SPARK MINDA
Powered by Passion

MINDA CORPORATION LIMITED
(GROUP CORPORATE OFFICE)

September 02, 2019

The Officer-In-Charge (Listing) Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: MINDACORP	Head - Listing Operations, BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 538962

<u>Sub: Annual Report for the financial year 2018-19</u>

Dear Sir,

Please find enclosed herewith the annual report of the Company for the financial year 2018-19 as required under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

For Minda Corporation Limited

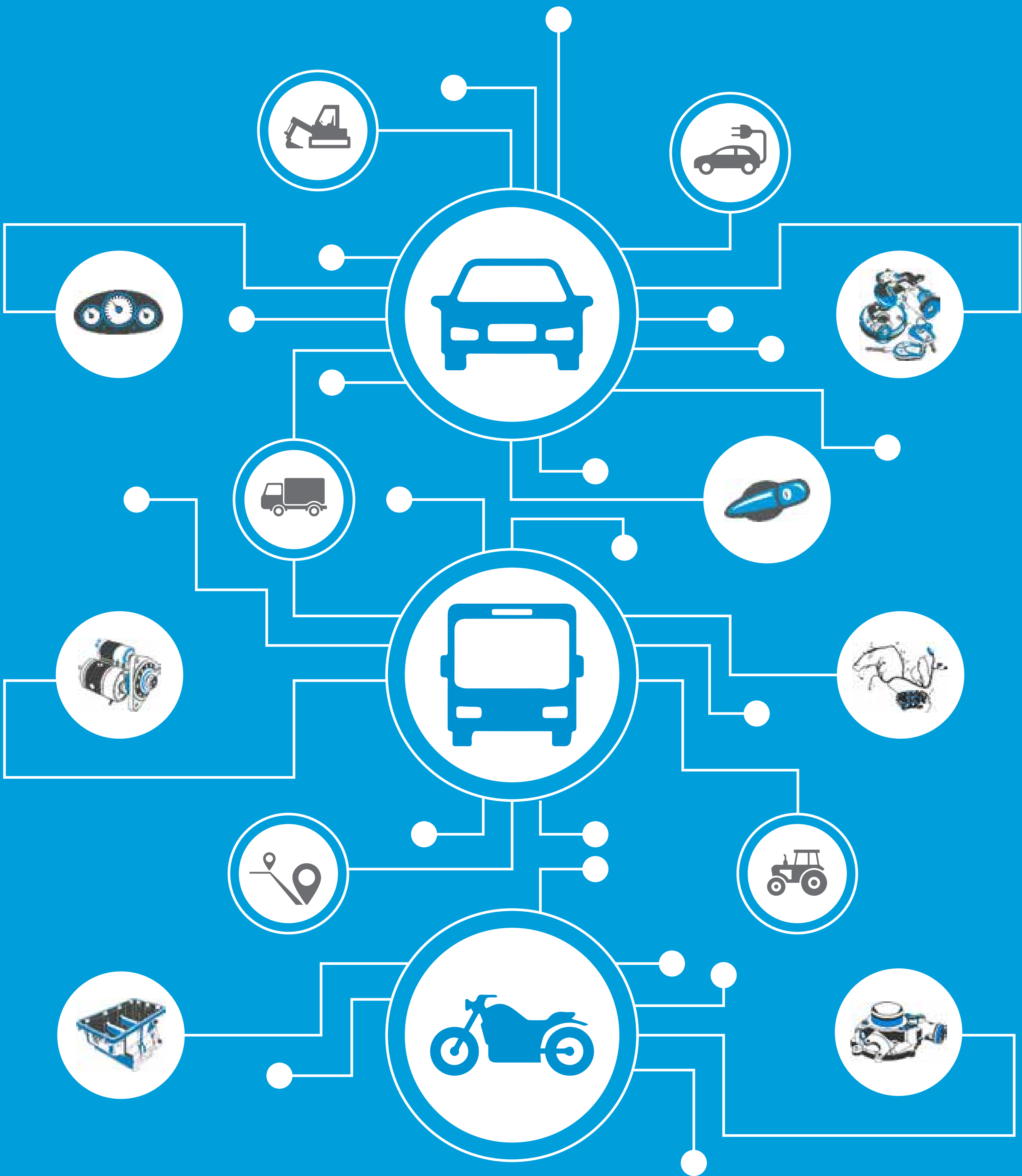
Ajay Sancheti
Company Secretary
Membership No. F5605

Encl:. As Above

MINDA CORPORATION LIMITED (GROUP CORPORATE OFFICE)
CIN: L74899DL1985PLC020401
Office Address: Plot No. 404 & 405, 5th Floor, Sector-20, Udyog Vihar, Phase-III, Gurugram, Haryana (India) - 122016.
TEL: +91 – 124 – 4698400; FAX: +91 – 124 – 4698450
Registered Office: A-15,Ashok Vihar, Phase-I, Delhi - 110052.
Website: www.sparkminda.com

Minda Corporation Limited

Annual Report 2018-19



Transcend. Transform. Translate.

What's inside...

Cautionary Statement

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Note: The Financial Statements for the year ended 31 March 2019 have been prepared after giving impact of Scheme of Amalgamation as approved by the Hon'ble National Company Law Tribunal vide its order dated July 19, 2019.

Transcend. Transform. Translate.

The automobile landscape continues to evolve. Having transformed road transportation beyond the wildest dreams of its inventors nearly 150 years ago, internal combustion engine continues to rule the roost. The search for alternative energy fueled vehicles continues to intensify at the same time. Within a shorter time frame of less than a quarter of a century, the much celebrated economic globalization stands threatened by increasing protectionism, intensifying trade conflicts and an overarching concern on environment. Technological advancements coupled with heightening consumer aspirations are leading to newer products and technological features at breakneck speed.

To summarize it all, today's business landscape is brimming with dynamically evolving variables. Change is the only constant.

At Minda Corporation, we chose to be a disruptor (instead of being disrupted) nearly three years ago. Mapping our strengths - technological edge, deep relations with OEMs, global presence and economy of scale - with evolving automobile world order, we chose to transcend our comfort zone. To usher into an era of proactive research & innovation and staying ahead of the curve in solving challenges in the way of future mobility.

The resultant campaign of transformation is gaining roots as well as momentum. Doing things better as well as faster by deploying human ingenuity and scientific possibilities with a single aim of making our customers win has become our guiding mantra. Our recent technology-centric initiatives (technology centre, strategic acquisitions and international collaborations), restructuring of business divisions and merger of 100% owned domestic subsidiaries into Minda Corporation are the mega events that are going to transform us into an agile, lean and solution-centric company.

With the transformation journey entering into its last leg, we are readying ourselves to translate our newly added strengths into meaningful and sustainable business gains. With automobile industry gearing up for BS VI transition, we are already supplying next generation BS VI compliant variants of many of our products. Our product development along with advancement initiatives towards electric vehicles and connected vehicles are progressing well. Our increased thrust on exports and aftermarkets segments is headed to open newer business possibilities.

As a pure play automotive components enterprise with a rich legacy of over six decades, our driving business theme for the later part of ensuing decade is... Transcend. Transform. Translate.

What Sets Us Apart

RICH LEGACY

Steering automobile industry's evolution for more than six decades

A partner of choice for global OEMs, well supported with global manufacturing facilities and supply chain

Steadily expanding aftermarket and exports footprints

Wide range of products across three key domains – Mechatronics, Information & Connected systems and Plastics & Interiors

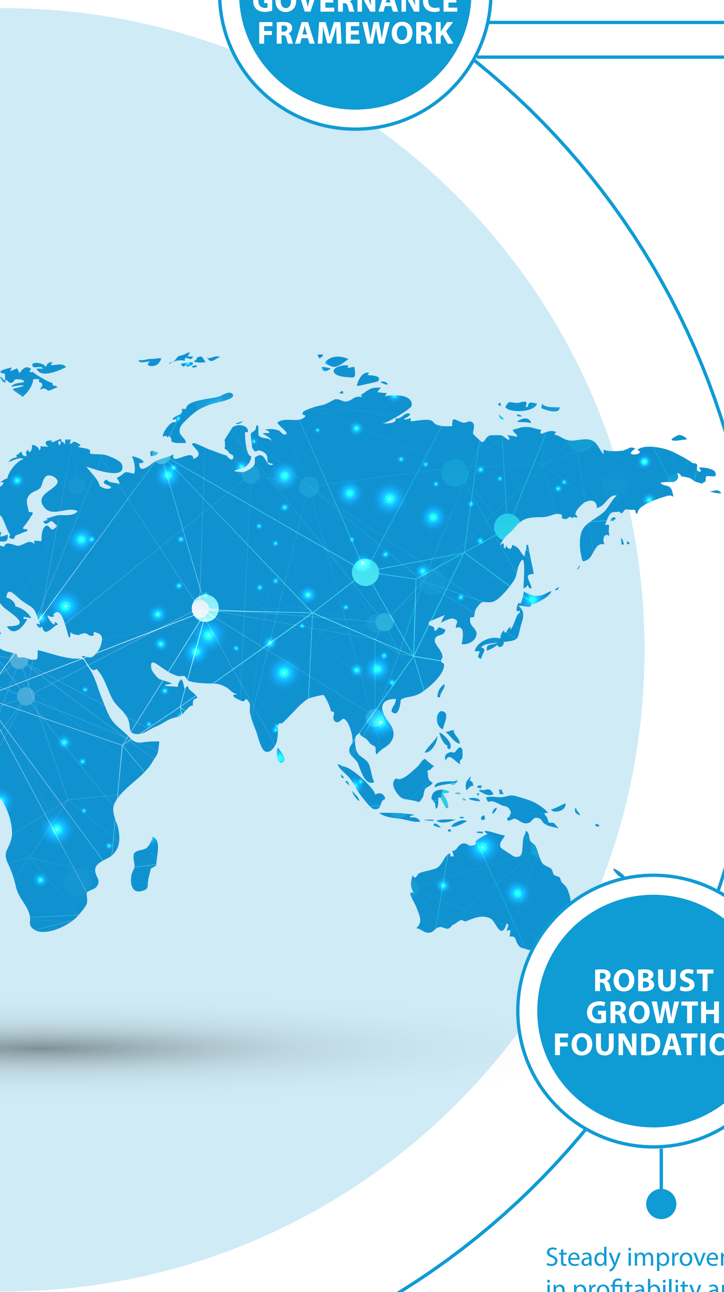
TECHNOLOGY FOCUSED

Best in class infrastructure – talent, hardware and software

Investing in future technologies like Connected, Autonomous, Shared and Electric mobility

Raising the spirit of innovation and disruptive thinking through the state-of-the-art technical centre (SMIT)

Access to new/emerging technology through global tie-ups and joint ventures and strategic investments



STRONG GOVERNANCE FRAMEWORK

A highly professional and diverse Board with 4 independent directors out of 7

Four-tier governance structure aligned with core themes of transparency, accountability, integrity and professionalism

Multi-pronged stakeholder engagement and communication framework with increased frequency and disclosures

One of its kind CSR program, aligned periodically with national priorities

ROBUST GROWTH FOUNDATION

Outperforming the industry growth consistently in recent years

Strong balance sheet with net debt to equity ratio of 0.27

Healthy internal accruals to support Capex and R&D investments

Steady improvement in profitability and dividend pay out

We are Minda Corporation

We, Minda Corporation, are the flagship company of the Spark Minda Group - a group which has over six decades of major presence in the global automotive industry. We area leading automotive solutions provider for all the vehicle segments, including 2 and 3 wheelers, passenger vehicles and commercial vehicles. Our strong aftermarket distribution network enables us to serve the end vehicle users, in addition to the OEMs. We provide solutions to diversified spaces in automobiles like Mechatronics, Information and Connected Systems, Plastic and Interior for auto OEMs. Our product ranges are sold across Europe, North & South America and Asia.

Vision

To be a Dynamic, Innovative and Profitable Global Automotive Organization for emerging as the Preferred Supplier and Employer, to create value for all Stakeholders.

Mission

Our mission is to be an Automotive System Solution provider and build a brand recognized by vehicle manufacturers progressively all over the world, as an organization providing products and systems, unparalleled in Quality and Price.

Values

Commitment to Stakeholders
Demonstrate loyalty and dedication to the organization.

Passion for Excellence
Relentlessly improving and continuously raising the bar in everything we do.

Open Communication
Reasoning, knowledge, experience sharing, confronting fearlessly for the good of the organization.

Integrity & Fairness
Fair and upright in intention and actions - always complying with conscience.

Nurture Talent, Competency & Willingness
Create challenging opportunities and provide support for development of self and team members. Encourage experimentation & willingness to accept challenges.

Respect & Humility
Must be Courteous, Compassionate, Caring, Humane and Humble in all our interpersonal exchanges.

Innovation & Improvement Orientation
Challenge status quo. Demonstrate creativity for improvement and breakthrough.

Partnering
Leverages interdependence, cooperative, readily provides support and assistance to others.

Responsibility
Take ownership for the consequences of ones decisions and actions.

Cross Cultural Diversity
Build a vibrant workforce with different ethnicity, cultural orientation with no prejudice due to sex / caste / creed / color and to cherish our diversity.

FY19 in action

Shizuoka, Japan, April 2018

Spark Minda Group showcased latest technological products and unique capabilities at Yamaha Motor Co. 'Global Supplier Conference'

Pantnagar, April 2018

Third edition of 'Sparkonnect', Group's Annual CSR meet witnessed convergence of CSR executives, coordinators and trainers from all project locations

Pune, April 2018

Minda Corporation organised an Investor & Analyst Visit to our R&D centre (SMIT)

Gurugram, July 2018

CRISIL upgraded credit rating of Minda Corporation's Long Term bank facilities to 'CRISIL A+/Stable' from 'CRISIL A/Stable'

Pune, August 2018

Spark Minda Group inaugurated its Lockset Subassembly Facility at Yerawada Jail premises. A CSR initiative, this Public Private Partnership project is a collaborative effort of Minda Corporation, Yerawada Central Prison Authority and Bajaj Auto.

Gurugram, October 2018

India Ratings & Research upgraded credit rating of Minda Corporation's Long Term bank facilities to 'Ind AA-/Stable' from 'Ind A+' by India Rating

London, October 2018

Minda Corporation received Special Commendation at the prestigious Golden Peacock Award for excellence in Corporate Governance 2018.

Pune, November 2018

Spark Minda Technical Centre received the coveted NABL accreditation

Gurugram, May 2018

Minda Corporation raised ₹3,100 mn through Qualified Institutional Placement witnessed high participation from marquee international and domestic Institutional Investors.

Mumbai, June 2018

Investor Relation practices of Spark Minda Group got acknowledged at IR Magazine Forum & Awards with the Company winning the coveted Best Investor Relation Officer (small to mid-cap) award

Baramulla (J&K), September 2018

Pir Panjal Brigade and Spark Minda Group organised an eight-day Artificial Limb Fitment camp under Indian Army's Sadbhawana Program. The camp accomplished over 300 free of any cost fitments to people with disability.

New Delhi, December 2018

HR practices of Spark Minda Group got acknowledged at People and Culture Summit 2018 with the Company winning the coveted HR Value Creator Award 2018 under Change & Transformation category

Mumbai, February 2019

Minda Corporation's first ever Analyst & Investor Day brought together its entire top management and over 100 participants from the analyst and investor community for a day-long session of presentations, interactive sessions and product and technology familiarisation.

Gurugram, March 2019

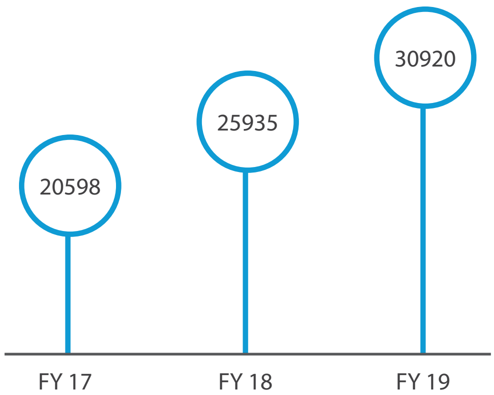
Marking its entry as a preferred Hyundai Motor's supplier, The Spark Minda Group bagged its first ever business order (outer Door Handle) from the Korean automobile major

Financial Highlights (Consolidated)

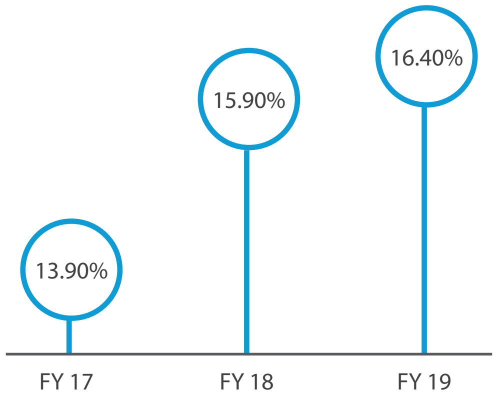
₹ In Million	FY 2019	FY 2018	FY 2017	FY 2016*	FY 2015*
Operating Revenue minus Excise duty	30920	25935	20598	24455	19706
Cost of Goods Sold	19032	15586	12265	14986	11969
Employee Benefit Expense	5092	4413	3714	4165	3365
Other Expenses	3872	3207	2732	3071	2554
EBITDA	2924	2729	1887	2233	1817
Other Income	355	163	405	173	227
Depreciation & Amortisation	883	738	577	745	603
Finance Cost	490	371	269	334	357
PBT before exceptional item & profit/(loss) from JV	1906	1783	1446	1328	1085
Share of Profit/(Loss) of joint ventures	280	131	-137	0	0
Exceptional item	175	0	0	137	24
Profit Before Tax	2361	1914	1309	1465	1109
Tax	669	487	288	365	272
Profit before share in associate* and minority Interest	1692	1427	1021	1100	836
Profit After Tax	1692	1427	1021	1073	895
Equity including minority interest	11951	7407	6221	6310	4907
Gross Debt	6806	7232	5491	5430	5018
Cash & Cash equivalent	3530	261	334	882	441
Net Debt	3276	6971	5157	4548	4577
Receivables	5464	5705	3741	4353	3176
Inventory	4464	4479	3064	3210	2308
Trade Payables	4103	4409	2640	4256	3076
Capex	1182	1939	1384	914	809
Gross Profit %	38.4%	39.9%	40.5%	38.7%	39.3%
EBITDA %	9.5%	10.5%	9.2%	9.1%	9.2%
EBIT %	7.7%	8.3%	8.2%	6.7%	7.2%
PBT %	7.5%	7.3%	6.2%	5.9%	5.6%
PAT %	5.4%	5.5%	4.9%	4.4%	4.5%
Net Debt/Equity	0.27	0.94	0.83	0.72	0.93
EBITDA/Net Debt	0.89	0.39	0.37	0.49	0.40
ROCE	16.4%	15.9%	13.9%	15.2%	15.4%
Dividend Payout	35%	30%	25%	25%	20%
Basic EPS (in ₹)	7.69	6.99	4.88	5.12	4.28

*Note: The Financials of FY2015 and FY2016 are as per IGAAP accounting whereas the remaining financials i.e. from FY 2017 to FY 2019 are as per Ind-AS accounting system.

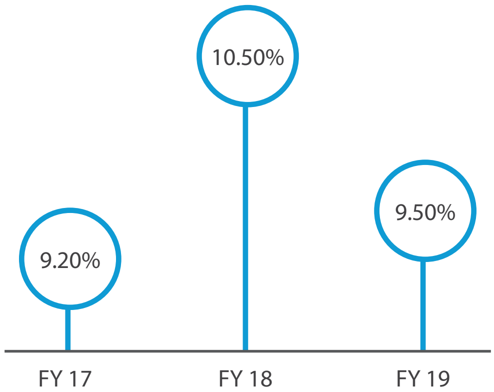
Operating Revenue in ₹ Mn



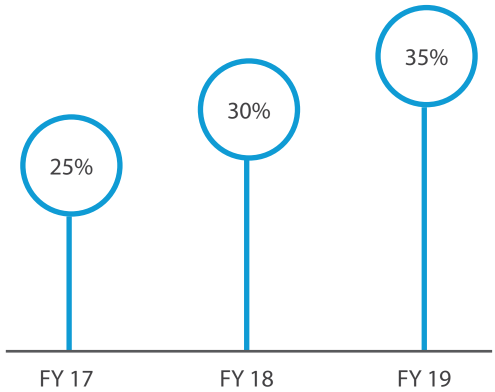
ROCE



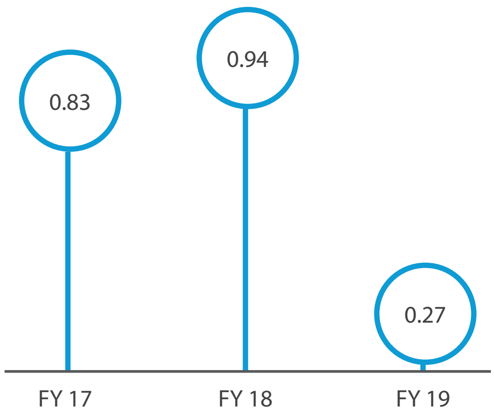
EBITDA %



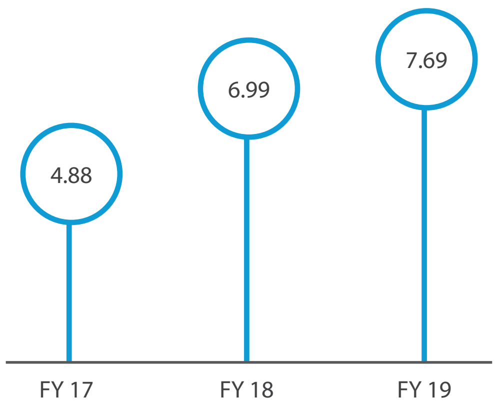
Dividend Payout



Net Debt/Equity



Basic EPS in ₹



Despite operating in such challenging times, it is heartening to note that we continued to deliver above industry growth rate and raced ahead of the industry numbers, as we posted a growth of 19.2% with operating revenue of ₹30,920 million

Ashok Minda
Chairman & Group CEO

Dear Shareholders,

It gives me immense pleasure to present our Annual Report for FY2019. The year gone by has been of great significance for your Company. We expanded our boundaries and moved to new horizons to initiate an organisation-wide transformation. We are in progress of pursuing the transformation and the benefit will manifest in the coming period into enhanced value for all our stakeholders.

There is no greater motivation for us, than the confidence you continue to repose in us. Even though the global economy in general and the auto industry in particular are increasingly becoming uncertain, we continue to work unceasingly to serve our customers and offer them the most innovative, technologically advanced and best-in-class products; work with our partners; help communities and support in their empowerment journey; and, of course, to continuously repose the trust that you, our shareholders, place in us. In our relentless journey for each one of us at Minda Corporation,we are consistently and continuously transcending, transforming and translating each of our processes and activities, so that we can lead from the front, in the age of mobility.

In FY2019 the Indian automobile industry posted a 6.2% growth. While the year did begin on a positive note and we saw good growth in first half of fiscal year, the second half saw significantly slowdown in demand. The implementation of high rates of insurance, the liquidity crunch due to the challenging financial situation of non-banking finance companies, higher payload for Multi-axle trucks and slowdown in consumption in rural as well as urban area, considerably affected OEMs and auto ancillary. European sales of automobile industry was impacted due to WLTP norms and slowdown in the economy.

