results for the quarter and year ended 31 March 2020 have been reviewed on 29 June 2020 by the Audit Committee and approved by the Board of Directors.

These results along with the audit report of the statutory auditors have been filed with stock exchanges, pursuant to Regulations 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available on the stock exchanges' websites, NSE website ([www.nseindia.com](http://www.nseindia.com)), BSE website ([www.bseindia.com](http://www.bseindia.com)) and on Company's website ([www.unominda.com](http://www.unominda.com)).

- 2) These standalone financial results of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 3) During the quarter, the following investments was made by the Company –
- Additional 7,500,000 equity shares of Minda Onkyo India Private Limited, a joint venture for total consideration of Rs. 7.50 Crores.
- 4) Exceptional items for the year ended 31 March 2020 consist of the following expenses:

(Rs. in Crores)

Particulars	Quarter ended 31 March 2020	Quarter ended 31 Dec 2019	Quarter ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019
Acquisition / amalgamation related expenses	7.80	5.17	-	12.97	-
Impairment of investment in Associate Company	8.29	-	-	8.29	-
Impairment of land	1.10	-	-	1.10	-
<b>Total</b>	<b>17.19</b>	<b>5.17</b>	<b>-</b>	<b>22.36</b>	<b>-</b>

- 5) The Company is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories and ancillary services and there is no separate reportable business segment as per Ind AS 108 on Operating Segments.
- 6) 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 into capital reserve of Rs. 26.56 Crores which is credited to other equity.

- 7) The Board of directors of the Company in 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 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.

- 8) 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.
- 9) 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 Rs. 22.56 Crores and a corresponding "Lease liability" of Rs. 23.12 Crores by adjusting retained earnings net of taxes of Rs. 0.36 Crores as on 01 April 2019. In respect of leases that were classified as finance leases, on applying Ind AS 17, Rs. 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 earlier period results, the reconciliation of above effect on statement of profit and loss for the quarter and year ended 31 March 2020 is as under:



(Rs. in Crores)			
Adjustments to increase / (decrease) in net profit	Quarter ended 31 March 2020 comparable basis	Changes due to Ind AS 116	Quarter ended 31 March 2020 as reported
Rent	6.72	(1.75)	4.97
Depreciation and amortisation expenses	35.37	1.50	36.87
Finance Cost	10.20	0.61	10.81
<b>Profit before tax</b>	<b>8.16</b>	<b>(0.36)</b>	<b>7.80</b>
Less: Tax expense	(2.75)	0.12	(2.63)
<b>Profit after tax</b>	<b>5.41</b>	<b>(0.24)</b>	<b>5.17</b>

(Rs. in Crores)			
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
<b>Profit before tax</b>	<b>142.10</b>	<b>(1.49)</b>	<b>140.61</b>
Less: Tax expense	(34.08)	0.52	(33.56)
<b>Profit after tax</b>	<b>108.02</b>	<b>(0.97)</b>	<b>107.05</b>

- 10) 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 Financial Results. 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 financial results. 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 financial statement may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.

- 11) The Board of Directors of the Company had declared an interim dividend at the rate of Rs 0.40 per share i.e. 20.00% on equity shares and same was paid during the current quarter. Further, Board of Directors has not proposed any final dividend for the FY 2019-20.
- 12) Figures for the quarter ended 31 March 2020 and 31 March 2019 represent the difference between the audited figures in respect of the full financial year and the figures of nine months ended 31 December 2019 and 31 December 2018 respectively, as restated.

13) 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 Rs.250 Crores through issue of equity shares of face value of Rs. 2 each via right issue and up to Rs.300 Crores through issue of Non-convertible Debentures on a Private Placement basis.

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

Place: Gurugram, Haryana  
Date: 29 June 2020

(NIRMAL K. MINDA)  
Chairman & Managing Directors

# B S R & Co. LLP

Chartered Accountants

Building No. 10, 8th Floor, Tower-B  
DLF Cyber City, Phase-II  
Gurugram – 122 002, India

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## INDEPENDENT AUDITORS' REPORT

### TO THE BOARD OF DIRECTORS OF MINDA INDUSTRIES LIMITED

#### Report on the audit of the Standalone Annual Financial Results

#### Opinion

We have audited the accompanying standalone annual financial results of Minda Industries Limited (hereinafter referred to as the "Company") for the year ended 31 March 2020, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended 31 March 2020.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* 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 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 annual financial results.

### **Emphasis of Matter**

- a) We draw attention to Note 6 in the standalone annual financial results 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 annual financial results 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 previous periods 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 10 in the standalone annual financial results, 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.