Despite operating in such challenging times, it is heartening to note that we continued to deliver above industry growth rate and raced ahead of the industry numbers, as we posted a growth of 19.2% with operating revenue of ₹30,920 million. Our Indian operations driven

Message from the Chairman & Group CEO

by Mechatronics along with Aftermarket and Information & Connected Systems saw revenue growth of 19.8% and 21.9%, respectively with improvement in EBITDA margins. Our third vertical i.e. Plastics & Interiors is witnessing challenges due to slowdown and high fixed cost in Germany. Though we posted growth of 13.7% but half of it was driven mainly by currency translation, as most of it is based out of Europe.

Looking ahead, the immediate objective is to continue the growth momentum in Mechatronics and Information & Connected Systems is demonstrating and stabilise the performance of Plastics & Interiors by reducing the break-even level. The current financial year will also be challenging as issues like demand slowdown, inventory pileup and liquidity crunch continues to impact the Automobile Industry. During this tough time, we have started analysing our Capex requirements and will be focusing on spending in areas which are critical for our future growth.. Moreover, we are further analysing each and every cost line item and how it can be reduced further.

We continue to remain optimistic about India's long-term growth story. The Company is well poised in the current economic environment and is taking right steps so that it can act as catalyst for making India a $5 trillion economy by 2024. Over the years, we have been steadily investing in building capacity, creating capabilities and competencies in electronics, to achieve our long term objectives. As we transform from being a component manufacturer to a module-based system supplier and thus providing cost effective, innovative solutions to our customers, we will continue to invest in R&D and focus on increasing content per vehicle, expand into new markets, customers and focus on premiumization of products.

We are equipping ourselves to build a holistic manufacturing ecosystem for electric mobility especially in 2 and 3 Wheeler segment where the penetration will be faster. We have developed DC-DC converter, Battery Charger and Motor Controller supporting government efforts in promoting for electric mobility. The Company is well positioned to indigenize basic component for EVs, with the help of state-of-the-art R&D facility, SMIT.

In last financial year we also have taken lot of action to improve operational excellence by revamping our organization i.e. mergers of wholly owned domestic subsidiaries, creation of four business vertical, introducing the concept of Key Account Management (KAM) and have also further enhanced the governance system for better oversight and compliance. All of this has been done to build focus on operational excellence, customer centricity and taking corrective action sooner. We are confident that this will help us to develop an agile and market responsiveness business structure for adapting to changing macro and micro-economic conditions.

The impending regulation and technological disruptions in automobile industry are bringing more opportunity for us as it will in certain segment will drastically increase the content per vehicle from our legacy product as well as non-legacy product which is being developed by our R&D centre in Pune along with Telematics and Electric mobility division.

We will continue to work towards achieving our vision – 'To be a Dynamic, Innovative and Profitable Global Automotive Organization for emerging as the Preferred Supplier and Employer, to create value for all Stakeholders.'

I am confident that as a team we will continue to create new benchmarks, pioneer innovative, technologically advanced products and be the supplier of choice in the auto industry.

I would like to thank and acknowledge the contribution of all shareholders, our employees, network and business partner and customer for reposing faith in Minda Corporation and actively working to our combined success. As we continue to progress rapidly in the current financial year and beyond, we remain committed and sincere in our efforts in creating and delivering value for all stakeholders.

Ashok Minda
Chairman & Group CEO

Message from the Director & Group President-Finance

It has been an eventful and challenging year but one where lot of steps were taken to shape the future of the Company. Though the Indian automobile industry's vehicle production grew by 6.2%, it was a story of two halves, H1 grew by 14.3% whereas H2 declined by 1.0%. It was a challenging year for the automobile industry in India in H2 as liquidity crunch in NBFCs, change in Axle-norms resulting in surge in capacity in trucks and economic slowdown in rural as well as urban economy prompted lower disposable income. Globally, in one of our key markets, Europe, we saw new emissions tests shaking the market and disrupting production and sales. Despite these issues, I am happy that the Company grew its revenue by 19.2% to over ₹30,920 million and EBITDA improved by 7.1% to ₹2,924 million; however EBITDA Margin fell by 100 bps to 9.5% mainly because of our European operations.

We successfully launched more than 20 new products from our R&D stable (SMIT) since its inception around 3 years back and these products have found a high level of acceptance with our customers. We shall be commercialising these products during the coming year and decisively move to becoming a technology partner for our customers.

We worked towards better working capital management and reduced our overall working capital days to now 70 days from last year 81 days. We acknowledged that there is ample opportunity to improve and we look forward to further reducing this in FY20.

We are delighted to mention that during FY19, we generated a positive free cash flow of ₹912mn as against a negative free cash flow of ₹1,240mn in FY18. Generating a greater amount of positive free cash flow during the coming years shall remain a focus area for the Company. This will help us invest confidently in critical areas of growth and R&D especially during these challenging times in the sector. The net debt to equity ratio is very comfortable at 0.27x.

The Qualified Institutional Placement (QIP) of ₹3100 mn in May 2018 has not yet been deployed and is parked with banks as fixed deposit. We are continuously evaluating various options in acquisition and other areas to deploy the money judiciously so as to create value for the shareholders.

The improvement in balance sheet over last few years because of improved business performance together with QIP proceeds helped us to demonstrate the rating agency better financial as well as business profile. Both rating agency i.e. CRISIL and India Rating and Research upgraded the rating of the Company by 1 notch last year. India Rating and Research now rates the long term as well as bank facility of the Company at IND AA- with stable outlook whereas CRISIL has upgraded the rating of long term borrowing to CRISIL A+/Stable.

The Company last year realigned its equity structure in the Joint venture Minda Furukawa Electric Private Limited ("JVCO"). After the realignment, the equity stake of the joint venture partner in the JVCO changed from 49% to 75% and Minda Corporation Ltd. changed from 51% to 25%. The change in equity structure was through mix of sale of shares by Minda Corporation Ltd. and additional equity infusion into JVCO by Furukawa Group of Japan. The name of the JVCO was also changed to Furukawa Minda Electric Private Ltd.

The merger of five Wholly Owned Subsidiaries (WoS) into Minda Corporation has been executed in a record time and amalgamation of the Transferor Companies with the Minda Corp shall result in consolidation of the businesses. The Amalgamation is expected to be beneficial as it would create greater synergies among the businesses and would enable them to have access to wider financial resources, increase the managerial efficiencies, lowering of cost structure and higher transparency. Thus, unified entity to benefit from efficiencies of scale along with simplification of corporate structure.

In the coming year we will focus on stabilising our European operations, Minda KTSN, that is facing challenges and work towards addressing the challenges that business is facing from external sluggish demand situation as well as internal high cost structure.

Our strategic priorities aimed at shareholder value creation for the next couple of years include, offering industry disrupting technology products, growing our exports exponentially, expanding our aftermarket, focusing on value enhancing acquisitions within our area of expertise, heavy drive towards cost control and improving our working capital management. We are confident the above measures will go a long way in improving shareholder wealth creation and enhancing stakeholder value.

Internally we are trying to optimize our working capital also which will help us to release cash even when the external environment remains challenging for Auto Industry.

Laxman Ramnarayan
Director & Group President-Finance

Board of Directors

Ashok Minda
Chairman & Group CEO

Mr. Ashok Minda brings along an extensive experience of more than 35 years in the Automotive Component Industry. His futuristic approach ensured that the business grew into a multifarious and multi-product organization in the domain of automotive components with a nationwide footprint and international recognition. Under the futuristic vision and dynamic leadership of Mr. Minda, the Group is expanding on global platform with a diversified product portfolio and comprises of various Companies in India and abroad. Successful track record of partnering with leading global auto component companies of US, Germany, Japan and France. Mr. Minda has also been instrumental in initiating Greenfield Projects in Indonesia, Vietnam, Czech Republic and Mexico.

Sudhir Kashyap
Executive Director & CEO

Mr. Kashyap is a mechanical engineer and IIM - A graduate having experience of over 26 years in the auto component industry. Associated with the group for over 17 years, he has been instrumental in setting up the first overseas Greenfield project for the group in Indonesia. Prior to joining the group, he has worked with the Anand Group.

Laxman Ramnarayan
Director & Group President-Finance

Mr. Laxman Ramnarayan holds various academic and professional qualifications including CMA and MBA (Finance). He is having about 25 years of experience in areas like Finance, Merger & Acquisition and Private equity. He has earlier worked with Kotak Private Equity Group and Kotak Investment Bank. Mr. Laxman is MBA in Finance and also a qualified CMA. He is well known speaker and recognised in various forums.

Rakesh Chopra
Independent Director

Mr. Rakesh Chopra is a Chartered Accountant (England & Wales) and MBA from Cranfield University, U.K. having rich experience of over 40 years and currently Director of GPR Enterprises, Kempty Cottages, Bharat Gears, Cleantec Infra, Founder Member and Chairman of Indraprastha Cancer Society (Rajiv Gandhi Cancer Hospital & Research Centre).

Ashok Kumar Jha

Independent Director

Mr. Ashok Jha, an IAS officer of the 1969 batch, has a 38 years stint in the civil services. Mr. Jha had held crucial positions in India's State and Central Government apparatus including the position of the Finance Secretary, Government of India. He is a renowned expert in handling policy issues of key ministries of the Government dealing with economic issues. Presently, he is serving on the Board of Setco Automotive, Nuziveedu Seeds & Xpro India.

Avinash P. Gandhi

Independent Director

Mr. Avinash P. Gandhi is a mechanical engineer from the Birla Institute of Technology and completed management programs at IIMs and Administration Staff College of India. He has rich experience of over 50 years in various capacities as strategic advisor, director and other senior managerial position in leading auto companies. Presently on the Board of Lumax Industries, Hyundai Motor India Ltd., EV Motors India, Schaeffler India, QRG Enterprises etc.

Pratima Ram

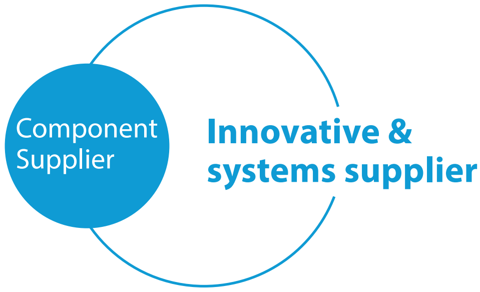
Independent Director

Mrs. Pratima Ram holds a Master's degree from University of Virginia, USA and graduated from Bangalore University. She served as Chief Executive Officer of South Africa Operations of SBI and also as Country Head (U.S.A. Operations) of SBI at New York. She has also headed Mergers & Acquisitions at SBI Capital Markets. Presently on the Board of Havells India, Suzlon Energy, Deccan Gold Mines Limited, Nandan Denim, SE Forge Limited etc.

Transcend

To achieve one's level next, it is important to transcend beyond the current way of life and, for organizations, their way of doing business. To get out of the comfort zone of the present and continuously challenge it, so as to find the next peak.

To create the tomorrow, we have to craft the vision today. Dreaming is important but dreaming big with a conviction to convert it into reality is indeed a necessity. Before we set on creating our dream, we had to introspect what we had achieved, evaluate capabilities, understand our culture and values, assess how much we can stretch, think about the ever-changing market landscape and much more.



The last few years for Minda Corporation has been a self-reflective and exciting journey as we introduced a new way of thinking – 'Why Not?'. In the process, we have relooked, redefined, rearranged and reorganized our business. The fundamental change emerged from the 'Why Not' thinking and it led to the simple question of 'What Next' for the Company. As we searched for the answer, we knew 'Technological Innovation' will be one key element that would be the glue for any successful change. The auto-industry is evolving rapidly with significant advancement in technology. Further, government regulations are compelling players to innovate in all major spheres. While we have been investing in Research & Development (R&D) since our inception, we realized that our journey to achieve the 'What Next' for the Company has to come from 'Technological Innovation' led by R&D. For the company to transcend to the future, we have to leverage our R&D to build innovative, disruptive and yet cost-competitive products and services to have a long-term sustainable growth and competitive edge.

The importance of R&D led innovation is now part of our vision to achieve the next version of Minda Corporation as we plan to transcend from a 'Component Supplier' to becoming an 'Innovative & Systems Supplier'.

As part of our technology-focused vision, we will continue to increase our investments in R&D and technology to drive excellence through new products and up-gradation of existing products and services. Our focus on offshore development and testing services will further enhance our R&D and innovation capabilities.

Transform

With the key objective to lead in the age of mobility, the past few years have seen us take multiple steps as we tread the road never taken before – transforming the organization and our way of doing business.

Yes, there have been course corrections as the 'Why Not' question continues to play an important role in the 'What Next' journey. It gives us confidence on the direction taken and our path will ensure a flawless delivery of our vision in the years to come.

However, any 'What Next' transformative attempts are never sprints but rather marathons requiring consistency, commitment and passion to stay focused on the long-term goals. Nevertheless, as we see the early gains, we are happy that we did take the journey. This has further strengthened our motivation to keep working hard and continue delivering to all our stakeholders. During the past years, we have transformed the company structure at a fundamental level- we have changed the way we work at the business, process and governance levels. We have become leaner with simplified organization structure, as we consolidated our 5 wholly owned domestic subsidiaries companies into the listed entity i.e. Minda Corporation and to combine all business into four key verticals – Mechatronics, Information & Connected Systems, Plastics & Interiors and Aftermarket. The changes are now visible across all aspect of the business as we introduced a complete shift in business development process by creating single accounts for all verticals and building on the strengths of one business for the others through cross learning and integration.

Other structural changes, like creation of the new program management will improve operational efficiency with shorter execution time. This will allow management to focus on key strategic areas thus creating a growth path for the Company by exploring synergistic inorganic opportunities in adjacent business areas. As we transcended from the present way of work, the transformation journey and the process have helped us to as certain a clear view of the future.

R&D led innovation will continue to be a key differentiator for us in this journey even as we continue to make significant investments in Spark Minda Technical Centre (SMIT). SMIT is helping us to emerge as a full-fledged advance technology provider and thus enabling the businesses to create futuristic technologies in the automotive sub-systems segments.

Translate

The auto industry is evolving and changing at a pace, which has not been seen before. Today, the auto industry boasts of new generation technology enabling companies in other sectors like information technology to enter the industry.

The new generation auto companies are changing the fundamental structure of the industry. While we continue to serve the traditional players, our R&D led innovative products and services are helping us to create value additions to cater to these new generation auto companies. We now offer new, advanced products and services to our existing traditional business, even as we continue to introduce products in new business segments including sensor business, electrical vehicles and telematics.

The merger of our Indian subsidiaries into Minda Corporation will result in a larger company with a simplified corporate structure and create a better market perception. We are focusing on the emerging electric mobility solution and other requirements of the new generation auto companies as the electronic content in the vehicle in the next decade will rise significantly from current single digit to around 40% to 50%. Leveraging on prowess of SMIT and Telematics and Electric Mobility Division, we are looking forward to translate Minda Corporation into next generation technological, electrical vehicle, telematics and electronic system supplier. We have experienced initial success in this segment, as we have received letter of nomination for our product like DC-DC converter, Intelligent transport system (ITS) by leading commercial vehicle OEM. We continue to identify the new opportunities in the electric vehicle and connected mobility segment and hope to be the front runner Company in the segment.

The transformation journey has been a demanding and challenging one, but it was necessary as we evolve into a company which is well-equipped to provide end-to-end system solutions and globally benchmarked products and thus becoming first preference for Original Equipment Manufacturers (OEM)s and the aftermarkets.

Investor Relations

Investor Relations (IR) is a strategic management function acting as an interface for an effective two-way communication between Minda Corporation and the capital markets community.

IR integrates multiple areas including corporate finance, communication and regulatory compliance to enable transparent and consistent communication with the capital market community and support in creating long term value for the Company's stakeholders. Further, IR continuously liaise with the analyst and investor community and offers the Management a regular feedback in its bid not only to up the reporting and disclosure standards, but also to share the thoughts and suggestion for creating greater wealth for its shareholders.

During FY2019, the Company continued to enhance its engagement with the financial community. In additions to regular quarterly earnings conference calls, Minda Corporation participated in various broker conference and non-deal roadshows. During the year, the Management attended various investor conferences in Mumbai, hosted by reputed brokerage firms such as Axis, Antique, B&K, Edelweiss, Kotak, Motilal Oswal, UBS, etc.

To enable better understanding of the business and operations, Minda Corporation also organised for the first time a 'Investor and Analyst Day' in Mumbai. A display centre was also put out during the event which helped the Company to demonstrate, how the Company is using technology to change its legacy product and bringing non-legacy technological product which are high in electronic content. The participants found the engagement to be very informative and helpful.

Minda Corporation is being actively covered by reputed research firms such as Edelweiss, Karvy, KR Choksey, Systematics, Sunidhi, Nirmal Bang, etc. Investors interest has been constantly increasing in Minda Corporation's growth story which is clearly reflected through its six-fold amplified shareholder base from around 5,300 in FY2016 to around 33,300 by the end of FY2019. In May 2018, the Company raised ~₹3100 million under a Qualified Institutional Placement of its equity shares. Renowned international and domestic institutional investors participated in the issue.

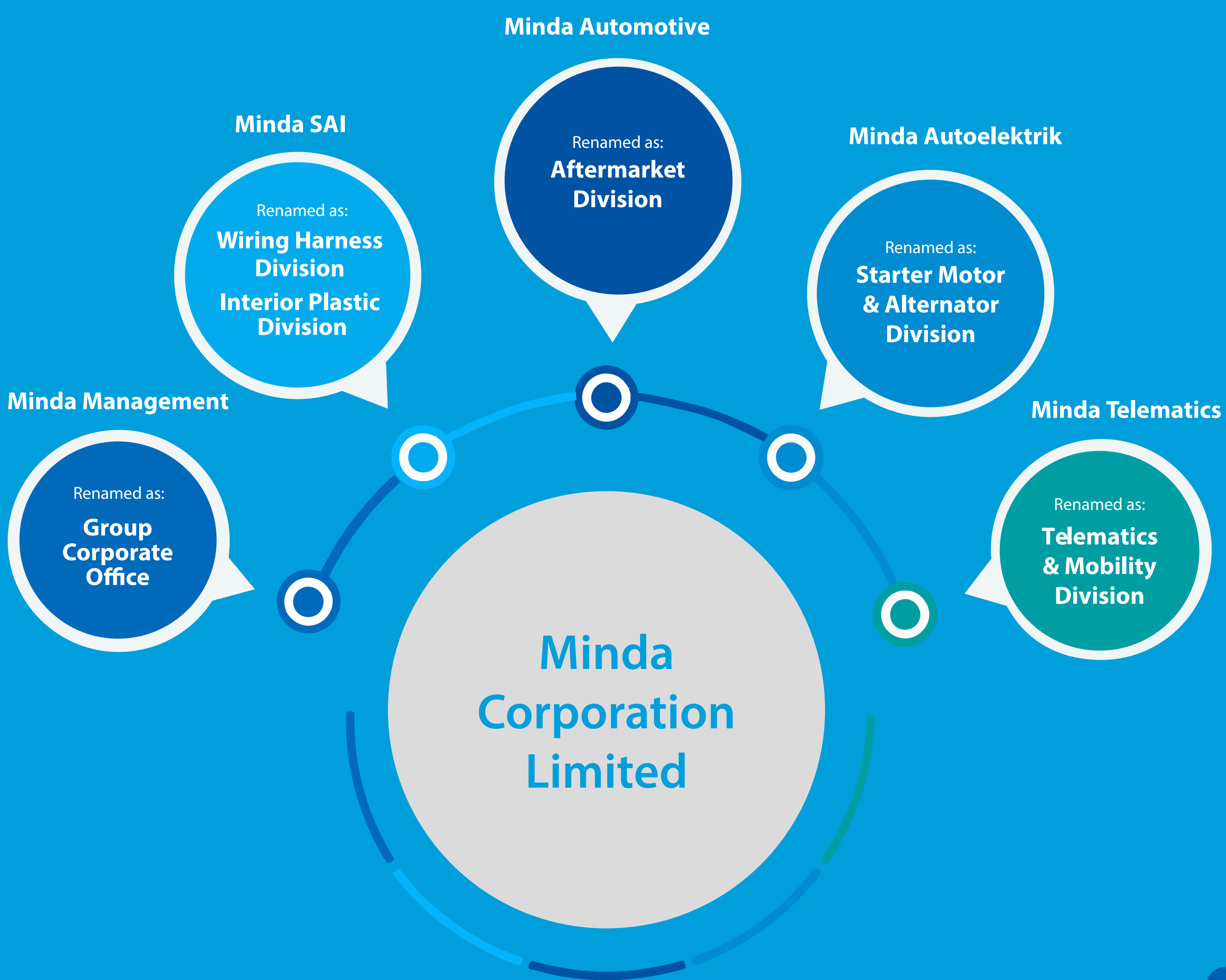
Minda Corporation has also opened a new Office in Mumbai, which is being also used to enhance more frequent interactions with Investors and Analyst community.

The Company remained focused towards implementing its systematic and long-term IR strategy. Minda Corporation continues to set new benchmarks in terms of meeting capital market expectations and is confident of raising it further in the years to come.

Amalgamation to effect a larger standalone Company

We initiated a significant merger exercise of five 100% owned India subsidiary Companies with Minda Corporation during the year. The Hon'ble NCLT has approved the scheme of amalgamation vide order dated July 19, 2019. The process is likely to get completed during the first half of FY20. This will bring in economy of scale, greater operational efficiencies, lower compliance & administrative costs and simplification of corporate structure. A larger flagship Company would lead to better market perception, enhanced treasury management, effective access of borrowing and tax saving on dividends from step down subsidiaries.

As all the amalgamating companies are wholly-owned subsidiaries, the merger exercise is equity neutral. In view of our long term business objectives, we have also renamed our product segments for better market perception and understanding.



Spark Minda Technical Centre ("SMIT")

SMIT is a full-fledged technology powerhouse which fosters the futuristic technology development journey of the existing Group businesses and enables their initiatives towards "Electronification".

SMIT strives to strengthen and expand the Group's presence in Automotive System areas as a complete solution provider. The centre nurtures innovations to create breakthrough solutions customized to address the current retroactive and dynamic market environment. SMIT is pursuing opportunities in the areas of new generation technologies like Connected, Autonomous, Electrified Mobility Solutions, Body Control and Multifunction Controllers, Smart Security and Vehicle Access Solutions. It is also exploring the incubation of future technologies like Deep Learning, Artificial Intelligence, Internet of Things, Smart Vehicle Technologies, and Prognosis/ Diagnosis etc. The essence of the centre is by the prime example of "Powered by Passion" spirit of the Group, creating a vibrant work environment which thrives in Engineering and technology. Within the organization, SMIT is also focusing on development of Electric Vehicles Basket 1 products (<3KW) – DC-DC, Battery Charger & Motor Controller.

During a short duration the team at SMIT has achieved several key milestones and filed for multiple patents which are reflective of the technical capability of the centre.