### **Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 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 standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the 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 responsible for overseeing the Company's financial reporting process

### **Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 annual financial results.

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 annual financial results, 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 through a separate report on the complete set of financial statements 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 results 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 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 standalone annual financial results 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 annual financial results, including the disclosures, and whether the standalone annual financial results 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.

**Other Matters**

- a) The standalone annual financial results 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 annual financial results have not been audited by us. These annual financial results have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the standalone annual financial results, 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 annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the unaudited year to date figures up to the third quarter of the current financial year, as restated (refer note 6 to the standalone annual financial results), which were subject to limited review by us. Further, we did not review the financial information of M J Casting Limited and Minda Distribution and Services Limited for the first quarter included in restated unaudited year to date figure upto the third quarter. These financial information has been reviewed by other auditors who expressed unmodified opinion on these financial information.
- c) The standalone annual financial results 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 6 to the standalone annual financial results). We did not review / audit the financial information of M J Casting Limited, Minda Distribution and Services Limited and Minda Auto Components Limited for the corresponding quarter and year ended 31 March 2019 included in standalone annual financial results 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 total net profit after tax (before elimination) of INR 30.69 Crores and net cash outflows (before elimination) amounting to INR 10.38 Crores for the year ended on that date were audited by other auditor, whose reports have been furnished to us by the management and our opinion on the standalone annual financial results, to the extent they have been derived from such annual financial information is based solely on the report of such other auditors.

**For B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 101248W/W-100022

**Rajiv Goyal**

*Partner*

Membership No.: 094549

ICAI UDIN: 20094549AAAAEM7863

Place: Gurugram

Date: 29 June 2020

MINDA INDUSTRIES LIMITED

REGD. OFFICE : B-64/1, WAZIRPUR INDUSTRIAL AREA, DELHI-110052

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2020

(Rs. In Crore except per share data)

PARTICULARS	Quarter ended			Year ended	
	31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
	(Audited) (Refer note 12)	(Unaudited)	(Audited) (Refer note 12)	(Audited)	(Audited)
<b>1 Income</b>					
(a) Revenue from operations	1,338.97	1,326.84	1,486.46	5,465.14	5,908.09
(b) Other income	15.96	11.30	13.07	39.25	27.03
<b>Total income</b>	<b>1,354.93</b>	<b>1,338.14</b>	<b>1,499.53</b>	<b>5,504.39</b>	<b>5,935.12</b>
<b>2 Expenses</b>					
(a) Cost of materials consumed	617.56	658.69	782.34	2,693.26	3,100.03
(b) Purchases of stock-in trade	180.30	147.05	112.23	605.06	558.72
(c) Changes in inventories of finished goods, stock-in trade and work-in-progress	4.05	(10.38)	4.40	(14.18)	(36.27)
(d) Employee benefits expense	214.37	208.88	202.52	846.77	791.29
(e) Finance costs	20.98	21.58	20.43	90.21	63.15
(f) Depreciation and amortisation expense	81.69	75.06	68.18	301.90	234.38
(g) Other expenses	200.70	159.24	199.60	715.06	769.14
<b>Total expenses</b>	<b>1,319.65</b>	<b>1,260.12</b>	<b>1,389.70</b>	<b>5,238.08</b>	<b>5,480.44</b>
<b>3 Profit/(loss) before share of profit/(loss) of associates / joint ventures, exceptional items and tax</b>	<b>35.28</b>	<b>78.02</b>	<b>109.83</b>	<b>266.31</b>	<b>454.68</b>
4 Exceptional items (Refer note 4)	(8.90)	(5.17)	-	(14.07)	-
<b>5 Profit/(loss) after exceptional items but before share of profit/(loss) of associates / joint ventures and taxes</b>	<b>26.38</b>	<b>72.85</b>	<b>109.83</b>	<b>252.24</b>	<b>454.68</b>
<b>6 Tax expense</b>	<b>13.26</b>	<b>19.40</b>	<b>33.39</b>	<b>77.50</b>	<b>134.07</b>
a) Current tax	18.68	21.78	27.35	88.66	115.47
b) Deferred tax	(5.42)	(2.38)	6.04	(11.16)	18.60
<b>7 Net profit/(loss) for the period after taxes but before share of profit/(loss) of associates / joint ventures</b>	<b>13.12</b>	<b>53.45</b>	<b>76.44</b>	<b>174.74</b>	<b>320.61</b>
8 Share of profit/(loss) of associates / joint ventures	(0.28)	1.00	8.34	12.97	18.87
<b>9 Net profit/(loss) after share of profit/(loss) of associates / joint ventures (A)</b>	<b>12.84</b>	<b>54.45</b>	<b>84.78</b>	<b>187.71</b>	<b>339.48</b>
<b>10 Other comprehensive income for the Period (B)</b>	<b>1.88</b>	<b>(0.31)</b>	<b>(4.10)</b>	<b>(1.56)</b>	<b>(0.68)</b>
(a) (i) Items that will not be reclassified to profit or loss	(1.60)	(0.32)	(2.07)	(6.93)	0.60
(ii) Income-tax relating to items that will not be reclassified to profit & loss	1.25	0.20	0.69	2.57	(0.22)
(b) (i) Items that will be reclassified to profit or loss	2.23	(0.19)	(2.72)	2.80	(1.06)
(ii) Income-tax relating to items that will be reclassified to profit & loss	-	-	-	-	-
<b>11 Total comprehensive income for the Period (A + B)</b>	<b>14.72</b>	<b>54.14</b>	<b>80.68</b>	<b>186.15</b>	<b>338.80</b>
<b>12 Profit for the period attributable to:</b>					
(a) Owners of Minda Industries Limited	7.30	44.73	73.50	154.95	285.62
(b) Non-controlling interests	5.54	9.72	11.28	32.76	53.86
<b>13 Other comprehensive income attributable to:</b>					
(a) Owners of Minda Industries Limited	1.86	(0.34)	(4.03)	(1.36)	(0.71)
(b) Non-controlling interests	0.02	0.03	(0.07)	(0.20)	0.03
<b>14 Total comprehensive income attributable to:</b>					
(a) Owners of Minda Industries Limited	9.16	44.39	69.47	153.59	284.91
(b) Non-controlling interests	5.56	9.75	11.21	32.56	53.89
15 Paid up equity share capital (Face value Rs. 2 per share)	52.44	52.44	52.44	52.44	52.44
16 Other Equity				1,763.28	1,651.72
17 Earnings per share (Face value Rs. 2 each) (not annualised)					
a) Basic (in Rs.)	0.28	1.71	2.80	5.91	10.90
b) Diluted (in Rs.)	0.28	1.71	2.80	5.91	10.90