Key achievements of the SMIT Centre during the financial year 2018-19 includes:

- SMIT was successfully awarded National Accreditation Board for Laboratories (NABL) certification for its EMI/ EMC Laboratories. This laboratory is equipped with world class equipment's to execute EMI/EMC Tests for Electronic products built for vehicle subsystems.
- SMIT participated in SAE World Congress with the submission of paper on 'Delivering Maximal Robustness to Your Automotive ECU on a Frugal Budget'. This was the only successful entry from an Indian company in the automotive domain. The efforts put in by the SMIT team garnered appreciation from leading OEMs.
- The year also witnessed the first series production in e- Mobility domain (DC-DC Converter). SMIT successfully facilitated Telematics & Electric Mobility Division's entry into a spectrum of Electric Vehicle projects embarked upon by multiple OEMs.
- SMIT received the prestigious Applus IDIADA certification, thus becoming the first recipient of the certification by an Indian company in the private sector. The certification has been granted on the basis of assessment conducted by Applus and IDIADA Group at SMIT EMI/EMC Lab for competency of Testing facilities, Technical capabilities and Equipment Calibration.
- Concerted and tenacious efforts by the SMIT and MTEL teams had led to bagging of Letter of Intent (LOI) from a leading commercial vehicle OEM for the development of complete modular Intelligent Transport System(ITS) Architecture (Hardware & Software) for its BS VI range of fully built buses.
- SMIT has developed a smart rotavator ECU (Blue -Eye 4.2) for the tractor segment. This has led to the successful business acquisition with a leading Tractor OEM, marking the first break through for Multi- Function Electronic Control Unit (MFECU) class of products for Spark Minda Group.
- SMIT and MTEL teams co-jointly developed and successfully acquired a business with a Start-Up company for a 2 Wheeler Shared Mobility Access System Solution.
- Firmware Over The Air (FOTA) was successfully tested in one of the leading commercial vehicle OEM for Minda Stoneridge Instrument Cluster with Telematics device.
- Additionally, SMIT's collaboration with its Joint Venture Partner for engineering assignments gained traction and momentum last year facilitating acceleration and expansion of business for the achievement of the strategic growth objectives of the organization.
- SMIT was certified ISO 9001: 2015. This certification will pave the way in ensuring product quality and predictability of deliverables; it also is the first step towards ASPICE Level III.

"Future of mobility is a disruptor. Technology excellence with best in class Quality, Cost Efficiency coupled with Agile Innovative solutions is imperative for success"

Suresh D
Group CTO

The Patents filed during the fiscal year entail the following:

Electric Glovebox: An Electric Glovebox and Control System.

EV Subsystems: System and Method for providing range estimation Alert in Automobiles.

Smart Key: System and method for generating a constant current and controlling the same to drive an inductive load.

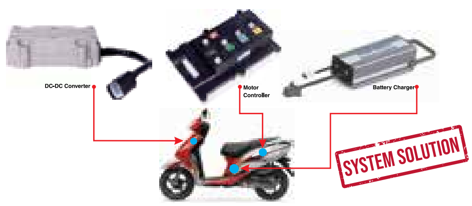
Flashing Over the Air: Fast and Secure FOTA updates through BLE enabled Smart ECU.

DC-DC Converter: Load Dump Protection circuit for a Buck Converter.

Smart Key: Chargeable Key Job.

Integrated Starter Generator: Starter Generator for Vehicles.

Smart Key: Method and Systems for secured passive keyless entry systems.



Awards & Accolades

Minda Corporation Limited has been recognized with the most prestigious award 'Golden Peacock Award for Excellence in Corporate Governance 2018' in 'Special Commendation' category.

Minda SAI – Pillaipakkam unit bagged "First Position" in Medium Category at the 1st National level Competitiveness held by CII on 18th September, 2018 at Chennai.

Minda Corporation Limited, Security System won the Sliver Category Performance Rating Award from BRP for FY 2017-18 during Vendor Conference held at Canada on 16th & 17th Oct-18

MINDA SAI LTD received the most prestigious appreciation award for delivery 2018 from Yamaha Motor was held on 27th Feb 2019 in hotel ITC Grand Chola, Chennai.

Minda SAI – South Bags Two Bronze Awards on Digitalization, Robotics & Automation (DRA) National Competition was held on 14th & 15th MAR 2019 at Hotel Crown Plaza, Chennai.

Minda SAI (Murbad) unit Bags Silver Award for India Green Manufacturing Challenge 2018 was held on 22nd March'2019 at Hotel Cholamandalam (Chennai)

Best Corporate Foundation " award on the occasion of CSR TIMES- National CSR Summit & Awards 2018 held on 2nd August 2019 at Silver Oak, India Habitat Centre, New Delhi.

Minda SAI – Kakkalur unit Bags 1st Price on LCA National Competition was held on 14th & 15th MAR 2019 at Hotel Crown Plaza, Chennai.

Minda Stoneridge Instrument Ltd has received the Dun & Bradstreet SME Business Excellence Awards 2018 for the most Socially Responsible Company (in CSR category). on 28 November, 2018 at Mumbai

Minda Corporation-SSD Won The Most Prestigious Quality Management Award From HMSI Supplier Convention On 6th March 2019 At Hotel Hyatt Regency, Manesar.

Minda Corporation Limited . Won Five 'Excellence' Awards at ACMA Summit 2019 The Competition was organized by Automotive Component Manufacturers Association of India – JW Marriot Hotel, Pune on 29th to 30th January -2018.

Minda Stoneridge Instruments Ltd. Won ACMA Silver Award - Excellence in HSE (Health, Safety & Environment)-Large Category. This Summit was held on 29th & 30th January 2019 at Hotel JW Marriott, Senapati Bapat Road, Pune

Minda Corporation Limited, Pantnagar bagged the prestigious award for "TV100 CSR Excellence Award on 2nd July, 2018 at "Constitution Club of India, New Delhi

Minda SAI Kakkalur unit won the CII National 5S Sustenance award with 1st Position - Gold Rating and made a Hat-trick by bagging the award consistently - 3 years in a row. The award ceremony was held on 26th Oct'18 at IHC, New Delhi

Minda SAI Ltd won the HR Excellence award for Automotive & Farm Division at Mahindra Supplier Meet held at Croatia on 9th June, 2018

Minda Corporation Limited , SSD– Noida won 2nd Position in ACMA First Six Sigma Competition held on 16th July 2018 at New Delhi

Corporate Social Responsibility

Corporate Social Responsibility (CSR) has been at the core of the Spark Minda Group since decades. The Spark Minda Foundation (SMF) is the CSR arm of the Company and implementing agency for CSR Programmes. Spark Minda Foundation, a section 8 Company and 100% subsidiary of Minda Corporation Limited focuses on core areas like Education and Livelihood Promotion, Empowerment of Person with Disability, Healthcare, Community Infrastructure and Environment.

Aakarshan Skill Development Program

The Aakarshan is the flagship program of the Foundation since 2013. The initiative supports the Indian Government's 'Skill India Mission' programme and aims to provides quality education and skill to the underprivileged children and youth with a special focus on the women community in rural India.

Locations: Seven Aakarshan Skill Development centres in states like Uttar Pradesh, Maharashtra, Tamil Nadu, Uttarakhand and Haryana. Offering courses on Industrial Tailoring, Spoken English, Computer, GST and Beauty wellness to more than 1500 Students Yearly.

Dual System of Training Programme

Started in 2017, the programme is a result of the tie-up between DTTE Govt. NCT Delhi and the Company. A first of its kind program, it was introduced to form a connect between the ITI and industry. The industry tailored course continues to help the students to gain theoretical and hands-on learning during the 2-year course period. Course curriculum of the Trade Press Tool Jigs and Fixtures has been developed by Spark Minda Group and students come for a period of 9-months to Group's Factories for their internship.

Business Integrated Prison program

The program is a unique initiative of providing employment accessibility to inmates in prisons of India. During the year, it introduced a program of manufacturing of locket assembly in Pune's Women Cell of Yerwada Central Prison in association with the Yerwada Central Prison Authority. This program intend to create a crimeless society by giving skills to the inmates. 22 women inmates are engaged in the manufacturing process with plans of engaging more in the future. The Group has also set up manufacturing facilities during previous years in the prisons of Tihar, Yerwada (Men), Nagpur and Aurangabad.

Saksham: Empowerment of Person with Disability

The program helps Persons with Disability (PWD) in their mobility, skilling and employability. During the year, the Company organized camps at Boniyar, Uri district of Jammu & Kashmir and supported more than 274 PWDs affected by landmines by providing end-to-end support in limb fitment, Caliper fitment, providing walkers, elbow crutches, sticks, etc. This programme was organized in joint collaboration with Pir Panjal Brigade of India Army. The General of Command, Indian Army rated the camp as a High Scale programme for installing peace in the valley.

On similar lines, the Company organized a 12-day empowerment camp for PWDs in Pune in association with 12 local NGOs, Sector Skill Council of PWD and District Administration of Pune. The camp supported over 1,610 PWDs with assistive aid fitments and helped people from other states like Karnataka, Delhi, Bihar and Maharashtra.

Women Empowerment through improved health

This program was conceived to uplift the women of society through improving their health status through its menstrual hygiene, family planning, reproductive health, nutrition and maternal and child health programs. This program cater to rural women of U.P, Uttarakhand, Haryana, Tamil Nadu and Maharashtra. During the year, 928 women and adolescent girls were trained on the subjects of biological aspect of menstruation and, taboos associated with it, hygiene, importance of family planning, various methods of contraceptives, healthy timing and spacing, etc.

Milestones in CSR

- Established Saksham Center for Empowerment of Persons with Disability in Maharashtra.
- Achieved United Nation's commitment to reach 3024 women and adolescents form Menstrual Hygiene, Family Planning & Reproductive Health.
- Imparted Skill Training to 5405 youth, women and children on various vocational trade for Employment and Entrepreneurship.
- Provided on spot job offer to 330 women from Industrial Tailoring Trade.
- Donation of 4301 units of blood by employees.
- Employment of 192 Person with Disability across the group.
- Facilitated fitment of 6337 Assistive and Accessible Technology to Person with Disability.
- Established Business Integrated CSR projects under PPP Model at Tihar, Aurangabad, Nagpur & Yerwada Prisons (men & women) of India.
- Constructed 19 facilities under Community Infrastructure Development for approximately 10000 people.
- Saved 629 trees (53 lakh paper) through paper saving drives
- Generated 46 lakh KWH Solar Energy.
- Saved 97 lakh KWH Electricity through various measures.
- Recycled 9 lakh KL Water.
- Planted 16341 trees with more than 90% survival.
- Benefitted 60877 People through health checkup and awareness programs.

Corporate Information

BOARD OF DIRECTORS

ASHOK MINDA
Chairman & Group CEO

AVINASH P. GANDHI
Independent Director

RAKESH CHOPRA
Independent Director

ASHOK KUMAR JHA
Independent Director

PRATIMA RAM
Independent Director

SUDHIR KASHYAP
Executive Director & CEO

LAXMAN RAMNARAYAN
Director & Group President-Finance

COMPANY SECRETARY & COMPLIANCE OFFICER

Ajay Sancheti

REGISTERED OFFICE

A-15, Ashok Vihar, Phase-I,
Delhi-110052

CORPORATE IDENTIFICATION NUMBER (CIN)

L74899DL1985PLC020401

WEBSITE & E-Mail

www.sparkminda.com
investor@mindacorporation.com

STATUTORY AUDITOR

B S R & Co., LLP,
Chartered Accountants
Building No. 10, 8th Floor, Tower - B,
DLF Cyber City, Phase - II, Gurugram,
Haryana - 122 002,India

SECRETARIAL AUDITOR

Sanjay Grover & Associates,
Company Secretaries
B-88,1st Floor, Defence Colony,
New Delhi-110024, India

COST AUDITOR

Chandra Wadhwa & Co.,
Cost Accountants
204, Krishna House, 4805/24,
Bharat Ram Road, Daryaganj,
New Delhi-110002, India

INTERNAL AUDITORS

T. R. Chadha & Co.,
Chartered Accountants
B-30, Kuthiala Building, First Floor,
Middle Cir., Block-B, Connaught Place,
New Delhi-110001, India

AHPN & Associates
Chartered Accountants
2745/23 2nd Floor, Beadon Pura
Karol Bagh, New Delhi - 110005, India

REGISTRAR AND SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area, Phase - 1,
New Delhi – 110 020, India

BANKERS

HDFC Bank Limited
HSBC Limited
Indusind Bank Limited
Kotak Mahindra Bank Ltd.
Standard Chartered Bank Limited

Management Discussion and Analysis

Economic Overview – Global & Indian

Calendar Year 2018, which started on a positive note, turned into a period of cautious optimism during the latter part of the year. During CY2017, the global economy had registered an increase of 3.8%. This was because of a strong growth delivered by both the emerging markets and developing countries. CY2018 began with an expectation of a stronger growth even exceeding that of CY2017, but convergence of many factors affecting major economies resulted the global growth to slow down to 3.6%, as compared to CY2017. Fading of fiscal stimulus in the US and the escalating trade tensions with China impacted both the leading economies. China was already facing challenges of regulatory tightening to rein in shadow banking. The Euro area lost more momentum than expected, as consumer and business confidence weakened and auto production in Germany was disrupted by the introduction of new emission standards. Investment dropped in Italy as sovereign spreads widened and external demand, especially from emerging Asia, softened. Natural disasters hurt activity in Japan. Trade tensions increasingly took a toll on business confidence resulting in worsening of financial market sentiment, with financial conditions tightening for vulnerable emerging markets in the spring of 2018 and then in advanced economies later in the year, further weighing on global demand.

The Indian economy grew by 6.8% for FY2019, mainly driven by the growth which came in during the first half of the year. FY2019 started with a strong first quarter where the growth was 8% and then it started to slow down and it further decelerated in the second half with a dismal growth rate of 5.8% for the fourth quarter. Private investment activity has been subdued for many years and in the second half, Government capital formation was low, in an attempt to meet fiscal deficit target. In H2 FY2019, liquidity issue of Non-Banking Financial Company also jeopardised the growth which was already getting impacted because of lower export.

Automobile Industry

Mirroring the Indian economy, the Indian automobile growth was also a story of two halves. While the auto sector had posted strong growth rate of 14.8%in FY2018, it posted a growth of 6.2% in FY2019. The auto sector faced multiple issues like NBFC liquidity concern and crunch, overall slowdown, inventory pile-up, mandatory insurance, uncertainty due to the general elections, etc. It is interesting to note that the first half of the financial year saw robust growth as production volumes increased by 14.3% on a year-on-year basis. However, as the effects of the above-mentioned issues started coming in, it impacted the sales and production in the second half of the fiscal year. The industry posted a decline of 1% year-on-year basis with passenger vehicles declining most in the second half of the year.

Within the industry, the commercial vehicle continued to show a strong growth of 24.2%. However, low consumer confidence and liquidity crisis impacted the passenger vehicle segment which despite multiple product launches could only grow by 0.1% for the year, against 7.9% a year ago. Three wheelers segment grew above the industry rate at 24.1% and the two-wheeler market grew by 5.8% for the year.

Minda Corporation - Board Members

Minda Corporation at A Glance

The Company is a leading automotive component manufacturing company in India with significant international footprint. It has 28 manufacturing plants in India, three in Europe, two in South East Asia and one in the North America. The Company has multiple product lines and caters to almost all the Original Equipment Manufacturers (OEMs) and the aftermarket segment in the automobile industry. India continues to be the core market for the Company and accounts for around 70% revenue, followed by Europe and North America with around 26% and the balance is contributed by South East Asia. During the year under review, the Company posted an above industry growth rate of 19.2%, with a total income of ₹30,920 million. Profit after Tax grew by 18.2% to reach ₹1,675 million up from ₹1,417 million in FY2018.

The Company classifies its business in four board categories including Mechatronics (previously Safety, Security and Restraint System); Information and Connected System (previously Drive Information and Telematics); Plastics & Interiors (previously Interior System) and Aftermarket.

FY2019 witnessed a major transformational journey for the Company, which can be briefly summarised as below:

Transcend

Transcend into New Horizons

Moving up the value chain, by creating a niche for itself, leveraging its technological expertise and the trust and relationships of customers, it has served since decades. The Company is strategically evolving from 'Build to Print' or 'Component Supplier' to 'Comprehensive Systems Provider' or 'Solutions Provider'

Augur Revenue Growth, inorganically

As a conscious strategic decision, the Company's leadership team will focus on inorganic growth opportunities through Joint Ventures and Alliances

Pursuing Excellence

Aiming Zero defects across product range – whether supplying to customers or receiving from vendors, thus driving excellence across the Company

Technological Pioneering

Continuous investments in technology (e.g. SMIT) to innovate new products, upgrade existing ones by electronic integration

Transform

The transformation was carried out across the Company. Below are few highlights of this transformational voyage:

Agile Conduct, Improved Responsiveness

To enable agility and thus improved market responsiveness to adapt to changing conditions, by clearly defining the role of the corporate and business for faster decision making

Customer at the Core

Adopted Key Account Management strategy, in order to increase existing customer penetration and help new customer acquisition

Focused Growth

To enable the Company to expand through the various options, including but not limited to - inorganic route, new plants, new product categories, capacity expansion and backward/forward integrations.

Operational Excellence

- To apply a holistic approach for quality in the group to ensure sustenance of the business
- To leverage synergies across the group, to manage costs and enhance market competitiveness

Innovation and Technological Leadership

To drive focus on building new technologies and transform the Company's positioning from an ancillary supplier to a solutions provider

Translate

All the above transformations have resulted in translating the Company. Below are few of the benefits:

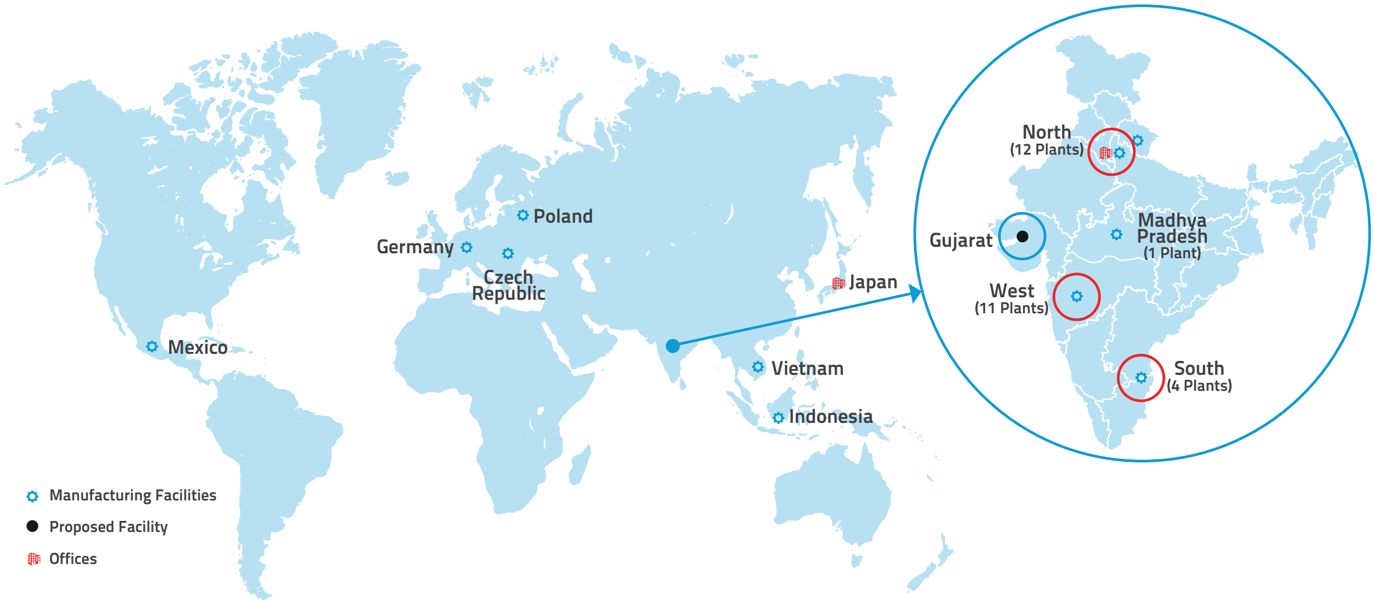
Structural changes

- 11 businesses consolidated into 4 broad business verticals
- Building Key Account Management framework, for better and comprehensive Customer Service
- SMIT to act as Technology Incubator

Process changes

- Paradigm shift in business development process and new customer additions
- Programme Management function for managing new projects
- Matrix interface between functions, for agile conduct and quick responsiveness

Global Footprints



Major existing automotive clusters in India

Upcoming major automotive cluster in India

Group Business of Minda Corporation
(before Amalgamation)

Minda Corporation (Consolidated)

Minda Management Services Ltd.

Safety, Security and Restraint System*

- Minda Corporation Ltd.
- Minda Autoelektrik Ltd.
- PT Minda Automotive (Indonesia)
- Minda Vietnam Automotive Co.
- Minda VAST Access Systems Pvt. Ltd. (50%)

Driver Information and Telematics System

- Minda SAI Ltd.
- Minda Telematics & Electric Mobility Solutions Pvt. Ltd.
- Minda Stoneridge Instruments Ltd. (51%)
- Furukawa Minda Electric Pvt. Ltd. (25%)

Interior System

- Minda KTSN Plastic Solution GmbH & Co. KG (Germany)
- Minda KTSN Plastic & Tooling Solution SP Zo.o (Poland)
- Minda KTSN Plastic Solution s.r.o. (Czech Republic)
- Minda KTSN Plastic Solutions Mexico, S.de R. L. de C.V. (Meixico)

Aftermarket

- Minda Automotive Solution Ltd.

Particular	Safety, Security and Restraint System	Driver Information and Telematics System	Interior System
% of Revenue (FY2019) Est.	46.4%*	33.5%	20.1%

* Including Aftermarket

Group Businesses

FY2019 marked a strategic transformation in the holding structure of Minda Corporation Limited with the amalgamation of 5 wholly-owned subsidiaries (Minda Management Services Limited, Minda SAI Limited, Minda Automotive Solutions Limited, Minda Autoelektrik Limited & Minda Telematics Electronics Mobility Solutions Private Limited) into Minda Corporation Limited.

The benefits of this transformation are as follows:

Leaner, Simpler Corporate Structure
The amalgamation will lead to a leaner and simpler corporate structure, making it easier for the investors to understand the business

Stronger standalone entity
The amalgamation will lead to a stronger standalone entity, as the five wholly-owned subsidiaries would add up to the strength on all aspects

Equity-neutral amalgamation
Since the amalgamation is of wholly-owned subsidiaries, the same is classified as equity-neutral, as no fresh equity will be issued.

Consolidation
The amalgamation will result into consolidation of the businesses.

All-round stakeholders' benefits
It is expected to be beneficial to all stakeholders of such companies, as such amalgamation would create greater synergies among the businesses and would enable them to have access to better financial resources, increase the managerial efficiencies, lowering of cost structure and higher transparency.

Minda Corp (Consolidated)

Mechatronics

- Safety Security Division
- Die Casting Division
- Starter Motors & Alternators Division
- PT Minda Automotive Indonesia
- Minda Vietnam Automotive Co. Ltd
- Minda VAST Access Systems Pvt. Ltd (50%)

Information and Connected System

- Wiring Harness Division
- Interior Plastic Division
- Telematics & Electric Mobility Division
- Minda Stoneridge Instruments Ltd (51%)
- Furukawa Minda Electric Pvt. Ltd (25%)

Plastics & Interior

- Minda KTSN Plastics Solution GmbH & Co. KG
- Minda KTSN Plastic & Tooling Solutions Sp Z.o.o
- Minda KTSN Plastic Solutions s.r.o.
- Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V.