**MINDA INDUSTRIES LIMITED**  
**Consolidated Balance Sheet as at March 31, 2020**

(Rs in Crore)

Particulars	As at 31-Mar-2020 (Audited)	As at 31-Mar-2019 (Audited)
<b>ASSETS</b>		
<b>1. Non-current assets</b>		
Property, Plant and Equipment	1,643.36	1,629.40
Capital work-in-progress	337.05	131.52
Right-of-use assets	135.82	-
Intangible Assets	214.72	66.84
Intangible Assets Under Development	20.00	18.61
Goodwill on Consolidation	202.06	164.92
<b>Financial Assets</b>		
(i) Investments	372.16	355.58
(ii) Loans	13.34	21.21
(iii) Others	10.27	9.66
Other Tax Assets	42.52	33.05
Other Non-current Assets	50.60	67.10
<b>Total- Non current asset</b>	<b>3,041.90</b>	<b>2,497.89</b>
<b>2. Current Assets</b>		
Inventories	555.26	560.97
<b>Financial Assets</b>		
(i) Trade receivables	726.41	899.22
(ii) Cash and cash equivalents	250.98	92.77
(iii) Bank balance other than those included in cash and cash equivalents	76.86	17.29
(iv) Loans	5.70	2.01
(v) Others Current Financial Assets	34.89	22.00
Other current assets	139.36	138.48
<b>Total- Current asset</b>	<b>1,789.46</b>	<b>1,732.74</b>
<b>3. Assets held for sale</b>	<b>7.49</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>4,838.85</b>	<b>4,230.63</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	52.44	52.44
Other Equity	1,763.28	1,651.72
<b>Equity attributable to owners of the Company</b>	<b>1,815.72</b>	<b>1,704.16</b>
Non-Controlling Interest	282.84	266.71
<b>Total Equity</b>	<b>2,098.56</b>	<b>1,970.87</b>
<b>LIABILITIES</b>		
<b>1. Non-current liabilities</b>		
<b>Financial Liabilities</b>		
(i) Borrowings	780.33	606.34
(ii) Lease liabilities	97.93	-
(iii) Other financial liabilities	75.14	75.58
Provisions	117.45	99.64
Deferred tax liability (net)	13.53	0.62
<b>Total- Non current liabilities</b>	<b>1,084.38</b>	<b>782.18</b>
<b>2. Current Liabilities</b>		
<b>Financial Liabilities</b>		
(i) Borrowings	217.14	349.15
(ii) Lease liabilities	18.29	-
(iii) Trade payables		
(a) Total outstanding dues of micro & small enterprises	87.97	64.61
(b) Total outstanding dues of creditors other than micro & small enterprises	874.82	733.21
(iv) Other financial liabilities	312.13	231.15
Other current liabilities	108.83	77.90
Provisions	32.39	21.56
<b>Total- Current liabilities</b>	<b>1,651.57</b>	<b>1,477.58</b>
<b>Liabilities related to assets held for sale</b>	<b>4.34</b>	<b>-</b>
<b>TOTAL Equity and Liabilities</b>	<b>4,838.85</b>	<b>4,230.63</b>