Aftermarket

- Aftermarket Division

Product Domains

Mechatronics

Plastics & Interiors

Information and Connected System

Aftermarket

Financial Performance

Standalone

For the year under review, the Company achieved a standalone turnover of ₹23,708 mn as against ₹19,969 mn during the previous year, registering a growth of 19.7%.

The Company reported a Net Profit of ₹1,606 mn as against ₹1,026 mn in previous year registering a growth over 56.5%. The PAT margin for the year was 6.7% as against 5.1% last year.

The Company reported an EPS of ₹7.15 for the year under review.

Consolidated

For the year under review, the Company achieved a consolidated turnover of ₹30,920 mn, as against ₹25,934 mn during the previous year registering a growth of 19.2%.

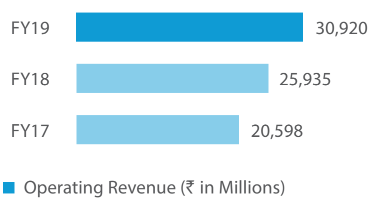
The Company reported an EBITDA of ₹2,923 mn as against ₹2,729 mn earned during previous year registering a growth over 7.1%. EBITDA margin for the year was at 9.5% as compared to 10.5% for the previous year.

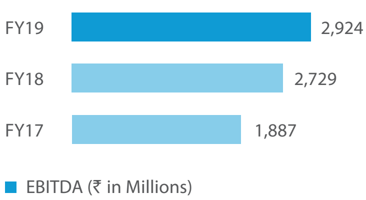
The Company reported a Net Profit of ₹1,692 mn as against ₹1,427 mn earned during previous year registering a growth over 18.6%. PAT margin for the year was 5.4% which is in line when compared to last year.

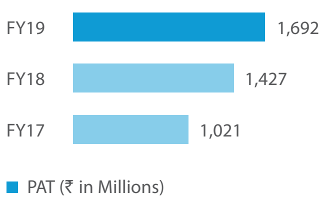
The Company reported an EPS of ₹7.62 for the year under review.

The networth of the Company increased to ₹11,951 mn in FY2019 from ₹7,407 mn in FY2018 mainly due to issuance of fresh equity worth ₹3,100 mn under qualified institutional placement.

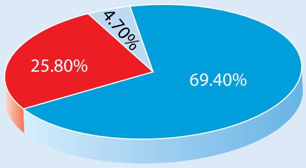
Three Year Comparison (Consolidated)





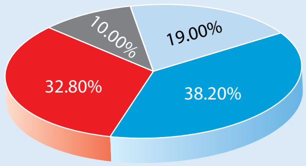


Revenue By Geography

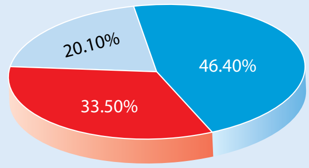


Est.

Revenue by End Market



Revenue by Business Verticals



Consolidated	FY 2019	FY 2018	% Change
Debtor Turnover (Days)	64	79	-20%
Inventory Turnover (Days)	84	103	-18%
Interest Coverage Ratio (x)	4.9	5.8	-16%
Current Ratio (x)	1.4	1.1	20%

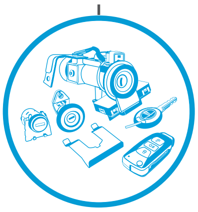
Consolidated	FY 2019	FY 2018	% Change
Net Debt to Equity Ratio (x)	0.27	0.94	-71%
EBITDA Margin (%)	9.5%	10.5%	-100 bps
Net Profit Margin (%)	5.4%	5.5%	-10 bps

Key Customers

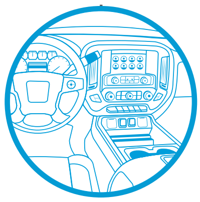
TIER 1

Business Performance

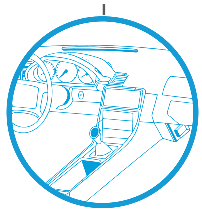
MINDA CORPORATION (Consolidated)



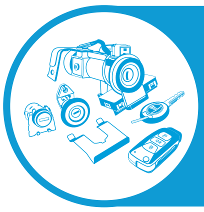
Mechatronics



Information & Connected Systems



Plastics & Interiors



Mechatronics (Formerly known as Safety, Security & Restraint System)

Product Range

- Electronic and Mechanical Security Systems including Ignition Switch Cum Steering Locks, Smart Key Systems, Mechatronics Handles and Immobilizers System;
- Die Casting Components such as Aluminum Low Pressure and Gravity Die Casting;
- Starter Motors and Alternators.

A. Safety Security Division

The need for differentiating products by OEMs is resulting into premiumization of safety security parts. Shifting from mechanical to mechatronics security system at low cost, with the help of innovation is the need of the hour, as the OEMs are facing cost pressures due to the shift from BSIV to BSVI. This division has been growing and gaining market share as it has:

- In-house Design and Development capability for Mechanical Security Systems, with focus on Product Innovation which has been demonstrated by:
- Fuel tank caps meeting BSVI regulations design activities started for Key Customers in 2-Wheelers.
- Bayonet type Fuel Tank Cap with high pressure valve meeting BSVI norms, for overseas Customer - fully designed and validated.
- Sealed Ignition switch for ATV – Product validated and regular supplies started.
- New concept Steering lock for Exports Customer – Under development.
- Ignition switch-cum-steering lock, with integrated connector & multi-function module – Regular supplies started.
- New Product line of Mechanical Control Cables, added with complete plant and Lab testing facilities set up in Pant Nagar.

- **Strong patent portfolio**
  The Company's relentless focus on Intellectual Property Rights creation is the prime reason for the strength in the patent portfolio. The portfolio of patents till FY19 stands tall at 70 patents.

- **World class in-house R&D facility - SMIT**
  The investment in the state-of-the-art, in-house R&D facility Spark Minda Technical Centre (SMIT), Pune continues to yield rich dividends, in terms of enriching the IPR portfolio and enhancing product line.

- **Proximity to Customers**
  The facilities are strategically located in close proximity to customer locations, providing us with an inherent edge by saving on valuable time and transportation costs.

The Company is the second largest safety security maker in 2 wheelers globally. It has also maintained a firm grip on market share in the domestic market and continue to show good growth in exports.

The focus is to expand this division by

- Market penetration in domestic, as well as International
- Product development i.e. Mechanical to Mechatronic
- Market Development i.e. entry into ATV/Off-Road in various overseas market and also into E-Bike/E-Rickshaw
- Expanding SOB with existing global customers.

The division is also building strong supplier base and capability for reduction in raw material through Value Addition /Value Engineering and also looking to save cost by sourcing from FTA countries.

B. Die-Casting Division

The die-casting division, a vital part of the Mechatronics business, hosts all the die-casting facilities under one roof - LPDC, GDC, HPDC – Aluminium and Zinc. Its cost competitive manufacturing process and in-house state-of-the-art testing facilities are helping the division to grow both in domestic and overseas markets at a much faster rate.

It has 3 plants located at Greater Noida (established in 2006), Pune (2007 and 2017). Its design and engineering capabilities are helping the Company to meet the audits of major customer and garner more business for future. The product range it manufactures is:

GDC : Upper Bracket & Handle holders for 2-Wheelers, Compressor Housings for Turbochargers, Engine Mounting Brackets for 4-Wheelers, Intake Manifolds, Brake Calipers, Tandem Master Cylinders for brake application, Housings for steering mechanism, Thermo Housing for water & Oil pump application

LPDC : Cylinder Heads and Upper Bracket for 2-Wheelers

HPDC : Master Cylinders for 2-Wheeler brake application, Seal plates for Turbochargers, Starter motor cover, Head Cover

Zinc : Ignition lock, Fuel Tank cap parts for 2-Wheelers and 4-Wheelers

The division is geared up to diversify its business into other area like Aerospace, Rail, Defence and Marine because of the deep understand and knowhow. It is also helping the OEMs and Tier 1 supplier to meet the change in regulations, which are taking place in fuel injection, braking and emission system.

C. Starter Motors & Alternators Division

Minda Autoelektrik Limited (formerly known as Panalfa Autoelektrik Ltd.) (MAEL) is engaged in the business of manufacturing and selling of starter motors and alternators. The Company is a leading manufacturer of GRS Starter Motors and Alternators with technology from Magneton, Czech Republic. It is the pioneer in India to introduce Starter Motors with Offset Gear Reduction Technology, which gives technical edge over conventional starter motors like more power in compact size, high efficiency and reliability and less current drainage from battery. It caters to a range of sectors including tractors, agriculture machinery, stationary engine and construction equipment in India and Europe.

The division has huge opportunities

- Diversification into new segments – LCV, Off Road, stationary engine and 3-Wheelers
- New business acquisition in tractors segment, with introduction of low-cost Alternator and Permanent Magnet Gear Reduction Starter Motor.
- Opportunity to increase Export Business with existing and new customers/new territories
- Opportunity to increase business in the After Market segment by leveraging support of Aftermarket Sales & Service network for its child parts

The division is further developing new products to have sustainable growth and enhance profitability. Some of the products under developments towards this are highlighted below:

- Permanent Magnet Planetary Gear Starter Motor for Tractor & LCV
- 24 Volt 55 Amps 5" Internal Fan Alternator for LCV
- Volt 1.8Kw Starter Motor for LCV
- 12 Volt 55 Amps 4" Internal Fan Alternator for LCV and Tractor
- 12 Volt 210 Amps 5.5" Internal Fan Alternator for Tractor

D. ASEAN Business

PT Minda Automotive (Indonesia)
Minda Vietnam Automotive Co. Ltd

These Companies cater to the large and growing markets in the ASEAN region, with its Greenfield manufacturing facilities in Indonesia and Vietnam. This helps the Company to live up to its core philosophy of being 'near to the customer' and 'supplying the best quality products'. The supplies to the OEMs not only in Indonesia, Malaysia, Vietnam, Singapore, Philippines, China, Japan, etc., but also to OEMs in distant Brazil and Columbia, are a testimony to the success of the vision of the Company.

The Companies supply a wide range of products to its customers including Ignition switch (with or without Magnet Shutter), Fuel Tank Cap, Side Cover Lock, Seat Latch / Locks.

The technological capability of the Companies are backed up by a strong R&D teams in India, with Design office in Japan.

It remains a one-stop solution for Lock, Wiring Harness, Speedometer, EV and other group products from one facility in ASEAN. In order to support the future growth, the Company is focusing in introducing Gravity Die Casting and EV Products in the ASEAN region.

E. Minda VAST Access Systems

Headquartered at Pune, Minda VAST Access Systems Private Limited is a 50:50 joint venture between VAST, USA and Minda Corporation Limited. Minda VAST is a leading supplier in the Indian OEM space and the after markets for security/access control products and supplies to leading segments of the auto industry including passenger vehicle and commercial vehicle. Minda VAST manufactures lockset and door handles.

With new technologies, the automotive industry is witnessing structural and rapid changes. It is imperative to match these structural changes with innovation across product segments to remain relevant. Minda VAST has been successful in moving with the changing trends, i.e shift from Mechanical to Mechatronics; and developing products with the help of SMIT and VAST like iRIS 1, iRIS 1.5 & iRIS 2, ESCL, Immobilizer and other electronic parts. It has also developed products like Bracket-less handles, in line with the Government's stringent regulatory requirements and the need for weight reduction in products.

New product development and penetration to new customers - both in the domestic and global markets, remain the key strategies for growing this business.

Information & Connected Systems (Formerly known as Driver Information & Telematics System)

Product Range

- Instrument Clusters;
- Wiring Harness and Components
- Sensors Including Speed and Exhaust Gas Temperature;
- Innovative Technology Solutions and IOT Solutions.

A. Wiring Harness Division

The regulatory tightening measures, along with customer preferences for comfort, safety and feature-rich mobility, is bringing a sea change in the use of wiring harnesses. The content in the wiring harness, in terms of no. of circuits, connectors have been increasing steadily, but with BSVI coming to play from 1 April 2020, the industry shall witness enormous increase in the content of wiring harness, especially for 2-Wheelers, where the engine is moving from carburetor to Electronic Fuel Injection (EFI). With BSVI regulations, the import content will increase. The Company is in a constant endeavor to optimize the wiring harness design through frugal engineering, to reduce the import content and improve the productivity of labour, so that we are able to supply a world-class, reliable product at minimum cost. Other than passenger vehicles, this division has more than 30% market share in 2-Wheelers, 3-Wheelers, Commercial Vehicles and Tractors in India. It is also exploring the potential of exporting Wiring Harness to global OEMs, who are its customers for other products. Pan-India presence near automotive hubs, along with consistent quality is helping it retain strong customer relationships and enhancing the brand image of the group.

Expanding market by adding new customers domestically, as well as globally and enhancing the core competency, by locally developing various components required in Wiring Harness, remains the key to sustainably grow the business.

Development of Modular Fuse Box, waterproof connectors, PCB Junction Box and Aluminum Battery Cable testify the capability of the team in localizing. However, investments in technology and automation is the need of the hour, in order to increase productivity.

B. Telematics & Electric Mobility Division

Minda Corporation, through its subsidiary Minda SAI, has acquired

Bengaluru-based El Labs during FY2018. This division delivers inter-disciplinary products in the connected mobility and IoT arena. This acquisition has enabled Minda Corporation to develop latest devices and solutions, bringing in state-of-the-art technologies in the automotive connected mobility management devices and solutions domain. Spark Minda would be bringing a full spectrum of solutions, to reinforce developments in next-generation connected mobility and IoT space.

C. Minda Stoneridge

Minda Stoneridge (MSIL) is a 51:49 joint venture between Minda Corporation Limited and Stoneridge Inc, USA, a leading manufacturer of electronic instruments and automotive sensors. More than 80% of the revenue of the JV comes from cluster, whereas the remaining is driven by the Sensor business. Premiumization of product, due to safety and aspirational needs of the customers will be the driving factor for volume growth in the cluster segment, whereas regulatory push i.e. movement from BSIV to BSVI is going to result in increase in revenue from Sensor business.

Focus on cost leadership by design and material optimization has helped it to retain market leadership in commercial vehicles, tractors and 3-Wheelers in the cluster segment. The company is working to increase its penetration in 2-Wheelers along with Passenger vehicles, as the trend towards connected mobility increase over the coming years. The Company is working with Telematics and Electric Mobility division of Minda Corporation and Stoneridge, for integrating the cluster with telematics.

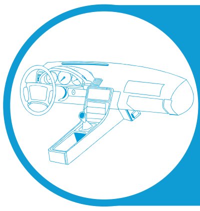
Emissions, Safety and Fuel Economy are driving the growth in Sensor business. Regulation driven Sensors, as the industry moves from BSIV to BSVI is going to accelerate the growth of EGT, EGRT and SOOT sensor. Addition of new customers for existing sensors will also help in increasing the revenue.

The JV is working very closely with Stoneridge to explore other products which can be moved to the JV, so that it can continue to supply global customers of Stoneridge and explore penetrating into the domestic customers with whom it has strong relationships.

D. Furukawa Minda

Furukawa Minda is a 75:25 joint venture between Furukawa Group of Japan and Minda Corporation. The Company develops and produces the entire range of Wiring Harness and components related to wiring harness e.g. relay box, junction box and Steering Roll Connectors used for the airbag systems etc.for Japanese 4-Wheeler customers. In addition to the Wiring Harness, it is a pioneer in Steering Roll Connectors (SRC) technology in India.

After successfully implementing the revival strategy, the Company divested some of its stake to the JV partner and reduce its stake from 51% to 25%. The Company is optimistic about its future growth potential, as regulations becomes more stringent and demand improves.



Plastics & Interiors (Formerly known as Interior System)

Product Range

The product range comprises of Glove Boxes, Centre Consoles, Cup Holders, Ash Trays, Louvers, Steering Column Shrouds, Air vents, Seat Panels, Structural Parts, Oil Slumps, Cylinder Heads, Quick Connectors and Battery Trays. In addition to this, Minda KTSN also design and develop tools for the products it manufactures.

Minda KTSN

Minda KTSN has manufacturing units in Germany, Mexico, Poland and Czech Republic, where it produces and develops both kinetic and non-kinetic plastic interior parts. It also produces some under bonnet and structure parts. The revenue is also driven by business from tooling, mainly from the Volkswagen Group. Other customers include BMW and Daimler, as well.

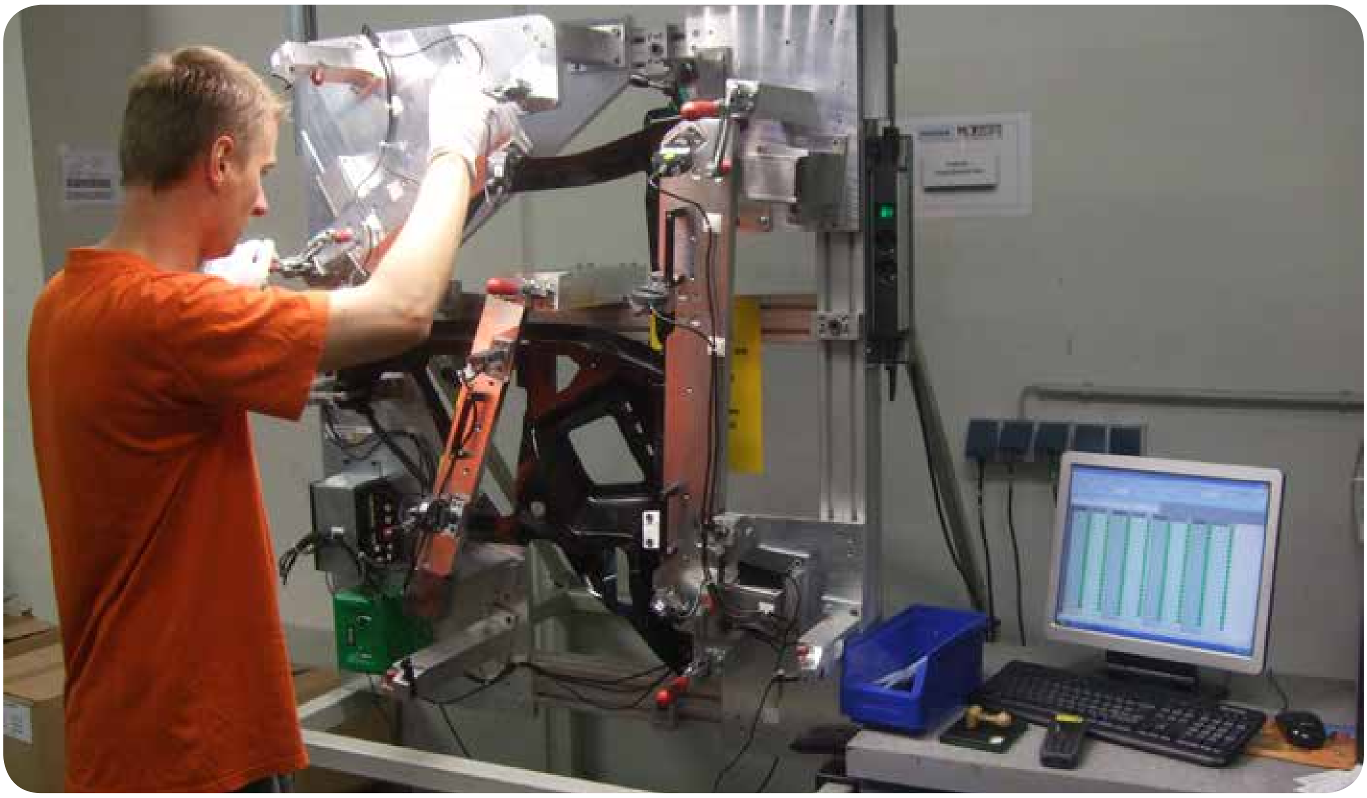
Operational Highlights

Last year was a challenging one for the business, as sales in the European operations had reduced, due to a subdued market environment and WLTP norms. Things began to worsen as the raw material price also started to inch up, due to higher crude prices, which unlike in India is not a pass-through to the OEMs. Higher customer concentration also impacted the revenues.

To overcome the challenges, the Company has strengthened the management in Minda KTSN and is in process to reduce the breakeven levels, along with diversifying its customer base. The focus remains to bring Minda KTSN back into profitability and acquire new businesses which are profitable. The Company now has more rigorous focus on operational excellence, system improvement and better sourcing to reduce cost so as to stabilise the business.

Key R&D Initiatives

- With a growing demand for electric cars, the technology is shifting towards weight reduction. Along with the esteemed customers, it has developed some innovative solutions like Mucell, an alternative to some major raw material
- Create technology and process expertise in a product category (Eg Glove Box) to be a premium, niche player
- Working towards developing innovative products in collaboration with SMIT



Aftermarket

The Company markets all products manufactured by the Group Companies and certain outsourced products in the aftermarket segment.

Product Range

Aftermarket products include products manufactured by the Group Companies along with certain outsourced products, such as filters, clutch plates, bearings, wiper blades, brake shoes and cables.

The Company provides aftermarket sales and services to the 2-Wheeler segment, contributing more than 80% of its revenue and other segments like, 3-Wheelers, Passenger vehicles, tractors, Commercial vehicles and off-road vehicles contributing the balance. It has well distributed network across various regions not only in India, but also in Sri Lanka, Nepal, Bangladesh and Bhutan.

It has more than 500 business partners covering various vehicle segments including 2-Wheelers, Passenger vehicles, Commercial vehicles and off-road vehicles. The Company intends to capitalize its extensive distribution network and global presence to expand its aftermarket sales and services to other international markets, such as South East Asia. To strengthen the brand image, it is connecting with retailers and mechanics, along with providing favourable polices like warranty response within 48 hours. To further strengthen its distribution channel by having the right policy and working at ground-level and delivering the best-in-class service by leveraging digital tools. Aftermarket helps our business partners to mitigate the risk of slowdown in the automobile industry. It is focusing on growth and looks forward to strengthen this vertical by maintaining the leadership position in its legacy products, consolidate and then expand the market share in products launched in last few years. The Company is also looking at opportunities to introduce new products at regular interval.

Technological Advancement & Technology Edge

The Spark Minda Technical Centre (SMIT) is the core of its technological innovation and the hub for its futuristic technological development. SMIT supports the technological innovation ambitions and helps drive the vision of the company. SMIT supports the Company's objective of 'Electronification' and in a year or so has enriched the group's footprints in its traditional legacy space with new technological offerings to meet the world-class expectations of the market.

Establishment of Spark Minda Technical Centre was a significant step to propel Spark Minda Group towards attaining technology leadership in automotive sub systems domain. SMIT leads the technology journey of the Spark Minda Businesses apart from steering the Group towards a generation of new and future technologies.

Technology is a key driver to success in the global automotive and transportation sector. It's challenging for businesses to ramp up quickly to address the emerging disruptive technologies without the right tech minds. At the SMIT hub, 'We Do Just That'- by providing the right talent to bridge the gap from being a Tier 1 Auto Component player to a Technology driven complete system solution provider for e Mobility, always the Right minds and the Right Technology.

To the millions of Indians intimately familiar with the challenges of traveling through their crowded cities and around the vast, large nation, it might seem unrealistic, even idealistic, to comprehend building a comprehensive, modern transport network that will deploy the latest technologies in electric mobility, clean rapid transit and cloud based digital controls. The truth of the matter is that these are leapfrog technologies that are poised to change the face of India.