**Minda Industries Limited**  
**Consolidated Cash Flow Statement for the year ended 31 March 2020**  
 (All amounts in Indian ₹ crores, unless otherwise stated)  
 CIN:- L74899DL1992PLC050333

	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>A. Cash flows from operating activities :</b>		
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)
MTM 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
Profit on sale of property, plant and equipments	(7.87)	(1.08)
	<u>414.75</u>	<u>298.11</u>
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 receivables and others	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)
	<u>409.31</u>	<u>(223.41)</u>
Cash generated from operations	1,076.30	529.38
Income tax paid	(111.19)	(115.41)
<b>Net Cash flows from operating activities (A)</b>	<u><b>965.11</b></u>	<u><b>413.97</b></u>
<b>3. Cash flows from investing activities</b>		
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
<b>Net cash used in investing activities (B)</b>	<u><b>(764.89)</b></u>	<u><b>(825.47)</b></u>
<b>2. Cash flows from financing activities</b>		
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)
<b>Net cash used in financing activities (C)</b>	<u><b>(67.37)</b></u>	<u><b>368.48</b></u>
<b>Net increase/ (decrease) in cash and cash equivalents(A+B+C)</b>	<u><b>132.85</b></u>	<u><b>(43.02)</b></u>
Foreign currency translation adjustment	2.78	0.80
Cash and cash equivalents pursuant to acquisition	22.58	9.43
Cash and cash equivalents as at beginning	92.77	125.56
<b>Cash and cash equivalents as at closing</b>	<u><b>250.98</b></u>	<u><b>92.77</b></u>
Cash on hand	1.05	1.69
Balances with banks:		
- on current accounts	217.82	81.83
- on deposit accounts	32.11	9.25
<b>Cash and cash equivalents at the end of the year</b>	<u><b>250.98</b></u>	<u><b>92.77</b></u>

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.

**Notes on audited consolidated financial results:**

- 1) The above consolidated financial results for the quarter and year ended 31 March 2020 have been reviewed on 29 June 2020 by the Audit Committee and approved by the Board of Directors.

These results along with the report of the statutory auditors have been filed with stock exchanges, pursuant to Regulations 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available on the stock exchanges' websites, NSE website ([www.nseindia.com](http://www.nseindia.com)), BSE website ([www.bseindia.com](http://www.bseindia.com)) and on Group's website ([www.unominda.com](http://www.unominda.com)).

- 2) These consolidated financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 3) Key numbers of standalone financial results of the Parent Company are as under:

(Rs. in Crores)

Particulars	Quarter ended			Year ended	
	31 March 2020	31 December 2019	31 March 2019	31 March 2020	31 March 2019
Total income	773.66	788.34	870.45	3,237.79	3,543.47
Profit before tax	7.80	35.01	64.95	140.61	251.86
Total comprehensive income	4.98	26.29	46.71	103.62	187.80

- 4) Exceptional items for the year ended 31 March 2020 consisted of the following expenses:

(Rs. in Crores)

Particulars	Quarter ended 31 March 2020	Quarter ended 31 Dec 2019	Quarter ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019
Acquisition / amalgamation related expenses	7.80	5.17	-	12.97	-
Impairment of land	1.10	-	-	1.10	-
<b>Total</b>	<b>8.90</b>	<b>5.17</b>	<b>-</b>	<b>14.07</b>	<b>-</b>