SMIT strives to strengthen and expand the Group's presence in automotive systems area as a complete System Solution provider. The centre nurtures innovations to create breakthrough solutions tailored to address the market requirement, pursues opportunities in the area of new generation technologies like Connected, Autonomous, Electrified Mobility Solutions, Body control and Multi-function controllers, Smart security and Vehicle access solutions, etc.

Additionally, SMIT also explores incubation of future technologies like deep learning, artificial intelligence, internet of things (IoT), smart vehicles technologies, prognosis and diagnosis, etc. In essence, the SMIT Centre is a prime example of being powered by the passionate spirit of the Group, creating a vibrant work environment which thrives on passion in engineering and technology.

SMIT's traditional offerings have been enriched with new technologies to meet the world-class expectations of the market. SMIT has also charted out a technology road-map in line with the technology expectations of the future vehicles. The centre has facilitated in positioning the Spark Minda's brand image as technology partner of choice for our global customers. Further, the young and vibrant work-force stimulated by the culture of innovation at our SMIT Centre has already started showcasing results.

Human Resources

Although technology and automation stand front and centre in today's corporate world, yet every part of the business boils down to people. In a complex and competitive world, the Company strongly believes that people are the reason for its success in the national and international markets and an important factor to achieve business and social objectives. Thus, its Human Resource initiatives are focused towards further strengthening and nurturing its vast and diverse employee base of more than 2600 permanent employees.

The Company has well-crafted and employee friendly HR policies, and hence it enjoys cordial relationship with its employees and have not experienced any major work stoppages due to labour disputes or cessation of work in the last many years.

It continues to emphasise and focus on safety and security at the workplace by prescribing policies and procedures, creating awareness and imparting trainings to the workforce. It also has an established mechanism that fosters a positive workplace environment which is free from harassment of any nature. An Anti-sexual harassment initiative framework is in place in the organisation to addresses complaints of sexual harassment at the workplace.

The organisation has a diverse workforce, product range and is spread across various locations, and hence to establish synergy between different business verticals it has recently restructured the organisation and established new systems and processes and

thus providing bigger and larger platforms for the employees to grow as a leader within the organisation.

Multiple workshops were conducted to communicate the new organisation structure to the employees. Also, to ensure transparency and effective communication, its senior management team regularly connects with the leadership team to discuss about the on-going operations of the business and the upcoming projects and strategies. All the employees are considered as part of the business and are updated about the current market situation and the challenges being faced along with the strategy to overcome it.

It has worked towards becoming a performance driven organisation. Detailed discussions with the employees were conducted to clarify their roles and responsibilities and build cross functional teams to further clarify their key result areas and performance indicators.

To keep pace with the changing times and based on the needs of the employees and business standards, It has identified and revised few HR policies to ensure the well-being and growth of the employee. The Company has introduced a Higher Education policy to support the employees to learn and grow.

The Company continued its policy of handholding new employees via a strong orientation and induction program and focus on hiring the right person for the right job. To build leaders within the group and harness the energy of young minds it hired Graduates, CAs, and Management Trainees from reputed institutes like IIM Indore, ICAI, XIMB and IMI, New Delhi.

The HR practices are aimed at recruiting talented individuals,ensuring continuous development and addressing their grievances, if any, in a timely manner. It is also in process of centralizing the HR processes at the group level, which will have both long-term tangible and intangible benefits.

Risks and Concerns

Geo-Political Risks

Outside India, the Company's businesses are concentrated in Europe and ASEAN. Not only the Company has manufacturing footprint, but also exports to these regions. Any unexpected uncertainties and volatilities in these economies may have an adverse impact on profitability. Such uncertainties may be in the nature of any new regulation or norms, affecting the automobile industry, climate change regulations, political or trade disruptions, etc.

Mitigation: The Company has started diversifying operations into other geographies. It has set up manufacturing footprint in Mexico. Minda Corporation is also focused on enhancing exports of legacy products like Wiring Harness, cluster etc.

Foreign Exchange Risks

The Company has operations in many countries and is prone to the currency fluctuations due to export and import transactions. Currency fluctuations are likely to impact the products' pricing and profitability.

Mitigation: The Company tries to have back-to-back arrangement with customer for currency fluctuations. Wherever not possible, it keeps track of currency risk and takes appropriate positions in forward contracts and hedging currencies to mitigate the risk in the jurisdictions where it has facility to do so, as per its risk management policy.

Technology Innovation Risks

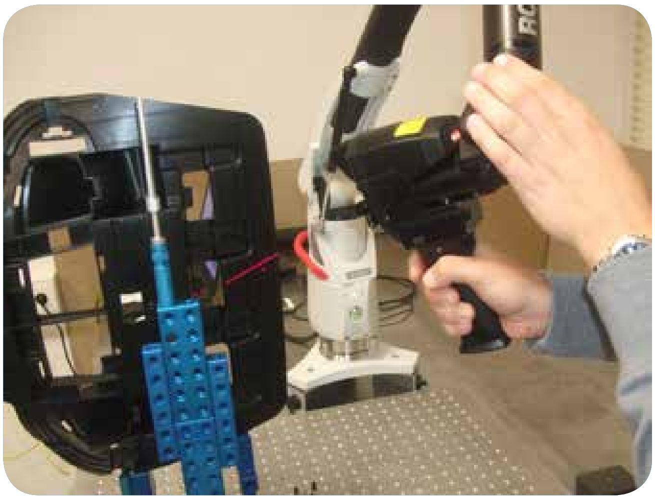
Minda Corporation manufactures different auto components that need continuous technological upgradation.

Mitigation: The Company has been investing in R&D and have joint ventures with leading global automotive companies, which have access to the latest technologies. It has also established Spark Minda Technical Centre (SMIT) in Pune, which is helping it in upgrading its legacy products (Safety and Security products) with the help of technology and also help in building non-legacy products (products required for connectivity and electrification).

Raw Material and Supply Risks

The Company purchases raw materials for various manufacturing processes which are prone to price fluctuations in global markets. The increase in the cost of raw materials can have an adverse impact on profitability.

Mitigation: The Company also has back to back arrangements with most of its customers for change in the commodity



price and is in process to add more customers in this kind of arrangement. Moreover, the Company tracks the changes in the prices of raw materials and maintains an inventory for the operating cycle to avoid purchasing them at high prices.

Human Resource Risks

Attrition of key people and leadership team members could impact business operations and growth.

Mitigation: The Company addresses this risk with the help of its people's team (HR). The people's team ensures best-in-class remuneration, ample learning and development opportunities, effective work-life balance through various festive celebrations, regular management communications through town-halls and newsletters, in order to keep the workforce engaged and in high spirits.

Competition Risks

Global auto ancillary companies are setting up plants in India to ensure that the upcoming regulatory requirements are met and they come with deep pockets.

Mitigation: The Company addresses this risk with the help of sizeable investments required for new technology, R&D, joint ventures or technology licensing. The company is also working to localize the components required for various products through frugal engineering, so that the solutions provided to the OEMs not only meet stringent quality, but is also cost effective. The balance sheet is very strong and the focus remains that the entire Capex requirements should be met through operating cash flow and the Company should generate enough free cash flow.

Vendor rationalization Risks

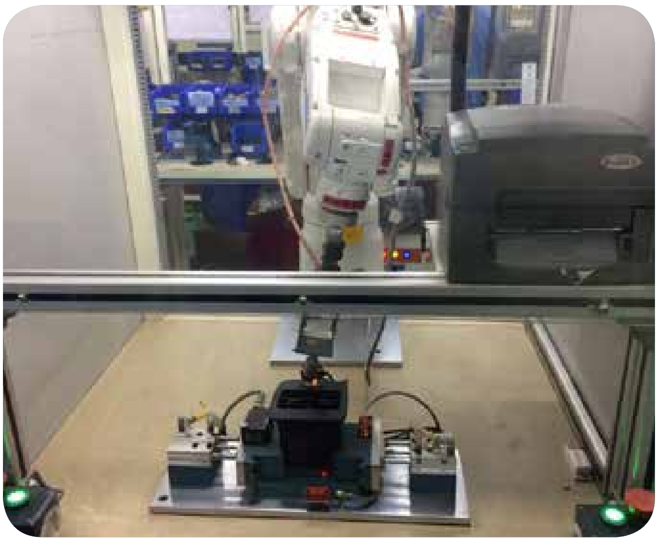
OEMs are reducing the number of platforms and are building new platforms which are modular in nature. This is helping them to rationalize the number of vendors with whom they have to deal with.

Mitigation: The Company addresses this risk by early engagement with the OEMs and help in providing cost-effective technological solutions for their requirements. Moreover, the Company is moving up the value chain, from sub-component provider to modular vendor and system supplier.

Customer Concentration Risks

High dependency on few OEMs result into its fortune being tied with the performance of those OEMs.

Mitigation: None of the OEMs with whom the Company deals with give more than 15% of its total revenue. The Company does have customer concentration in relation to any product or division, but the Company is aware of the same and looking to add more OEMs or increase its SOB with existing OEMs, where it is low with the help of Key Account Management. The Company has also identified Aftermarket as a division which helps the company not only to mitigate the risk arising out of customer concentration, but also helps in mitigate the cyclicity associated with the demand of OEMs product.



Internal Control Systems

Minda Corporation's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The Company follows a strong system of internal controls to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly.

It reviews the adequacy of internal control systems from time to time. The internal controls are designed to maintain the transparency and adequacy of the financial and other records, which are reliable resources for preparing financial reports and other data.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those related to strengthening of the Company's risk management policies and systems.

Opportunities, Strategy and Outlook

A. Opportunities

Minda Corporation finds opportunities in challenges, through its relentless focus on technological innovation. The Company has consolidated its operations with the merger of its subsidiaries and strengthening the balance sheet. The Company has focused on providing comprehensive solutions, rather than mere component supply, which has led to its transformation from Mechanical supplier to Mechatronics solution provider. The solutions in both legacy and non-legacy products are appreciated by the market as pioneering products, enabling the first-mover advantage.

Minda Corporation focuses on premiumization of its existing offerings. With a focus on increasing the content per vehicle, it is deepening penetration in existing customers and is progressing well to supply to newer customers, with its Key Account Management initiative. The Company has established itself in the exports market where the growth and visibility is much higher. With more vehicles coming on road, there shall be more demand for aftermarket in the future. Minda Corporation is well equipped to grab this opportunity.

B. Business Strategy

Business Excellence

Continuously upgrade ourselves by benchmarking against the best in "whatever we do"

Global Presence

Expanding our reach to new geographies and customers to provide global solutions locally

System Integration

To provide plug and play solutions to all future vehicles in the connected environment

Future Technology

State of art technical centre to develop solutions for the future needs of global OEM's

C. Business Outlook

The slow momentum is expected to continue as the IMF estimates that the world economy will grow by 3.2% in 2019, the weakest since 2009, when the world economy shrank. Global growth is expected to pick up in the second half of 2019 driven by monetary easing in China, improvement in overall market sentiment led by a recovery in Europe and stabilization of conditions in strained emerging economies. With improvement expected in second half of 2019, world economy is expected to growth by 3.6% in 2020.

However, all the agencies are unequivocal in their outlook about the India story. IMF estimates India's growth to accelerate moderately to 7.0% in FY2019 and further to 7.2% in FY2020 from 6.8% in FY2018, which will be led by strong domestic consumption, improved export performance, normal monsoon and the consequent impact on agriculture and the rural economy, etc.

Despite the strong growth, Indian auto industry remains bearish about its growth. SIAM estimates that FY2020 will be slow for the Passenger vehicle sales and estimates the year to end with 5%

growth over FY2019. With BS-VI coming into play in FY2021, the industry is gearing for a significant jump in prices. It is hoped that customers will pre-pone buying thus boosting demand in the second half of FY2020.

Production cuts are expected by OEMs, in order to align with the market demand. Globally, Worldwide Harmonised Light Vehicle Test Procedure (WLTP) is expected to impact demand, in addition to the slowdown in China.

Minda Corporation is prepared to face these challenges and come out as a winner. The Company continues to be bullish of its business prospects in FY2020 and beyond for its multiple business segments. The switch over from BS-IV to BS VI will create a huge opportunity for its Information and Connected System business and its products like wiring harness and sensors.

The Company continues to offer world-class, futuristic product lines to grab this business due to the change. The Company has already started the transformational journey by strategically focusing on...

Internal Collaborations: Alignment at all levels, mutual trust and respect, flexible approach, integrity and loyalty, teamwork and transparency, adaptability to change. In one sentence 'Do what you say, say what you do'

Clarity in Strategy: New technological advance products, technological upgradation of legacy products, increased focus on exports, inorganic growth in adjacent areas

Identifying the Opportunities: Increase content per vehicle, premiumization of products, technological collaboration, new account acquisition and enhance current account penetration

Tapping to Changing Trends: Organizational transformation

1) Key account Management
2) Project Management Group
3) Vertical Approach; Industrialization of EV products; Product to System Supplier; Cross selling of products.

Mechatronics

- Growth in the Die-Casting through export focus
- Increasing electronic content per vehicle and technologically advanced products in non-legacy business
- New customer additions

Information & Connected Systems

- Amplify export of wiring harness
- Increasing market share
- Adding new customers
- Pursuing inorganic growth opportunities in wiring harness

Plastics & Interiors

- Focus on lowering costs in Minda KTSN
- Diversification of customer base

Aftermarket

- New product additions to augment growth

SMIT

- Upgrading of legacy products
- Development of new products in un-addressed vehicle segments (Off-road Vehicles) and emerging market segments (EVs)

Minda Corporation has also identified catalysts for enabling higher profitable growth

- People Focus - Great place to work
- Customer Focus - Key Account Management
- Research Focus –Continuous investments in SMIT
- Management Focus – Strong Leadership

The above strategies will help us to

- Enhance shareholders' wealth by having higher growth, better than industry

Group Goals

- Revenue Growth > Market Growth
- EBITDA Margin and ROCE improvement
- Optimization of Working Capital

Substantiated with Value creating Non-Organic growth strategies

Directors' Report

To

The Members,

Your Directors have pleasure in presenting the 34th (Thirty Fourth) Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2019.

FINANCIAL SUMMARY

(Amount ₹ in Million)

PARTICULARS	Standalone		Consolidated	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Sales/ Income from operations	23708	19969	30920	26350
Other Income	410	163	355	163
Profit before Interest, Depreciation & Other Expenses	6007	4571	7151	6099
Finance Cost Interest	344	243	490	371
Depreciation and amortization expense	615	490	883	738
Other expenses	2810	2358	3872	3207
Profit from operations before tax and share of profit/ (loss) of joint ventures/associate	2238	1480	1906	1,783
Share of profit of joint ventures/associate (net of taxes)	NA	NA	280	131
Profit from operations before exceptional item & tax	2238	1480	2186	1914
Exceptional Item	43	-	175	-
Tax Expense	695	454	688	492
Tax Adjustment related to earlier year	(20)	-	(19)	(5)
Profit for the period after taxes (A)	1606	1026	1692	1427
Other comprehensive income for the year				
• Items that will not be reclassified to profit and loss:				
- Re-measurement of defined benefit liabilities (net of tax) items that will be reclassified to profit and loss	(10)	7	(7)	4
- Joint Venture's/Associate's share of remeasurement of Defined benefit liabilities (net of tax)	3	(1)	2	1
• Item that will be reclassified to profit & loss				
- Exchange difference in translating financial statement of foreign operations	-	-	(93)	(50)
Total other comprehensive income(B)	(7)	6	(98)	(45)
Total comprehensive income for the period (A+B)	1599	1032	1594	1382

The financial statements for the year ended March 31, 2019 and March 31, 2018 have been prepared after giving effect to the scheme of amalgamation. For details, refer Notes to Accounts forming part of this Annual Report.

COMPANY PERFORMANCE

The financial statements have been prepared as per the IND-AS prescribed by the Institute of Chartered Accountants of India (ICAI).

Standalone Financials: During the year under review, your Company has achieved a turnover of ₹ 23708 Million against ₹ 19969 Million during previous year registering a growth of 19% over the previous year. The Company reported a Net Profit of ₹ 1606 Million as against ₹ 1026 Million earned during previous year registering a growth over 57%.

Consolidated Financials: During the year under review, your Company has achieved a consolidated turnover of ₹ 30920 Million against ₹ 26350 Million during previous year registering a growth of 17% over the previous year. The Company reported a Net Profit of ₹ 1692 Million as against ₹ 1427 Million earned during previous year registering a growth over 19%.

The Operational Performance of the Company has been extensively covered in the Management Discussion and Analysis, which form part of this Directors' Report

SIGNIFICANT CORPORATE DEVELOPMENTS

Amalgamation of five wholly owned subsidiaries with Minda Corporation Ltd.

During the year, the Company had initiated a Scheme of Amalgamation (the "Scheme") involving merger of five wholly owned subsidiaries i.e Minda Management Services Limited, Minda SAI Limited, Minda Automotive Solutions Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited ("Transferor Companies") into the Company. In this regard, the Honourable National Company Law Tribunal ("NCLT"), New Delhi Bench, has approved the Scheme vide its order dated July 19, 2019. The scheme shall be effective upon filing of the certified copy with the Registrar of Companies, Delhi.

Amalgamation of the Transferor Companies into and with the Company shall result in consolidation of the businesses. The Amalgamation is expected to be beneficial as it would create greater synergies among the businesses and would enable them to have access to wider financial resources, increase the managerial efficiencies, lowering of cost structure and higher transparency.

All assets and liabilities of the transferor companies shall be transferred to Company at book value as on the designated Appointed Date of April 01, 2018.

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

Dilution of equity stake in Furukawa Minda Electric Private Limited (Formerly known as Minda Furukawa Electric Private Limited (Joint Venture)

During the year under review the investment of the Company in its joint venture company Furukawa Minda Electric Private Limited (Formerly Known as Minda Furukawa Electric Private Limited) has been reduced and the present shareholding of the Company in the said JV is 25%. The shareholding of Japanese joint venture partner has been increased to 75%.

Credit Rating assigned by India Ratings & Research (Ind-Ra)

During the year under review the India Ratings & Research (Ind-Ra) have upgraded credit rating to Minda Corporation Limited to 'IND AA-' from 'IND A+', which is as under:

Rating Agencies	Instrument	Ratings
India Ratings & Research	Term Loan	IND AA-
	(Fund-based and Non-fund-based) Working Capital Limits	IND AA-

DIVIDEND

In line with the Dividend Distribution Policy, the Board of Directors of your Company has recommended a final dividend of ₹ 0.45/- (i.e. 22.5%) per equity share (Face Value ₹ 2/- each) for 2018-19. The dividend proposal is subject to the approval of members at the ensuing Annual General Meeting scheduled to be held on September 26, 2019. This is in addition to the interim dividend of ₹ 0.25/- (i.e. 12.5%) per equity share declared by the Board in its meeting held on February 07, 2019. The total dividend for FY 2018-19 aggregates to ₹ 0.70/- (i.e.35%) per equity share as against ₹ 0.60/- (i.e. 30%) per equity share paid for the last year.

DIVIDEND DISTRIBUTION POLICY

In line with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations) (Second Amendment) Regulations, 2016, your Company has formulated a Dividend Distribution Policy which is available at the Company's website i.e. https://sparkminda.com/wp-content/uploads/2018/04/Dividend-Policy.pdf.

QUALIFIED INSTITUTIONAL PLACEMENT (QIP)

On 21st May, 2018, the Company issued and allotted 17,910,645 equity shares of ₹ 2/- each, to eligible Qualified Institutional Buyers (QIB) at issue price of ₹ 173.47 per equity share aggregating to ₹ 310.69 Crore under Qualified Institutional Placement.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was 22,72,22,285 Equity Share of ₹ 2/- each, which includes allotment of 17,910,645 equity shares of ₹ 2/- each, to eligible Qualified Institutional Buyers (QIB) at issue price of ₹ 173.47 per equity share aggregating to ₹ 310.69 Crore under Qualified Institutional Placement.

Upon the Scheme coming into effect and with effect from the Appointed Date i.e. Appointed Date- April 01, 2018, the authorized share capital of the Transferee Company of ₹ 6,92,000,000/- [Rupees Sixty Nine Crore and Twenty Lacs Only] (divided into 250,000,000 equity shares of ₹ 2/- (Rupees Two only) each and 240,000 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred only) each), shall stand enhanced to an aggregate amount of ₹ 157,70,00,000/- (Rupees One Hundred Fifty Seven Crore Seventy Lacs only) and the authorized share capital of the Transferee Company shall be reclassified as divided into 69,25,00,000 equity shares of ₹ 2/- (Rupees Two only) each aggregating to ₹ 138,50,00,000/- (Rupees One Hundred Thirty Eight Crore Fifty Lakh only) and 240,000 preference shares of ₹ 800/- (Rupees Eight Hundred only) each aggregating to ₹ 192,000,000. Accordingly, Clause V of the Memorandum of Association of the Transferee Company shall stand modified accordingly.

TRANSFER TO RESERVES

Your Directors have recommended the transfer of ₹ 106 Million to the General Reserve from the profits of the Company for the Financial Year under review as against ₹ 70 Million transferred in the previous year.

EMPLOYEE STOCK OPTION SCHEME 2017

Your Company with the objective of introducing a long term incentive tool to attract, motivate, retain talent and reward loyalty, formulated Minda Corporation Limited Employee Stock Option Scheme 2017 ("ESOP 2017") for grant of a maximum of 53,41,840 stock options to the eligible employees of the Company. During the year 2016-17, the Nomination and Remuneration Committee of the Company has granted 27,00,000 stock options to the eligible employees of

Minda Corporation Limited and its subsidiaries. A certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the applicable SEBI Guidelines and the resolution passed by Members would be placed at the Annual General Meeting for inspection by Members. There is no material change in the scheme, the same is in compliance with the applicable regulations. The necessary disclosure pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) with regard to Employee Stock Option Scheme of the Company is available at Company's website i.e https://sparkminda.com

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from the public falling within the preview of section 73 of the Act read with the Companies (Acceptance of Deposits) Rule 2014 during the year. There is no unclaimed or unpaid deposit lying with the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

'Management's Discussion and Analysis Report (MD&A)' for the year under review, as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE

Your Company follows the highest standards of Corporate Governance best practices. It adheres to and has implemented the requirements set out by SEBI's Corporate Governance norms. A separate section on Corporate Governance forms a part of the Directors' Report.

A certificate confirming the compliance of conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from Sanjay Grover & Associates, practicing Company Secretaries, is forming part of the Annual Report.

Further your Company, Minda Corporation has been recognised with "Golden Peacock Award -Special Commendation" by Institute of Directors (IOD) for Good Corporate Governance for 2017-18.

BUSINESS RESPONSIBILITY REPORT

As stipulated under Regulation 34 of the SEBI Listing Regulations, the Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspective forms part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Companies Act, 2013 ("the Act") and Indian Accounting Standard (Ind AS) 110 on Consolidated Financial Statements read with Ind AS 28 investment in associate and joint ventures and Ind AS 112 on disclosure of interest in other entities, the audited consolidated financial statement is provided in the Annual Report.

The performance of the Company on consolidated basis is also discussed at length in the Management Discussion and Analysis, which form part of this Directors Report.