- 5) The Group is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories and ancillary services and there is no separate reportable business segment as per Ind AS 108 on Operating Segments.
- 6) The board of directors of the Parent Company in its meeting held on 16 May 2019 had approved the composite scheme of merger Company's wholly owned subsidiaries i.e. MJ Casting Limited (Transferor Company No. 1), Minda Distribution and Services Limited (Transferor Company No. 2), Minda Auto Components Limited (Transferor Company No. 3) and Minda Rinder Private Limited (Transferor Company No. 4) (Collectively referred as "Transferor Companies"), with the Parent Company i.e. Minda Industries Limited ("Transferee Company"). Subsequent to the quarter end, the said scheme of merger was approved by the National Company Law Tribunal (NCLT), Delhi on 01

June 2020. The appointed date of the merger as per composite scheme is 01 April 2019. There is no impact of the above merger on profit for the period and the financial position of these consolidated financial results, since the amalgamation was accounted as per the requirements of Appendix C to Ind AS 103 "Business Combination" under common control.

- 7) The Board of directors of the Parent Company in its meeting held on 14 February 2019 approved composite scheme of merger 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 appointed date of the amalgamation as per scheme is 1 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.

- 8) 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.
- 9) 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 Rs. 95.77 Crores and a corresponding "Lease liability" of Rs. 110.62 Crores by adjusting retained earnings net of taxes of Rs. 10.10 Crores as on 01 April 2019. In respect of leases that were classified as finance leases, on applying Ind AS 17, Rs. 26.22 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 earlier period results, the reconciliation of above effect on statement of profit and loss for the quarter and year ended 31 March 2020 is as under:

(Rs. in Crores)			
Adjustments to increase / (decrease) in net profit	Quarter ended 31 March 2020 comparable basis	Changes due to Ind AS 116 Increase (decrease)	Quarter ended 31 March 2020 as reported
Rent	9.51	(5.33)	4.18
Depreciation and amortisation expenses	77.02	4.67	81.69
Finance Cost	19.27	1.71	20.98
<b>Profit before tax</b>	<b>27.43</b>	<b>(1.05)</b>	<b>26.38</b>
Less: Tax expense	(13.45)	0.19	(13.26)
<b>Profit after tax</b>	<b>13.98</b>	<b>(0.86)</b>	<b>13.12</b>

(Rs. in Crores)			
Adjustments to increase / (decrease) in net profit	Year ended 31 March 2020 comparable basis	Changes due to Ind AS 116 Increase (decrease)	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
<b>Profit before tax</b>	<b>256.47</b>	<b>(4.23)</b>	<b>252.24</b>
Less: Tax expense	(78.43)	0.93	(77.50)
<b>Profit after tax</b>	<b>178.04</b>	<b>(3.30)</b>	<b>174.74</b>

- 10) 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 Financial Results. 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 financial results. 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 financial statement may differ from that estimated due to unforeseen circumstances and the Company will continue to closely monitor any material changes to future economic conditions.

- 11) The Board of Directors of the Parent Company had declared an interim dividend at the rate of Rs 0.40 per share i.e. 20.00% on equity shares and same was paid during the current quarter. Further, Board of Directors has not proposed any final dividend for the FY 2019-20
- 12) Figures for the quarter ended 31 March 2020 and 31 March 2019 represent the difference between the audited figures in respect of the full financial year and the published figures of nine months ended 31 December 2019 and 31 December 2018, respectively.

13) 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 Rs.250 Crores through issue of equity shares of face value of Rs. 2 each via right issue and up to Rs.300 Crores through issue of Non-convertible Debentures on Private Placement basis.

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

Place : Gurugram, Haryana  
Date : 29 June 2020

(NIRMAL K. MINDA)  
Chairman & Managing Director

# B S R & Co. LLP

Chartered Accountants

Building No. 10, 8th Floor, Tower-B  
DLF Cyber City, Phase-II  
Gurugram – 122 002, India

Telephone: +91 124 7191000  
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## TO THE BOARD OF DIRECTORS OF MINDA INDUSTRIES LIMITED

### Report on the audit of the Consolidated Annual Financial Results

#### Opinion

We have audited the accompanying consolidated annual financial results of Minda Industries Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), its associates and its joint ventures for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

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 audited financial statements / financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated annual financial results:

- a. include the annual financial results of the entities listed in Annexure 1
- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive loss and other financial information of the Group for the year ended 31 March 2020.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013 (“the Act”). Our responsibilities under those SAs are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group, its associates and its joint ventures 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 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 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 annual financial results.

#### Emphasis of Matter

We draw attention to Note 10 in the Consolidated Annual Financial Results, which described 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.