DIRECTORS / KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Laxman Ramnarayan, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Mr. Ashok Minda has been re-appointed as Chairman & Group CEO of the Company w.e.f August 01, 2019 for a period of 3 years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their meeting held on May 28, 2019 subject to the approval of shareholders.

Mr. Ashok Kumar Jha has been re-appointed as Independent Director of the Company w.e.f November 14, 2019 for a period of 5 years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their meeting held on May 28, 2019 subject to the approval of shareholders.

Mr. Laxman Ramnarayan has been appointed as Executive Director of the Company w.e.f September 01, 2019 for a period of 3 years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their meeting held on August 12, 2019 subject to the approval of shareholders.

Brief resumes of Mr. Ashok Minda, Mr. Ashok Kumar Jha and Mr. Laxman Ramnarayan, nature of their expertise in functional areas and the name of the companies in which they hold the Directorship and the Chairmanship/Membership of the Committees of the Board, as stipulated under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Companies Act, 2013 and applicable Secretarial Standards are given in the notice convening the Annual General Meeting.

Further, the Mr. Avinash Parkash Gandhi and Mr. Rakesh Chopra have been re-appointed as Independent Directors of the Company w.e.f April 01, 2019, with the approval of shareholders through Postal Ballot on March 26, 2019. Mr. Avinash Parkash Gandhi has completed the age of 75 years, however he has been re-appointed with the approval of shareholders through Special Resolution pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Further, the Board of Directors in their meeting held on May 28, 2019 has appointed Mr. Rakesh Chopra, Independent Director of the Company on the Board of Minda KTSN Plastic Solution GmbH & Co. K.G, Germany, an unlisted material subsidiary of the Company pursuant to Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations to the effect that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing obligations and Disclosures Requirements), Regulations 2015. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made there under and Listing Regulations.

BOARD EVALUATION

Board Evaluation Pursuant to the corporate governance requirements as prescribed in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors.

In a separate meeting of independent directors held on March 14, 2019, performance of non-independent directors, performance of the Board as a whole, performance of the Committee(s) of the Board and performance of the Chairman was evaluated, taking into account the views of other directors.

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

BOARD AND COMMITTEE MEETINGS

During the year under review 6 (Six) Board Meetings, 7 (Seven) Audit Committee Meetings were convened and held apart from other Committee's meetings of the Company. The details of all the meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The calendar of Board and Committee Meetings were prepared and circulated in advance to the Directors.

COMMITTEES OF THE BOARD

As on March 31, 2019, the Board had 6 (six) Committees viz: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Securities Issue Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report section of this Annual Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to the provisions of section 134(3)(e) and Section 178(3) of the Companies Act, 2013 and the SEBI Listing Regulations, the policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualification, positive attributes, independence of directors and other matters are given on the website of the Company at www.sparkminda.com

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departure was made for the same. The financial statements of the Company for the financial year ended March 31, 2019, have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 (the "Act"), read with the relevant rules made thereunder and other accounting principles generally accepted in India;

b) Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period ended on March 31, 2019;

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

d) The annual financial statements have been prepared on a going concern basis;

e) Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

f) Proper systems had been devised to ensure compliance with the provisions of all applicable laws and were adequate and operating effectively.

NATURE OF BUSINESS

There has been no change in the nature of business of your Company during the year under review.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct ("the Code") applicable to Directors, Independent Directors and Senior Management Personnel. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code is available on the Company's website at the link: https://sparkminda.com/wp-content/uploads/2019/04/Code-of-Conduct.pdf. The Chairman & Group CEO of the Company has given a declaration that the member of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of the board of directors and senior management in terms of Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year ended on March 31, 2019 were on an arm's length basis and in the ordinary course of business under Section 188(1) of the Act and the Listing Regulations. Details of the transactions with Related Parties are provided in the accompanying financial statements in compliance with the provision of Section 134(3)(h) of the Act. The policy on Related Party Transactions as approved by the Board may be accessed on the Company's website at the link: https://sparkminda.com/wp-content/uploads/2019/04/Related-Party-Transactions-Policy.pdf.

PARTICULARS OF INVESTMENTS MADE, LOANS GIVEN, GUARANTEES GIVEN AND SECURITIES PROVIDED

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments and securities provided under Section 186 of the Companies Act, 2013 along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 2.3, 2.4, 2.12 to the standalone financial statement).

CORPORATE SOCIAL RESPONSIBILITY

Your Company has the policy of giving back to the society and has carried a host of CSR activities this year. In line with the requirement of Section 135 of the Companies Act, 2013, your Company having a Corporate Social Responsibility Committee. The details of Committee is provided in Corporate Governance Report. The CSR Policy of the Company is available on its website at the link: https://sparkminda.com/wp-content/uploads/2018/04/Policy-on-Corporate-Social-Responsibility.pdf.

Spark Minda Foundation (A wholly owned subsidiary of the Company) a non-profit Company registered under Section 8 of the Companies Act, 2013 is the implementing agency for implementation of CSR activities. A robust system of reporting and monitoring has been put in place to ensure effective implementation of planned CSR initiatives.

During the year, the Company has spent ₹ 14.70 Million on CSR activities as annexed herewith **Annexure-I** to this report.

A detailed discussion on CSR Projects and initiatives are included as a separate section in the Annual Report.

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 as stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith at **Annexure-II** to this Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure-III** to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Companies Act, 2013) to the median of employees' 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, form part of **Annexure-IV** to this Board's Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate exhibit forming part of this report and is available on the website of the Company.

The Annual Report and accounts are being sent to the shareholders excluding the aforesaid exhibit. Shareholders interested in obtaining this information may access the same from the Company website or send a written request to the Company.

In accordance with Section 136 of the Companies Act, 2013, this exhibit is available for inspection by shareholders at the Registered Office of the Company during business hours on all working days, 21 days before the Annual General Meeting and copies may be made available on request.

STATUTORY AUDITORS AND REPORT

At the Annual General Meeting held on September 22, 2016, B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248 W/W-100022) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2021. Pursuant to Section 40 of Companies Amendment Act , 2017 made effective from 7th May, 2018 , ratification of appointment of B S R & Co. LLP, Chartered Accountants, as statutory auditors of the Company at every Annual General Meeting by members is no longer necessary till the conclusion of the Annual General Meeting to be held in the calendar year 2021 . The appointment of B S R & Co. LLP, Chartered Accountants, as statutory auditors of the Company, is placed for ratification alongwith approval of remuneration at the ensuing AGM.

All observations made in the Audit Report on Standalone Financial Statements and Consolidated Financial Statements are self-explanatory and do not call for any further comments under Section 134 of the Companies Act, 2013. The Auditors Report to the shareholders for the year under review does not contain any adverse qualification. No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

The Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019 were earlier approved by the Board of Directors at its meeting held on May 28, 2019. Those Standalone and Consolidated Ind AS Financial Statements have been re-presented by the Company so as to give effect to the schemes of amalgamation approved by the Honourable National Company Law Tribunal, New Delhi Bench vide its order dated July 19, 2019, with effect from appointed date, April 1, 2018 for merger. As a result, the Standalone and Consolidated Financial Statements have been revised by the Company to give effect to the said schemes of amalgamation and accordingly the auditors have issued their audit report on the revised Financial Statements.

SECRETARIAL AUDITORS AND REPORT

Sanjay Grover & Associates, Company Secretaries (Firm Registration No- P2001DE052900) were appointed to conduct the secretarial audit of the Company for the financial year 2018-19 as required under Section 204 of the Companies Act, 2013 and Rules made there under. The Secretarial Audit Report for financial year 2018-19 forms part of the Annual Report as **Annexure-V** to this Directors' Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDITORS

The Board of Directors has appointed Chandra Wadhwa & Co., Cost Accountants as Cost Auditors (Firm Registration No. 00239) for conducting the audit of cost records of the Company for the financial year 2018-19 pursuant to Section 148 of the Companies Act, 2013.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, since the remuneration payable to the Cost Auditor for FY 19-20 is required to be ratified by the members, the Board recommends the same for approval by members at the ensuing AGM

LISTING

Equity Shares of your Company are listed presently at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Annual Listing fees for FY 2019-20 have been paid to the concerned Stock Exchanges.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Companies Secretaries of India. 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 such systems are adequate and operating effectively.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

Pursuant to Section 129 of the Companies Act, 2013 a statement in the prescribed Form-AOC-1, relating to subsidiaries and Joint Ventures for the year ended on March 31, 2019 has been attached with the Consolidated Financial Statements of the Company for the financial year ended March 31, 2019.

The Financial Statements of the subsidiaries shall be made available to the shareholders seeking such information and shall also be available for inspection at its Registered Office.

The Policy for determining material subsidiaries as approved may be accessed on the Company's Website in investor section: https://sparkminda.com/wp-content/uploads/2019/03/Policy-on-Material-Non-Listed-Subsidiary.pdf.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

RISK MANAGEMENT

The Board of Directors in their meeting held on May 28, 2019 has constituted Risk Management Committee pursuant to the provisions of SEBI (Listing obligations and Disclosures Requirements), Regulations 2015 to assess risk and to make mitigation procedures. The Risk Management Policy can be accessed on the Company's website at the link: https://sparkminda.com/wp-content/uploads/2018/04/Risk-ManagementPolicy.pdf.

This policy forms part of the internal control and corporate governance process of the Company. Basically the aim of this policy is not to eliminate risks, rather to mitigate the risks involved in the Company activities to maximize opportunities and minimize adversity by considering the following:-

- Identification of risk, define ownership with clearly defined roles and responsibilities;
- Balance between the cost of managing risk and the anticipated benefits;
- Contributing to more efficient use/allocation of capital and resources;
- To encourage and promote an pro-active approach towards risk management;
- Identifying any unmitigated risks and formulating action plans for its treatment through regular review.

HUMAN RESOURCES

Minda Corporation strongly believes that our employees are the key assets of the organizations growth and success. As HR plays the role of the strategic business partner, it continues to invest in a wide variety of activities that ensure that the capability, motivation and individual needs of the employees are met. The Company has a strong and continuous focus on the safety and security of its workplace. Various initiatives were taken during the year to ensure positive and safe work environment. The Human resources works continuously to cater to resolving any grievances of the employees.

The Company continued its policy of handholding new employees via a strong orientation and induction program and focus on hiring the right person for the right job. Our talent sourcing strategies include employee referrals, direct applications through the career section of our website, campus placements and channel partners.

During the year, the HR took multiple measures to strengthen the skills of employees. Detailed sessions were held with the employees to help them clarify their roles and responsibilities and built cross functional teams to define their key performance indicators and outline the expectations and goals of the Company. Large numbers of opportunities were created for the employees for role enhancement and growth within the Company. Human Resource Department continuously focuses on employee engagement and motivation which further helps in achieving strategic objective of the organization. With the establishment of new structure, the functions re-defined their systems and processes to synchronize the maximum utilization of resources.

Communication platforms like town halls, workshops and other were created to ensure effective and transparent communication within the Company. During the year, we maintained a very cordial relationship with all the employees. There was no loss of production on account of any industrial unrest.

AWARDS

During the year under review, your Company has received many awards and recognitions, which have been mentioned in Award section of this Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, Vigil Mechanism/ Whistle Blower Policy was formulated which provides a robust framework for dealing with genuine concerns & grievances. The Policy provides for adequate safeguard against victimization of employees who avail the mechanism and also provides direct access to the Chairperson of the Audit Committee. Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company.

The same has also been displayed on the website of the Company and the link for the same is: https://sparkminda.com/wp-content/uploads/2018/04/Whistle-Blower-Policy.pdf.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there-under, your Company has constituted Internal Complaint Committees (ICC). The Company has zero tolerance for sexual harassment at workplace. While maintaining the highest governance norms, the Company has also appointed external independent persons, who have requisite experience in handling such matters. During the year, the Company has not received any complaint of sexual harassment.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.
3. Neither the Executive Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

APPRECIATIONS AND ACKNOWLEDGMENTS

We thank our customers, vendors, business associates, investors and bankers for their continued support during the financial year. We also place on record our sincere appreciation for the enthusiasm and commitment of Company's employees for the growth of the Company and look forward to their continued involvement and support.

For and on behalf of the Board of
Minda Corporation Limited

Ashok Minda
Chairman & Group CEO
DIN: 00054727

Place: Gurugram
Date: August 12, 2019

ANNEXURE I - TO DIRECTORS' 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 undertaken and a reference to the weblink to the CSR policy and projects or programmes.**

   a. The Company's focus areas are Education & Skill Development, Health & Wellness and Environmental Sustainability. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. A detailed discussion on Company's CSR Policy and Activities is provided in 'CSR and Sustainability' section of Annual Report.

   b. CSR Policy can be viewed at the following link:

   https://sparkminda.com/wp-content/uploads/2018/04/Policy-on-Corporate-Social-Responsibility.pdf

2. **Composition of the CSR Committee:**

   Mrs. Pratima Ram – Chairperson

   Mr. Avinash P. Gandhi – Member

   Mr. Ashok Minda – Member

   Mr. Sudhir Kashyap – Member

3. **Average net profit of the Company for immediately preceding three financial years:**

   ₹ 731.18 Million (Before taking impact of post-amalgamation financials).

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

   ₹ 14.62 Million

5. **Details of CSR spent during the financial year:**

   a. Total amount spent for the financial year: ₹ 14.70 Million

   b. Amount unspent, if any: NIL

   c. Manner in which the amount spent during the financial year is detailed below:

(₹ In Million)

S. NO.	Projects or Activities	Sector	Locations	Amount outlay (budget) project or programs wise	Amount spent on the projects or Programs	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Promoting Women Empowerment	Livelihood Generation	Pune	-	0.15	0.15	Direct
2	Kshatriya Maratha Samaj, Shrivardhan	-	Pune	-	0.75	0.75	Direct
3.	Education, Skilling, Empowerment of the persons with disabilities, Women Empowerment, Eye Healthcare and Community Infrastructure Development Programme	Education, Livelihood, Disability and Healthcare	Noida, Greater Noida, Pant Nagar, Gurugram, Baramulla & Pune	15.00	13.80	13.80	Through Implementing Agency i.e. Spark Minda Foundation, wholly owned subsidiary of Minda Corporation Limited registered U/s 8 of the Companies Act, 2013
	Total			**15.00**	**14.70**	**14.70**	

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:**

   Not Applicable.

7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For **Minda Corporation Limited**

For **CSR Committee of Minda Corporation Limited**

Ashok Minda
Chairman & Group CEO
DIN: 00054727

Pratima Ram
Chairperson of CSR Committee
DIN: 03518633

Place: Gurugram
Date: August 12, 2019

ANNEXURE II - TO DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO
[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

a) Steps taken or impact on conservation of energy

Security Division/Die-Casting Division:-

- Implementation of EnMS (Energy Management system) in MCL –N for judicial and effective usage of energy.
- Replacement of Air Handling Units with VRV for reduction in Energy Usage
- Usage of energy efficient motors and VFD's on assembly lines
- Online monitoring of energy usage and consumption
- Quarterly load balancing done controlling usage of electricity
- Oxylene used in place of Phosphating (No heating required)
- Power savings through open access (installed 2MW project)
- Installation of Magnetic resonator on natural gas line
- Introduced LED in plant and shop-floor
- Conversion of Chip MF Elect to Gas
- Briquetting machine is used to convert chips into briquette and then melted in furnace resulting into less consumption of energy
- Reduce Air consumption through reduced air pressure as per requirement of fixtures
- VFD installation in OEM compressor, 1004 Conveyer, 1005 STP Pump, Air Coolers and ETP
- Servo controller system PDC
- Less efficient Air-conditioning replaced with 5 star air-conditioner and VRV'S
- Temperature Controlling in Utility 1004
- Implementation of IE3 motors
- Implementation of servo system
- Control of cooling tower fan with temperature requirement
- Maintaining PF at Unity

Wiring Harness Division:-

- 130 Nos. 54 watt tube lights replaced with LED 18 watt tube lights in plant-02. Energy saved KWH/ yearly- 8871.0. Cost saved: ₹ 93,140/annum.
- 360 Nos. T5 25 watt tube lights replaced with LED Tube lights. Energy saved 2169.0 KWH/year, Cost saved: ₹2,27,782/annum.
- Power factor maintained at 1.00 throughout the year.
- Boundary light 250 watt changed with 40 watt LED light. KWH saved 1286.0 KWH/year. Cost saved: ₹13,948/annum.
- VFD Mounted on semi-auto machines in LPC area. Energy saved 8501 KWH/year, Cost saved: ₹89,259/annum.
- Old ceiling fan replaced with energy efficient fan 7084.0 KWH/year, Cost saved: ₹74,382/annum.
- Ordinary window AC replaced with Energy saver star rating. Energy saved 5118.0Kwh/year, Cost saved: ₹53,737/annum.
- Ordinary Split AC replaced with Energy Saver rating. Energy saved 11828.0KWH/year, Cost saved: ₹1,24,192/ annum.
- Use of product display halogen light in place of LED Light.

After-market Division:-

- Auto cut A.C at lunch time for half hour and also auto off AC in evening at 6.00 pm.
- Replacement of tube lights with CFL.

Starter Motor and Alternator Division:-

- Hydraulic machine Upgraded with PLC based with Sleep Time for Hydraulic Motor off during Idle time total 6 nos. 3 Installed 3 in process.
- Air washer On/ off Controller installed to optimize the Running Time.
- Air Line modified, air Leak arrested to run 30 KW compressor instead of 45 Kw (before modification 30 KW Compressor is in stand by now 45 Kw compressor is Stand by).
- Ro Plant Running time reduced from 24 hrs. to 8 hrs. by capacity increase (3.5 hp motor installed in Ro plant, Running hrs. reduced by 16 hrs.).
- Air Conditioner Operating time reduced by 2 hrs./day during the office hours.
- Plan to Installed VFD in Air washer to optimize the Energy consumption (18.5 kW motorX4 motor installed in air Washer).

b) The steps taken by the Company for utilizing alternate sources of energy

- Plan to install solar plant in all locations to reduce usage of primary source of energy.
- Switch over from LPG to Natural Gas in phased manner.

- Use of energy efficient PNG fired oven with patented technology to reduce consumption.
- Replaced FRP Sheet into Polycarbonate and increased the quantity (60 No's) of FRP body type Turbo-ventilator for better ventilation and maximum utilization of sunlight.
- The use of Solar Power started is some of the plants for lighting and fans for office and store area.
- Transparent sheet and Glass windows have been fixed at roof to use natural day light in day time. In day light ceiling light are off between 10:30 AM to 4:30 PM in wiring harness plant.

c) **The capital investment on energy conservation equipment**

The Company has made a capital investment of ₹ 83.03 Lacs on energy conservation during the year, the details of which are provided below:-

Sl. No.	Capital Investment	Sub Total (Amount ₹ In Lacs)
1.	Air Leakage reduction	2.88
2.	Transformer IE3 Scheneider (Energy Efficient)	2.00
3.	A/C five stare rating (5 No's) (1004 Plant)	2.50
4.	A/C five stare rating (5 No's) (1005 Plant)	2.50
5.	VRV Installed in Assembly area	48.30
6.	Improvement of CC Shop Furnace skin temp	10.00
7.	Energy efficient motor installation	2.00
8.	Improvement in Machine Unloading time of Toshiba 250T Machine	7.35
9.	Reduction in MF 200 Kg gas consumption	3.50
10	Implementation of Cen. Coolant System	2.00
	Grand Total	**83.03**

B. TECHNOLOGY ABSORPTION:

i) Research & Development (R&D) – FORM 'B'

1. Specific R&D areas in which R&D carried out by the Company

During recent times, there are increasing technology trends, upcoming regulations, increasing quality and reliability requirements, increasing cost reduction pressures from customers, the Company has increased its focus on product reliability and innovation. For domestic as well as International customers, Company focused on developing products which meet the changing emission regulations i.e. BS IV to BS VI Cost innovations to get entry into new vehicle segments mainly Construction, all terrain vehicles and Agriculture vehicles. Company is developing mechatronic & electronic products and co-development with customers on R&D projects. Some of the areas where R&D effort was put are:-

Intellectual Property Rights

- Filed 20 new patent applications for new concepts in various Product and Process design in 2018-19. Highlight was the granting of first patent in Japan for Key Less Ignition Switch cum steering Lock

Mechanical Products

- Fuel tank caps meeting BS VI regulations design activities started for major two wheeler OEMs
- Bayonet type Fuel Tank Cap with high pressure valve meeting BSVI norms for Scooter designed and validated.
- Sealed Ignition switch for ATV – Product validated and regular supplies started.
- New concept Steering lock for Triumph – Under development.
- Glove Box Lock with Latch for Polaris Slingshot.
- Ignition switch cum steering lock with integrated connector & multi-function module.
- New concept for Ignition Switch cum Steering Lock integrated with Cable actuation Mechanism developed – under validation.
- New Product line of Mechanical control Cables added with complete plant and Lab testing facilities set up in Pant Nagar.

The electronics & mechatronics share in vehicle is increasing at a rapid pace. Highly reliable microcontroller based solutions enable the advanced safety & security requirements of the vehicle. Company is also focusing on electronic, mechatronic and Biometric systems. We have set up a world class facility called Spark Minda Technical Centre (SMIT) in Pune with an objective to have state of the art centralized facility for Software & Hardware design and Electronics reliability testing. Most of the Mechatronic and Electronic developments are happening with active role of SMIT.

The various products we have developed/under development in Electronics/Mechatronics area are:-

Electronic/ Mechatronic Products

- Semi-Automatic smart key system integrated with cable actuation.
- Automatic Steering Lock.
- Semi-Automatic smart key system for Scooter.
- Smart Glove Box Lock and Seat Latch
- Automatic Steering Lock for Bolt Mobility – Netherlands.

- Electronic Fuel Tank Cap – Received order from Polaris and under development.
- Semi-Automatic smart key system developed for Scooter. Field Testing on vehicle under progress.
- Smart Rotavator Control Unit (Blue Eye 4.2) for assisting the farmers to optimally control engine speed during seeding.
- Reverse Speed Alert System for tractors based on a regulatory requirement
- Electronic Flashers for commercial vehicles and tractors

EV subsystem related products

- DC-DC converter
- Battery charger
- BLDC Motor Controller

Telematics related products

- Intelligent Transport solution (with passenger information system)
- Telematics solutions for shared mobility and fleet tracking

  The focus on product innovation also calls for focus in process innovation. The rapid changing product technologies, regulatory requirements, cost reduction pressures has made us develop low cost highly reliable SPMs through in house capability development. Some of the new initiatives in ME include:-

- Second generation of Automatic Lock barrel assembly line developed with substantial cost and space saving – 3 Nos. developed & deployed. 5 (five) such SPMs developed.
- Automatic Soldering Process (SPM) for Active Antenna assembly process.
- Precise fuel tank cap breathing & leakage testing systems designed & developed for all types of Fuel Tank Cap systems currently being used across the world.
- Addition of wide array of analytical test machines for Reliability improvement in products validation Laboratory.
- Complete Testing & Validation facility of Mechanical Control cables set up for our New Product line.
- In Tooling, development started efforts for Yield improvement, Tool Quality improvement & Tool life improvement.
- Structural & Process simulations software for Zinc & Aluminium castings purchased to improve the Tooling development – Cast Designer.
- 100% fitment, function & appearance testing of parts made on assembly lines through robust End of line testing fixtures designed & developed In house.
- Battery cable with Aluminium cable prototype developed and offered to OEM's: One OEM has revised the drawing for one project with Aluminium Cable. 2 Vehicles were built but the project is slowed down as the OEM's are busy in implementation of BSVI.
- Exploring welding process of the terminal to Aluminium cable with Komax: Welding feasibility analysis done. This is linked to Aluminium cable project only. The welding process and its advantages were explained to the customer but no further actions is taken as of now till customer revives the project.
- Proto-type developed for Fuse blow indicator: Trial planned on vehicle with an OEM. The Trial was successfully conducted on the vehicle and further improvement has been done on the solution. SMIT is also working on a solution called PCB Junction Box.
- PCB Based Junction Box project initiated by SMIT and a design partner from overseas country Identified. The idea of overseas design partner is dropped because of un-agreeable terms. SMIT is now developing the solution and a functional prototype is made. The demonstration to OEM's will start after the Demo Kit is ready.
- New Stackable Ring terminal for earth connection is under design phase. Same is proposed to an OEM. Provisional patent filed for the design.
- Sealing design improved to eliminate rework of starter motor.