### **Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results**

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net profit and other comprehensive loss and other financial information of the Group including its associates and joint ventures in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 of the assets of each 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 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 annual financial results 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 annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective 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.

### **Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 annual financial results.

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 annual financial results, 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 through a separate report on the complete set of financial statements 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 consolidated financial results 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 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 annual financial results 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 annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements / financial information of the entities within the Group and its associates and joint ventures to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial statements / financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, 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 para (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results 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.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.



**Other Matters**

- (a) The consolidated annual financial results include the audited financial statements / financial information of 19 subsidiaries, whose financial information reflect Group's share of total assets (before consolidation adjustment) of Rs. 947.37 crores as at 31 March 2020, Group's share of total revenue (before consolidation adjustment) of Rs. 1,163.14 crores, Group's share of total net profit after tax (before consolidation adjustment) of Rs. 29.24 crores, Group's share of total comprehensive income (before consolidation adjustment) of Rs. 34.12 crores and Group's share of net cash inflows (before consolidation adjustment) of Rs. 10.04 crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The consolidated annual financial results also include the Group's share of net profit after tax (before consolidation adjustments) of Rs. 14.19 crores and the Group's share of total comprehensive income (before consolidation adjustments) of Rs. 14.34 crores for the year ended 31 March 2020, as considered in the consolidated annual financial results, in respect of 10 associates / joint ventures, whose financial statements / financial information have been audited by their respective independent auditors. These independent auditors' reports on financial statements / financial information of these entities have been furnished to us by the management / component auditor and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

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 Company's management has converted the financial statements of such subsidiaries/ 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 Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries / joint venture located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the consolidated annual financial results 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.

- (b) The consolidated annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **B S R & Co. LLP**  
*Chartered Accountants*  
ICAI Firm's Registration No. 101248W/W-100022

**Rajiv Goyal**  
*Partner*  
Membership No. 094549  
ICAI UDIN: 20094549AAAAEO7728

Place: Gurugram  
Date: 29 June 2020

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

Date : 29/06/2020

<b>National Stock Exchange of India Ltd.</b> Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Scrip: MINDAIND	<b>BSE Ltd.</b> Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Scrip: 532539
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**Sub: - Declaration for Audit Report(s) with unmodified opinion**

Ref: - Regulation 33(3) (d) of SEBI (LODR) Regulations, 2015

Dear Sirs,

Pursuant to Regulation 33(3) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DECLARATION** is hereby given that the Statutory Auditors' Report on the Annual Standalone Audited Financial Results and Annual Consolidated Audited Financial Results for the Financial Year ended 31 March 2020 do not contain any qualifications, reservations or adverse remarks. Audit Report for the said period carry with unmodified opinion.

For and on behalf of the Board  
**Minda Industries Ltd.**

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



**Annexure A**

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated 9<sup>th</sup> September, 2015 are given in Annexure A to this letter.

**Issuance of Securities: Issue of Non-Convertible Debentures**

Sr.No.	Details of Events that need to be provided	Information of such events(s)
(i)	Type of securities proposed to be issued	Non Convertible Debentures (NCD)
(ii)	Type of issuance	Private Placement
(iii)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto Rs 300 crores
(iv)	Size of the issue	Upto Rs 300 crores
(v)	Whether proposed to be listed? If yes, name of the stock exchange(s)	The Board has approved issue of Non-Convertible Debentures and has constituted a Committee of Directors which shall decide the total number of NCDs to be issued, issue price, coupon/interest rate, security, tenure provided the aggregate value of NCDs to be issued shall not exceed Rs 300 crores.
(vi)	Tenure of the instrument - date of allotment and date of maturity	
(vii)	Coupon/interest offered, schedule of payment of coupon/interest and principal	
(viii)	Charge/security, if any, created over the Assets	
(ix)	Special right/interest/privileges attached to the instrument and changes thereof	
(x)	Delay in payment of interest/ principal amount for a period of more than three months from the due date or default in payment of interest/ principal	N.A
(xii)	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	N.A
(xiii)	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	N.A


Annexure B

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/ 2015 dated 9th September, 2015

**Issuance of Securities:** issue of Equity Shares on Right Issue Basis ("Right issue")

Sr. No.	Details of Events that need to be provided	Information of such events(s)
(i)	type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares having Face Value of Rs 2 each
(ii)	type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Rights Issue
(iii)	total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	The Board has in-principle approved issue of equity shares of Right Issue basis and has constituted a Committee of Directors which shall decide the total number of shares to be issued, price per share etc. provided the Right Issue shall not exceed Rs 250 crores.