2. Benefits derived as a result of above R&D

- Seeing MCL's competencies, customers like Honda, Yamaha, Polaris, Bajaj, Triumph, KTM etc. are co-developing with Company starting from R&D stage. Company has co - developed a new FT cap for one of its major customer.
- Company's focus & competence building on Electronic & Mechatronic system has given good confidence to Customers – Received orders for Semi-Automatic smart key system integrated with cable actuation, for Automatic Steering Lock. Working with Yamaha Japan for Marine system security development.
- The new products for Off road segment have resulted into business from ATVs, Construction Vehicles & Tractor manufacturers.
- Cost innovations at the Company has resulted in increase in orders from customers like Hero Moto Corp, Royal Enfield, HMSI, Suzuki, TVSM and Yamaha.
- Company's competency in developing fuel tank caps meeting BS VI regulations has resulted in getting business from majority of Indian & Japanese customers for FT Caps.
- Company has already started supplies for Mechanical Control Cables for Kawasaki India and Okinawa. Samples under development for customers like Yamaha, RE, TVSM and Hero Motor Corp.

- Aluminium cable solution can reduce weight and cost of wiring harness. The terminal design has been done in-house based on benchmarking for a customer.
- Welding of terminal instead of crimping can help in overcoming creep problem of aluminium which can occur in crimping.
- Fuse blow indicator is a system in which the driver will get immediate intimation if there is any fuse blow for critical circuit. This is meant for the critical function where the driver will not notice anything till the system has reached extreme level of mal function (e.g Radiator fan). This system will help driver to take action immediately when the fuse blows.
- PCB Based junction box is next generation Power distribution system which will become predominant in high content vehicles like Passenger and Utility Vehicles.
- Stackable Ring terminal is a simple solution for complex grounding.
- Reduction in Warranty and improves customer satisfaction.

3. Future Plan of Action

- Focus on reliability will further increase to ensure Zero defect in complete product life cycle – Zero defect initiative drive started across the Group and Zero defect product policy will be adopted as our winning mantra.
- For markets like India & ASEAN cost innovation is happening through usage of alternative materials like Zinc to Aluminium or Zinc to Plastic. Company is also working on increasing the Tool life from 2 times to 3 times to reduce the recurring cost as the use of Aluminium increases (having one fifth tool life as compared to Zinc tools).
- More focus will be there in automating the assembly lines to reduce process cost due to ever increasing manpower cost & increase reliability. Fixed cost will be reduced by putting more focus on implementing low cost flexible automation on assembly lines.
- More focus on investments on R&D and Technology to further improve quality, deliver greater customer satisfaction, strengthening future competitiveness and bring in innovative products & new technologies including green & smart technologies.
- Company is working with all the major OEM's also on ROHs, REACH & ELV compliance to improve environment friendliness of our products.
- Competency is being created for design and development of PCB based Junction Box: Project Identified, Partner Identified, Customer Engagement planned to start in this financial year.
- Functional Prototype Ready.
- Development of FI system connectors for 2W: OBD II Connector, Water-Proof Connectors.
- Localization plan ready development started as per the plan. Capability enhancement plan is to engage with external experts.
- Focus on patents to enhance innovation culture in the Company.
- Application of TPV, TPU: Currently working on blend of NBR and PVC to replace Neoprene material whose cost is increasing. Proposal submitted to the OEM and currently under review.

4. Expenditure on Research and Development

(₹ in Million)

	Particulars	2018-19	2017-18
a.	Capital Expenditure	39.2	81.5
b.	Recurring Expenditure	188.1	141.0
c.	**Total**	**227.3**	**222.5**
d.	Total R & D expenditure as a percentage of total turnover	2.10%*	2.40%*

* Based on pre-amalgamation turnover.

ii) Technology absorption, adaptation and innovation

1. Efforts, in the brief, made towards technology absorption, adaptation and innovation:-

a) Technology mapping being done by benchmarking with competitor products, engineers' participation to various technical conferences & exhibitions. Patent landscaping being done on regular basis to see the technology trends.

b) Structured Reward & Recognition policies have been implemented to create culture of innovation.

c) State of art electronic competency centre (SMIT) put up at Pune for next generation electronic & mechatronic products. The centre is focused on developing advance engg solutions in hardware, software and does reliability testing of electronic products.

d) Technical consultants (Subject matter experts) hired to guide engineers on various technical areas like materials, processes, mechanisms & Patents.

e) Technical Tie-ups with premier institute in India for project based solution like IIT Delhi, IIT Chennai & CECRI Karaikudi.

f) Technical standards, manuals & check sheets being made/updated on regular basis to build strong knowledge base of product & process technology.

g) Engineers being regularly trained on high end design software, structural simulation software & process simulation software, new technologies in tool & die making, rapid prototyping techniques. Built rapid prototyping facility in-house through installation of 3D printer.

h) As part of group initiative, Project (Current business-technology and product gap) there is continuous mechanism for product benchmarking, prioritizing and development of the project which is reviewed at different levels.

i) Engagement with overseas Design houses for joint development of technology product-line like PCB Junction Box.

j) Several projects running with SMIT for new product-line development: Fuse Blow Indicator. PCB Bases Junction Box, Wireless Modules, vehicle-Networking.

k) 24V Alternator with 55A output developed in 5" frame size.

l) 12V Alternator with 55A output developed in 4" frame size.

2. Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc.:-

a) Company considered as preferred original component supplier by most of OEM's & most of the OEM's are involving Company from concept design stage.

b) The innovative product offerings have resulted into Import substitutions for Indian 2 Wheeler OEMs in the products like immobilizers, magnetic shutter modules, multifunction locks etc. Also customers are seeking solutions from Company for upcoming technical, safety & regulatory requirements.

c) Company indigenous technologies, low cost products, use of design simulations & rapid prototyping techniques to reduce product development cycle have resulted in increase in business from Indian & export customers.

d) There is increased amount of focus on patent and regular training on patents is being conducted to spread awareness for patent search and patent filing which enhances innovation culture in the organization.

e) The above initiative has brought focus on product benchmarking and global technology trend which helps in identifying the focus area for technology/ product development.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished:-

a) Technology imported –

No Technology was imported during last 5 years. All the Technologies and Products were developed by the Company on its own.

b) Year of Import – Not applicable

c) Has technology been fully absorbed? – Not applicable

d) If not fully absorbed areas where this has not taken place, reasons there for and future plans of action – Not applicable.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

i) EXPORT ACTIVITIES

Various initiatives taken to increase exports; development of new export markets for products and services -

ii) TOTAL FOREIGN EXCHANGE USED AND EARNED

Foreign Exchange Used:- (₹ in Million)

	Particulars	FY18-19	FY17-18
a)	Travelling & Conveyance	30	19
b)	CIF value of import	1,571	1,305
c)	Legal & Professional	16	14
d)	Repair & Maintenance (P&M)	79	81
e)	Others	21	22

Foreign Exchange Earned:- (₹ in Million)

	Particulars	FY18-19	FY17-18
a)	FOB value of Exports	1,880	1,348
b)	Royalty	36	32
c)	Financial Assistance Fee	6	6
d)	Interest/Dividend income	123	54
e)	Technical Know-how and Service Income	17	3

For and on behalf of the Board of
Minda Corporation Limited

Place: Gurugram
Date: August 12, 2019

Ashok Minda
Chairman & Group CEO
DIN: 00054727

ANNEXURE III - TO DIRECTORS' REPORT

FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2019
[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	L74899DL1985PLC020401
Registration Date	March 11, 1985
Name of the Company	MINDA CORPORATION LIMITED
Category / Sub-Category of the Company having Share Capital	Public Company Limited by Share
Address of the Registered Office and contact details	A-15, Ashok Vihar, Phase-I, Delhi-110052 Tel: 011-27213326
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-64732681-88

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:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wiring Harness	27320	51%
2	Lock Kits & Lock Sets	25934	25%
3	Spares	2930	13%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable Section	Status
1	**Minda SAI Limited** A-15, Ashok Vihar, Phase-I, Delhi-110052	U31905DL1981PLC127345	Subsidiary	100%	2(87)	Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
2	**Minda Automotive Solutions Limited** A-15, Ashok Vihar, Phase-I, Delhi-110052	U51909DL1985PLC021049	Subsidiary	100%	2(87)	Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
3	**Minda Management Services Limited** A-15, Ashok Vihar, Phase-I, Delhi-110052	U74140DL2004PLC125552	Subsidiary	100%	2(87)	Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
4	**Minda Autoelektrik Limited** A-15, Ashok Vihar, Phase-I, Delhi-11005	U29221DL2007PLC160549	Subsidiary	100%	2(87)	Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
5	**Minda KTSN Plastic Solutions GmbH & Co. KG.** Fabrikstraße 2, D-01796 Pirna, Germany	Foreign Company	Subsidiary	100%	2(87)	-

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable Section	Status
6	**Minda Europe B.V.** Frankendaal 4 5653pe, Eindhoven, Netherlands	Foreign Company	Subsidiary	100%	2(87)	-
7	**Spark Minda Foundation** A-15, Ashok Vihar, Phase-I, Delhi-110052	U85100DL2014NPL273844	Subsidiary	100%	2(87)	-
8	**Minda KTSN Plastic & Tooling Solutions Sp.z.o.o.** Glinki 144b,Bydgoszcz, Kujawsko-pomorskie, Poland-85-861	Foreign Company	Step-down Subsidiary	100%	2(87)	-
9	**KTSN Kunststofftechnik Sachsen Beteiligungs GmbH** Fabrikstraße 2, 01796 Pirna, Germany	Foreign Company	Step-down Subsidiary	100%	2(87)	-
10	**Minda KTSN Plastic Solutions s.r.o** Pestanov 113, 403 17, Ústí nad Labem, Tschechische Republik, Czech Republic	Foreign Company	Step-down Subsidiary	100%	2(87)	-
11	**PT Minda Automotive, Indonesia** Jl.Permata Lot CA-8, KawasanIndustriKIIC, Karawang, West Java 41361, Indonesia	Foreign Company	Step-down Subsidiary	100%	2(87)	-
12	**Almighty International Pte. Ltd.** 30 Cecil Street #19-08, Prudential Tower, Singapore 049712	Foreign Company	Step-down Subsidiary	100%	2(87)	-
13	**PT Minda Automotive Trading, Indonesia** Permata Raya Lot CA-8, Kawasan Industry, KIIC, Karawang, Jawa, Barat-41361, Indonesia	Foreign Company	Step-down Subsidiary	100%	2(87)	-
14	**Minda Vietnam Automotive Company Limited** Binh Xuyen Industrial Zone, Binh Xuyen Distric, Vinh Phuc Province, VIETNAM	Foreign Company	Step-down Subsidiary	100%	2(87)	-
15	**Minda Stoneridge Instruments Limited** A-15, Ashok Vihar, Phase-I, Delhi-110052	U74899DL1995PLC066645	Step-down Subsidiary	51%	2(87)	-
16	**Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V.** Avenida el Marques 135, Querétaro, CP 76215, Mexico	Foreign Company	Step-down Subsidiary	100%	2(87)	-
17	**Minda Telematics and Electric Mobility Solutions Pvt. Ltd.** (Formerly Known as El Labs India Private Ltd.) No.150/151, G-1 Ground Floor, Meenakshi Lake side Meenakshi Building, Kalena Agrahara Bangalore 560076	U73100KA2004PTC033241	Step-down Subsidiary	100%	2(87)	Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
18	**Furukawa Minda Electric Private Limited** (Formerly Known as Minda Furukawa Electric Pvt. Ltd.) Unit No. 18 Lower Ground Floor Eros Metro Mall Sector 14 Dwarka New Delhi South West Delhi DL 110075 IN	U29253DL2006PTC155275	Associates	25%	2(6)	Associates w.e.f December 28, 2018
19	**Minda VAST Access Systems Private Limited** A-15, Ashok Vihar, Phase-I, Delhi-110052	U34300DL2007PTC157344	Joint Venture	50%	2(6)	JV through Minda Management Services Limited, a Subsidiary which is Amalgamated with Minda Corporation Limited vide NCLT order dated July 19, 2019
20	**Minda China Plastic Solutions Ltd** Nr.99, Yinma Road, Baita Town, Boshan District, Zibo, Shandong Province, China	Foreign Company	Joint Venture (Through Subsidiary) -	50%	2(6)	-

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

i) Category-wise Shareholding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	11,48,61,280	-	11,48,61,280	54.88	11,48,61,280	-	11,48,61,280	50.55	-4.33
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3,17,90,962	-	3,17,90,962	15.19	3,93,87,398	-	3,93,87,398	17.33	2.15
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	
Sub-Total (A)(1)	**14,66,52,242**	**-**	**14,66,52,242**	**70.06**	**15,42,48,678**	**-**	**15,42,48,678**	**67.88**	**-4.33**
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	3,00,000	-	3,00,000	0.14	3,00,000	-	3,00,000	0.13	-0.01
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	
Sub-Total (A)(2)	**3,00,000**	**-**	**3,00,000**	**0.14**	**3,00,000**	**-**	**3,00,000**	**0.13**	**-0.01**
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	**14,69,52,242**	**-**	**14,69,52,242**	**70.21**	**15,45,48,678**		**15,45,48,678**	**68.02**	**-2.19**
B. Public Shareholding									
1) Institutions									
a) Mutual Funds/ UTI	33,72,550	-	33,72,550	1.61	96,11,686	-	96,11,686	4.23	2.62
b) Banks/ FI	4,96,908	-	4,96,908	0.24	5,22,079	-	5,22,079	0.23	-0.01
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	68,33,505	-	68,33,505	3.26	42,12,429	-	42,12,429	1.85	-1.41
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Alternate Investment Funds	5,36,026		5,36,026	0.26	20,89,910	-	20,89,910	0.92	0.66
j) Others (specify) Foreign Portfolio Investors	55,43,390	-	55,43,390	2.65	1,70,75,368		1,70,75,368	7.51	4.87
Sub-Total (B)(1)	**16782379**		**16782379**	**8.02**	**3,35,11,472**		**3,35,11,472**	**14.75**	**6.73**
(2) Non-Institutions									
a) Bodies Corporate	17139288	-	17139288	8.19	7223450	-	7223450	3.18	-5.01
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	8032834	184540	8217374	3.93	9417867	33261	9451128	4.16	0.23
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	11,88,042	77000	12,65,042	0.60	14294523	77000	14371523	6.32	5.72

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Trusts	1,08,50,700	-	1,08,50,700	5.18	13,004	-	13,004	0.01	-5.18
ii) HUF	8,00,671	-	8,00,671	0.38	5,88,361	-	5,88,361	0.26	-0.12
iii) Clearing Members/ House	13,00,473	-	13,00,473	0.62	7,73,764	-	7,73,764	0.34	-0.28
iv) NRI(Repat & Non-Repat)	6,54,491	-	6,54,491	0.31	8,59,985	-	8,59,985	0.38	0.07
v) NBFC Registered with RBI	7,140	-	7,140	0.00	8,19,780	-	8,19,780	0.36	0.36
vi) Others	-	-	-		47440	60	47500	0.02	0.02
Sub-Total (B)(2)	**39973639**	**261540**	**4,02,35,179**	**19.22**	**34038174**	**110321**	**3,41,48,495**	**15.03**	**-4.19**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**56756018**	**261540**	**5,70,17,558**	**27.24**	**6,75,49,646**	**110321**	**6,76,59,967**	**29.78**	**-**
C(1) Non promoter Non Public Shareholding									
Employee Stock Options Scheme Trust	53,41,840	-	53,41,840	2.55	50,13,640	-	50,13,640	2.21	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Sub Total (C)= (C)(1) + (2)	**53,41,840**	**-**	**53,41,840**	**2.55**	**50,13,640**		**50,13,640**	**2.21**	**-**
Grand Total (A+B+C)	**209050100**	**261540**	**20,93,11,640**	**100**	**22,71,11,964**	**110321**	**22,72,22,285**	**100**	**-**

ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Mr. Ashok Minda	6,55,81,280	31.33%	-	8,14,66,380	35.85%	-	4.52
2	Mrs. Sarika Minda	3,33,94,900	15.95%	-	3,33,94,900	14.70%**	-	-1.25
3	Mr. Aakash Minda	1,58,85,100	7.59%	-	-	-	-	-7.59
4	Minda Capital Private Limited	1,59,04,162	7.60%	-	3,85,81,298	16.98%	-	9.38
5	Tech-Aid Engineering Pvt. Ltd.*	83,81,800	4.00%	-	-	-	-	-
6	Blest Marketing & Advertising Private Limited*	45,55,000	2.18%	-	-	-	-	-
7	Minda S.M. Technocast Pvt. Ltd.*	29,50,000	1.41%		-	-		
8	Whiteline Barter Limited	-	-		8,06,100	0.35%		
9	Almighty International Pte. Ltd.	3,00,000	0.14%	-	3,00,000	0.13%**	-	
	Total	**14,69,52,242**	**70.21%**	**-**	**15,45,48,678**	**68.02%**	**-**	

* Amalgamated with Minda Capital Private Limited pursuant to NCLT order dated February 08, 2019 effective from March 15, 2019.

** The change in shareholding is due to increase in the overall paid-up capital of the Company on account of Qualified Institutional Placement.

iii) Change in Promoter's Shareholding

	Shareholding at the beginning of the year		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	14,69,52,242	70.21%		
%of total shares (Promoters Shareholding reduces due to allotment of 17910645 Equity Shares in relation to QIP on May 21, 2018)			14,69,52,242	64.67%
Mr. Aakash Minda (Inter-se transfer of 15885100 equity shares from Mr. Aakash Minda to Mr. Ashok Minda through gift w.e.f 28.12.2018) Hence, it does not affect the Promoters Shareholding			-	-
Increase in shareholding of Minda Capital Private Limited pursuant to scheme of amalgamation as approved by NCLT order dated February 08, 2019 effective from March 15, 2019 as under: a) Amalgamation of Promoter Group Companies- 18122136 Shares b) Amalgamation of Non-Promoter Companies-			67,90,336	2.99%
806100 Equity Shares were acquired by Whiteline Barter Limited during the year			8,06,100	0.35%
At the end of the year	**NIL**	**NIL**	**15,45,48,678**	**68.02%**

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Bela Agarwal	-	-	1,08,53,300	4.78%
2.	Minda Corporation Limited Employees Stock Option Scheme Trust	53,41,840	2.55%	50,13,640	2.21%
3.	Kotak Mahindra Trusteeship Services Limited- A/C Kotak India Growth Fund II	68,33,505	3.26%	42,12,429	1.85%
4.	Steinberg India Emerging Opportunities Fund Limited	27,10,500	1.29 %	40,60,000	1.79%
5.	SBI Magnum Multicap Fund	-	-	50,86,114	2.24%
6.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small And Midcap Fund	20,71,000	0.99%	31,22,000	1.37 %
7.	Mondrian Emerging Markets Small Cap Equity Fund, L.P.	-	-	25,80,302	1.14%
8.	Wasatch International Opportunities Fund	-	-	21,37,606	0.94%
9.	K R Handloom Private Limited	45,22,500	2.16%	16,92,199	0.74%
10.	Ontario Tension Board - Mondrian Investment Partner Limited	-	-	16,57,717	0.73%

v) Shareholding of Directors and Key Managerial Personnel (KMP)

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**Mr. Ashok Minda** **Chairman & Group CEO**	No. of Shares	%of total shares of the Company	No. of Shares	%of total shares of the Company
	At the beginning of the year	6,55,81,280	31.33%		
	(% of Shareholding reduces due to allotment of securities in relation to QIP)	-	-	6,55,81,280	28.86%
	(Increase in Equity Shares due to inter-se transfer of shares form Mr. Aakash Minda to Mr. Ashok Minda)	-	-	1,58,85,100	6.99%
	At the end of the year	**6,55,81,280**	**31.33%**	**8,14,66,380**	**35.85%**
2.	**Mr. Sudhir Kashyap** **Executive Director & CEO**				
	At the beginning of the year	-	-		
	Equity Shares allotted under ESOP during the year	-	-	40,000	0.017%
	At the end of the year	**-**	**-**	**40,000**	**0.017%**
3.	**Mr. R. Laxman** **Director & Group President - Finance**				
	At the beginning of the year (under ESOP)	-	-		
	Equity Shares allotted under ESOP during the year	-	-	40,000	0.017%
	At the end of the year	**-**	**-**	**40,000**	**0.017%**
4.	**Mr. Ashim Vohra** **COO-BV-1**				
	At the beginning of the year (under ESOP)	-	-		
	Equity Shares allotted under ESOP during the year	-	-	30,000	0.013%
	At the end of the year	**-**	**-**	**30,000**	**0.013%**
5.	**Mr. Ajay Sancheti** **Company Secretary**				
	At the beginning of the year (under ESOP)	-	-		
	Equity Shares allotted under ESOP during the year	-	-	6,000	0.0026%
	At the end of the year	**-**	**-**	**6,000**	**0.0026%**
6.	**Mr. Sanjay Aneja** **CFO**				
	At the beginning of the year (under ESOP)	-	-		
	Equity Shares allotted under ESOP during the year	-	-	10,000	0.0044%
	At the end of the year	**-**	**-**	**10,000**	**0.0044%**

V. INDEBTEDNESS

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

(Amount ₹ in Million)

Indebtedness Details	Secured Loans excluding deposits (Short Term)	Secured Loans excluding deposits (Long Term)	Unsecured loan	Deposits	Total
Indebtedness at the beginning of the financial year					
i) Principal Amount	1324	1700	394	728	4147
ii) Interest due but not paid	0	0	0	0	0
iii)Interest accrued but not due	3	5	1	0	10
Total (i+ii+iii)	**1327**	**1705**	**395**	**728**	**4156**
Change in Indebtedness during the financial year					
• Addition	415	227	0	12	654
• Reduction	269	514	78	0	861
Net Change	145	-287	-78	12	-207
Indebtedness at the end of the financial year					
i) Principal Amount	1470	1414	316	740	3939
ii) Interest due but not paid	0	0	0	0	0
iii) Interest accrued but not due	6	5	1	0	12
Total (i+ii+iii)	**1476**	**1419**	**317**	**740**	**3952**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Sl. No	Particulars of Remuneration		Name of MD/ WTD/Manager		Total
			Mr. Ashok Minda (Chairman & Group CEO)	Mr. Sudhir Kashyap (Executive Director & CEO)	
1.	Gross salary		26,802,000	28,712,213	5,55,14,213
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b)	Value of perquisites u/s 17(2)Income-tax Act, 1961	39,600	39,600	79,200
	(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option*		-	31,82,000	31,82,000
3.	Sweat Equity		-	-	-
4.	Commission -as 2% of profit -other, specify		19,425,340	-	19,425,340
5.	Others, please specify-Provident Fund		1,944,000	16,28,630	3,572,630
	TOTAL (A)		4,82,10,940	3,35,62,443	8,17,73,383

Ceiling calculated as per Section198 of the Companies Act, 2013 is ₹ 2,332 Lacs being 10% of the net profit of the Company.

* During the year 2019, Mr. Sudhir Kashyap exercised 40,000 equity shares at an exercise price of ₹ 50 per option.

B. Remuneration to other directors:

Amount (in ₹)

Sl. No	Particulars of Remuneration	Name of Directors				
		Mr. Avinash Parkash Gandhi	Mr. Rakesh Chopra	Mr. Ashok Kumar Jha	Mrs. Pratima Ram	Total
1.	Independent Directors					
	• Fee for attending Board & Committee meetings	6,60,000	5,60,000	5,80,000	2,80,000	20,80,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	**6,60,000**	**5,60,000**	**5,80,000**	**2,80,000**	**20,80,000**
2.	Other Non-Executive Directors					
	• Fee for attending board & committee meetings					
	• Commission					
	Total (2)	**-**	**-**	**-**	**-**	**-**
	Total (B) = (1 + 2)	**6,60,000**	**5,60,000**	**5,80,000**	**2,80,000**	**20,80,000**
	Total Managerial Remuneration (A+B)					**8,38,53,383**

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Amount (in ₹)

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Ashim Vohra (COO-BV-1	Mr. Sanjay Aneja (CFO)	Mr. Ajay Sancheti (Company Secretary)	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,23,66,122	82,94,080	56,87,775	2,63,47,977
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	88,871	14,781	1,32,452
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	*Stock Option	31,10,400	10,49,300	4,93,950	46,53,650
3.	Sweat Equity	-	-	-	-
4.	Others - Provident Fund	7,78,267	5,86,751	3,96,239	17,61,257
	Total	**1,62,83,589**	**1,00,19,002**	**65,92,745**	**3,28,95,336**

* During the year, the details of exercised Stock Options for KMP(s) other than MD/Manager/WTD are as under:-

Mr. Ashim Vohra – 30,000

Mr. Sanjay Aneja- 10,000

Mr. Ajay Sancheti – 6,000

The exercise price is ₹ 50 per option

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		NIL		
	Compounding				
B.	DIRECTORS				
	Penalty				
	Punishment		NIL		
	Compounding				
C.	OTHER OFFICERS IN DEFAULT				
	Penalty				
	Punishment		NIL		
	Compounding				

For and on behalf of the Board of
Minda Corporation Limited

Place: Gurugram
Date: May 28, 2019

Ashok Minda
Chairman & Group CEO
DIN: 00054727

ANNEXURE IV - TO THE DIRECTORS' 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 ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, are as under:

Sl. No.	Names	Designation	% increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director/ to median remuneration of employees for financial year 2018-19
1	Mr. Ashok Minda	Chairman & Group CEO	9%	182
2	Mr. Sudhir Kashyap	Executive Director & CEO	19%	127
3	Mr. Ashim Vohra	COO-BV-1	74%	61
4	Mr. Sanjay Aneja	CFO	24%	38
5	Mr. Ajay Sancheti	Company Secretary	20%	25

ii) The median remuneration of employees of the Company during the financial year was ₹ 2.65 Lacs.

iii) In the financial year, there was an increase of 20% in the median remuneration of employees;

iv) There were 2,626 permanent employees on the roll of Company as on March 31, 2019;

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2018-19 was 11.25% whereas the increase in the managerial remuneration for the same financial year was 14%. The higher increase in remuneration of the managerial personal is majorly on account of stock options vested/exercised during the year.

vi) All the Non-Executive Directors including Independent Directors did not receive any remuneration from the Company except the sitting fees for attending Board Meetings and Committee Meetings during the year 2018-19. Details of sitting fees are mentioned the Corporate Governance Report.

vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management.

For and on behalf of the Board of
Minda Corporation Limited

Place: Gurugram
Date: August 12, 2019

Ashok Minda
Chairman & Group CEO
DIN: 00054727

ANNEXURE V - TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members
Minda Corporation Limited
(CIN: L74899DL1985PLC020401)
A-15, Ashok Vihar, Phase-I, Delhi-110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Minda Corporation 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 and regulations and happening of events etc.

e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, 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.

Based on our verification of the Company's 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 covering the financial year ended on 31st March, 2019 ("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 31st March, 2019 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, 2009 and 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 regarding the Companies Act and dealing with client;

  (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, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

  (i) The Securities and Exchange Board of India (Listing obligations and Disclosures 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 (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, with which the company has generally complied with.

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

(vi) The Company is an automotive components manufacturer with a product portfolio that encompasses Safety, Security and Restraint Systems, Plastic Interior Systems, Wiring Harness and Driver Information & Telematics Systems for auto OEMs across the globe. As informed by the management, being an automotive components manufacturer, there is no sector specific law applicable on 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 Board of Directors that took place during the period under review 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 in advance 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 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 and guidelines.

We further report that during the audit period:

- Pursuant to special Resolution of the members of the Company passed through postal ballot (Scrutinizer's Report dated 22nd March, 2018), the Securities Issue Committee in its meeting held on 21st May, 2018, allotted 1,79,10,645 (One Crore Seventy Nine Lakh Ten Thousand Six Hundred and Forty Five) Equity Shares, bearing distinctive numbers 209311641 to 227222285 to QIBs as per the list placed before the Committee at the issue price of ₹ 173.47 (One Hundred Seventy Three and Forty Seven Paise) per Equity Share (including a premium of ₹ 171.47 per Equity Share) against receipt of full payment of application monies in the escrow account opened for the Issue, aggregating amount to ₹ 310.69 Cr. (Three Hundred ten Crore and Sixty Nine Lakh Only).

- Pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and other applicable laws, rules and regulations, and subject to applicable provisions, sanction of the National Company Law Tribunal ("Tribunal"), having jurisdiction over the respective companies, the Securities and Exchange Board of India ("SEBI"), requisite approvals of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), approval of the members, creditors and other classes of persons, if any, of the Companies, and statutory/regulatory authorities, as may be required, and based on the recommendation of the Audit Committee of the Company in its meeting held on 1st October, 2018, the Board of directors in its meeting held on 1st October, 2018 has given their consent for the approved the scheme for Amalgamation of domestic Indian wholly owned subsidiary companies namely Minda SAI Limited, Minda Management Services Limited, Minda Automotive Solutions Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (Formerly known as EI Labs India Pvt. Ltd.) into and with Minda Corporation Limited.

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

Sanjay Grover
Managing Partner
CP No.: 3850

Place: New Delhi
Date: August 12, 2019

CORPORATE GOVERNANCE REPORT

PURSUANT TO REGULATION 34 (3) & SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Corporate Governance is the system of rules, practices and processes through which objectives of a corporate entity are set and pursued in the context of the social, regulatory and market environment. It essentially involves balancing the interests of various stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community. Fundamentals of Corporate Governance includes transparency, accountability and independence. Governance practices may vary but the principles are generic and universal, viz. constant improvement and sustainable value creation for all stakeholders.

Corporate Governance is concerned with holding the balance between economic and social goals as well as between individual and communal goals.

For ensuring sound Corporate Governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Minda Corporation Limited ("MCL") follows a robust process to ensure that the shareholders of the Company are well informed of Board decisions both on financial and non-financial parameters. Adequate notice with a detailed explanation is sent to the shareholders well in advance to obtain necessary approvals. Certain recommendations of the recent SEBI constituted Kotak Committee have also been adopted by the Company even before they are mandated.

CORPORATE GOVERNANCE PHILOSPHY

At MCL, good governance practices forms part of business strategy which includes, inter alia, focus on long term value creation and protecting stakeholders interests by applying proper care, skill and diligence to business decisions. The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the Management with the strategic direction catering to exigency of long term shareholders value. MCL is paying uninterrupted dividends to its shareholders. MCL is committed to benchmark itself with the best standards of corporate governance, not only in 'letter but also in 'spirit.

GOVERNANCE STRUCTURE

With a strong governance philosophy, we have a multitiered governance structure with defined roles and responsibilities of every constituent of the system.

I. BOARD OF DIRECTORS

The Board of the Company constantly endeavors to set goals and targets aligned to the Company's Vision – "To Be a Dynamic, Innovative and Profitable Global Automotive Organization for emerging as the Preferred Supplier and Employer, to Create Value for all Stakeholders."

a) **Composition of Board**

We acknowledge the importance of diversity in the Boardroom as a driver of effectiveness. For the Board, diversity encompasses difference in perspective, experience, education, background, ethnicity, gender and other personal attributes.

The Composition of Board of Directors of the Company is in conformity with the requirement of Companies Act 2013 and Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has an optimum combination of Executive, Non-Executive and Independent Directors including Woman Director as on March 31, 2019. The Board represents an optimal mix of professionalism, knowledge and experience. The profile of Directors can be found at our website at www.sparkminda.com

Classification of the Board during the year 2018-19

Category	Number of Directors	% to total number of Directors
Executive Directors	2	29%
Non-Executive Independent Directors (including Woman Director)	4	57%
Other Non-Executive Directors	1	14%
Total	7	100%

Role of the Board of Directors

The Board of Directors is the apex body constituted by shareholders and is vested with the powers of governance, control, direction and management of affairs of the Company. The Board provides strategic direction and guidance to the Company, and has been steering the Company towards achieving its business objectives. Driven on the principles of ethics and accountability, the Board strives to work in best interest of the Company and its stakeholders. The Board is committed to ensuring in compliance with the highest standards of corporate governance.

Lead Independent Director

The Board has designated Mr. Avinash Parkash Gandhi as the Lead Independent Director. The role of the Lead Independent Director is available on the Company's website at https://www.sparkminda.com.

The details relating to Composition & Category of Directors, directorships held by them in other companies and their membership and chairmanship on various

Committees of Board of other companies as on March 31, 2019 is as follows:

Name of the Director	Category	Number of Board Meetings attended during the FY 2019	Whether attended last AGM held on July 30, 2018	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies		Directorship in other listed entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
Mr. Ashok Minda	Executive (Promoter)	6	Yes	-	4	1	1	--
Mr. Sudhir Kashyap	Executive	6	Yes	-	1	-	-	-
Mr. Rakesh Chopra	Independent Non-Executive	6	Yes	-	1	1	2	1. Bharat Gears Limited (Non-Executive Independent Director)
Mr. Avinash Parkash Gandhi	Independent Non-Executive	6	Yes	1	8	2	5	1.Schaeffler India Limited (Chairman & (Non-Executive Independent Director) 2. Lumax Auto Technologies Ltd. (Non-Executive Independent Director) 3. Lumax Industries Ltd. (Non-Executive Independent Director)
Mr. Ashok Kumar Jha	Independent Non-Executive	6	Yes	-	2	1	3	1. XPRO India Ltd. (Non-Executive Independent Director) 2. Setco Automotive Ltd. (Non-Executive Independent Director)
Mrs. Pratima Ram	Independent Non-Executive	5	Yes	-	8	1	3	1. Havells India Ltd. (Non-Executive Independent Director) 2. Suzlon Energy Ltd. (Nominee Director) 3. Deccan Gold Mines Ltd. (Non-Executive Independent Director) 4. Nandan Denim Ltd. (Non-Executive Independent Director)
Mr. Laxman Ramnarayan	Non-Executive	6	Yes	-	-	-	-	-

None of the Directors are related to each other.

None of the Directors on the Board is a Member of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees (as specified in Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) across all the listed Companies in which the person is a Director. Necessary disclosures regarding Committee positions in other public limited companies as on March 31, 2019 have been made by the Directors.

For the purpose of considering the limit of the Committees on which a director may serve, in all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.

b) **Board Meetings & Attendance**

Calendar of Board and Committee Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting.

c) **Other provisions as to Board and Its Committees**

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other Board business. Apart from placing the statutory required information before the Board Members, it is the policy of the Company to regularly place the information/ matter involving major decisions like Annual Budget, Technology Collaboration, Investments, Financial performance and Quarterly Compliance Reports on laws applicable to the Company and other material information.

The Board/ Committee meetings are pre-scheduled and a tentative annual calendar of Board and Committee meetings is circulated to the Directors well in advance to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. Where it is not practicable to circulate any document or the agenda is of confidential nature, the same is tabled with the approval of Chairman.

During the financial year ended March 31, 2019, 6 (Six) Board Meetings were held as per the minimum requirement of four meetings prescribed under the Companies Act, 2013 and in the Regulation 17(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The intervening period between the Board Meetings were within the maximum time gap prescribed under the Companies Act, 2013 and Regulation 17(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the Board meetings held during the financial year 2018-19 are as under:

Sl. No.	Date of Board meeting	Board Strength	No. of Directors Present
1	May 28, 2018	7	7
2	August 08,2018	7	7
3	October 01,2018	7	7
4	October 31,2018	7	7
5	November 20,2018	7	7
6	February 07,2019	7	6

d) **Meeting of Independent Directors**

The Independent Directors meet without the presence of the management and Non-Executive Non-Independent directors. During 2018-19 the Independent Director met on March 14, 2019. The Independent Directors met to inter alia discuss matters arising out of Board and Board Committee agendas, Company performance and various other Board-related matters, identify areas where they need clarity or information from management and to review the performance of Independent Directors, the Chairman and the Board as a whole and assess the effectiveness and promptness of the information flow inter se the Board and the management.

e) **Information available to the Board**

During the financial year 2018-19, information as mentioned in Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

The aforesaid information is generally provided as a part of the agenda of the Board meeting and/ or is placed at the table during the course of the meeting. The CFO and other senior management staff are also invited to the Board Meetings to present reports on the Company's operations and internal control systems. The Company Secretary, in consultation with the Chairman, prepares the agenda. The detailed agenda is sent to the Members a week before the Board Meeting date. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted to be taken up as 'any other item'. Sensitive subject matters are being discussed at the meeting without written material being circulated in advance with the approval of Chairman after taking the appropriate approval of the Board as required under applicable Secretarial Standard. All Board Members are encouraged to suggest agenda items for inclusion. The Board periodically reviews the compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the management.

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws. The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee members at their respective meetings. Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments/ Head of Departments (HoDs).

f) **Post-Meeting Follow-up System**

After the Board meeting, we have formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and sub-committees of the Board.

g) **Code of Conduct for Board Members and Senior Management**

The Board of Directors has implemented a Code of Conduct applicable to all Directors and Senior Level Management of the Company. Annual affirmation has been received from all the Directors and Senior Level Management that they have complied with the code of conduct.

The copy of the Code of Conduct is available at the given link i.e.

https://sparkminda.com/wp-content/uploads/2019/04/Code-of-Conduct.pdf

h) Disclosure of relationship between Directors inter-se

None of the Directors have any material or pecuniary relationship inter-se among themselves, whether directly or indirectly.

i) Number of shares held by Non-Executive Directors

During the year 2018-19, none of the Non-Executive Director of the Company holds any shares in the Company except Mr. Laxman Ramnarayan, who hold 60,000 equity shares out of which 40,000 equity shares are under ESOP as employee of subsidiary company and rest 20,000 through market after obtaining appropriate approval as prescribed under Insider Trading Code of the Company. The Company has not issued any convertible instruments.

j) Familiarization Programmes

Details on familiarization programme for independent directors are uploaded on company's website at following weblink: https://sparkminda.com/wp-content/uploads/2019/04/Familiarization-Programme-for-Directors.pdf

k) A chart or a matrix setting out the skills/expertise/competence of the board of directors is as follows

In the opinion of the Board, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board Skill/Expertise/Compitancies

Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Corporate governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Industry Knowledge	Experience in Industry, Knowledge of Automobile Sector, Understanding of Government legislation/ legislative process and Customer Relationships.
Global Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.

Directors	Strategy and Planning	Corporate governance	Functional and managerial experience	Industry Knowledge	Global Business
Mr. Ashok Minda	√	√	√	√	√
Mr. Sudhir Kashyap	√	√	√	√	√
Mr. Avinash Parkash Gandhi	√	√	√	√	√
Mr. Rakesh Chopra	√	√	√	√	√
Mr. Ashok Kumar Jha	√	√	√	√	√
Mrs. Pratima Ram	√	√	√	√	√
Mr. Laxman Ramnarayan	√	√	√	√	√

l) Succession Planning

The Human Resources, Nomination and Remuneration Committee believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Committee works along with the Human Resource team of the Company for a proper leadership succession plan.

m) Performance Evaluation

The Company has devised a mechanism for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated. As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

In developing the methodology to be used for evaluation, on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an Independent Professional Consultant.

n) Remuneration to Directors

All pecuniary relationships or transactions of the Non-Executive Directors with the Company

Except the payment of sitting fee, the Company does not have any pecuniary relationship with any of its Non-Executive Directors as well as there is no transaction between the Company and the Non-Executive Directors or their relatives during the financial year under review.

Criteria of making payments to non-executive Directors

Apart from receiving sitting fees, no Non-Executive Directors including Independent Directors received any fixed component performance linked incentives from the company during the period under review. However, the Board of Directors of the Company at its meeting held on May 28, 2019 has approved the payment of commission to non-executive directors including independent director at the rate of 1% on the profit of the company commencing from financial year 2018-19. The website link is as follows:- https://sparkminda.com/wp-content/uploads/2019/04/Criteria-of-making-payment-to-Non-Executive-Directors.pdf

Remuneration Policy for Directors, KMP and other Employees

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Remuneration Policy of the Company is to link the remuneration payable to the Directors and employees with the performance of the Company. Further, no sitting fee is paid to the Executive Directors. The information/ details to be provided under Corporate Governance Code with regard to remuneration of Directors for the financial year 2018-19 are as follows:

i. **Executive Directors**

(₹ In Lacs)

Name	Salary	P.F. and other allowances	Commission	Stock Options	Total
Mr. Ashok Minda	162.00	125.86	194.25	-	482.11
Mr. Sudhir Kashyap	287.12	16.68	-	31.82	335.62

Mr. Ashok Minda was re-appointed as Chairman & Group CEO of the Company by the Board of Directors at their meeting held on May 27, 2016 for a period of 3(Three) years w.e.f. August 01, 2016 subject to the approval of Central Government. The Company had obtained necessary approval from Central Government for paying remuneration to him.

In the Board meeting held on May 28, 2019, the Board has approved the re-appointment of Mr. Ashok Minda as Chairman & Group CEO for a period of three years w.e.f August 01, 2019 subject to the approval of shareholders of the Company in the ensuing Annual General Meeting.

Mr. Sudhir Kashyap was re-appointed as an Executive Director by the Board of Directors at their meeting held on February 12, 2018 for a period of 3 (Three) years w.e.f. May 05, 2018.

The tenure of office of the Executive Directors can be terminated by either party by giving 3 (three) months' notice in writing. There is no separate provision for payment of severance fees.

ii. **Non- Executive Directors**

The Non-Executive Directors are paid remuneration by way of sitting fees, the details of which are mentioned below:

(Amount in ₹)

Name of the Non-Executive Director	Sitting Fees: For Attending Board Meeting	Sitting Fees: For Attending Committee Meeting	Total
Mr. Avinash Parkash Gandhi	3,00,000	3,60,000	6,60,000
Mr. Rakesh Chopra	3,00,000	2,60,000	5,60,000
Mr. Ashok Kumar Jha	3,00,000	2,80,000	5,80,000
Ms. Pratima Ram	2,50,000	30,000	2,80,000

Stock Options details

For the details of Employee Stock Option plan please refer note no. 2.40 of the financial statements of the Company for the year 2018-19 and schedule I of the Directors Report.

II. BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review.

The Board currently has 6 (six) Committees:

1) Audit Committee;
2) Nomination and Remuneration Committee;
3) Stakeholders Relationship Committee;
4) Corporate Social Responsibility Committee
5) Securities Issue Committee; and
6) Risk Management Committee

1) AUDIT COMMITTEE

a) Composition, Meetings & Attendance of the Committee

During the year under review, the Audit Committee comprised of Mr. Rakesh Chopra as Chairman, Mr. Avinash Parkash Gandhi and Mr. Ashok Kumar Jha as Members.

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is the Secretary to the Committee.

During the year, the Committee Members met 7 (Seven) times, i.e. on May 28, 2018; July 20, 2018; August 08, 2018; October 01, 2018; October 31, 2018; ; December 21, 2018 and February 07, 2019.

The particulars of meetings and attendance of the Members in the Committee Meeting held during the year under review are given in the table below:

Name of the Member	No. of Meeting(s) held	No. of Meeting(s) attended	Category
Mr. Rakesh Chopra Chairman	7	7	Independent Director
Mr. Avinash Parkash Gandhi Member	7	6	Independent Director
Mr. Ashok Kumar Jha Member	7	6	Independent Director

In addition to the Members of the Audit Committee, these meetings were also attended by the CEO and CFO and other respective functional heads Statutory Auditors/Internal Auditors of the Company, wherever necessary, and those executives of the Company who are considered necessary for providing inputs to the Committee.

The Chairman of the Committee was present at the Annual General Meeting held on July 30, 2018.

All the members of the Committee possess necessary financial and accounting knowledge.

b) Terms of Reference

The composition of audit committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this Committee covers the matters specified for Audit Committee under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee inter- alia includes the following:

c) Powers of Audit Committee

a) To investigate any activity within its terms of reference;

b) To seek information from any employee;

c) To obtain outside legal or other professional advice and

d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

d) Role of the Audit Committee

(1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(b) Changes, if any, in accounting policies and practices and reasons for the same;

(c) Major accounting entries involving estimates based on the exercise of judgment by management;

(d) Significant adjustments made in the financial statements arising out of audit findings;

(e) Compliance with listing and other legal requirements relating to financial statements;

(f) Disclosure of any related party transactions;

(g) Modified opinion(s) in the draft audit report;

(5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) Approval or any subsequent modification of transactions of the listed entity with related parties;

(9) Scrutiny of inter-corporate loans and investments;

(10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;

(11) Evaluation of internal financial controls and risk management systems;

(12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) Discussion with internal auditors of any significant findings and follow up there on;

(15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) To review the functioning of the whistle blower mechanism;

(19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

(21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The Audit Committee shall mandatorily review the following information

(1) Management discussion and analysis of financial condition and results of operations;

(2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

(3) Management letters / letters of internal control weaknesses issued by the statutory auditors;

(4) Internal audit reports relating to internal control weaknesses; and

(5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(6) Statement of deviations:

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

2) NOMINATION AND REMUNERATION COMMITTEE

a) Constitution and Composition of the Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee comprised of Mr. Avinash Parkash Gandhi as Chairman, Mr. Rakesh Chopra and Mr. Ashok Kumar Jha as Members.

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is the Secretary to the Committee.

During the financial year under review Committee met one (1) time i.e. February 07, 2019 .

The particulars of meetings and attendance by the Members of the Committee during the year under review are given in the table below:

Name of the Member	No. of Meeting(s) held	No. of Meeting(s) attended	Category
Mr. Avinash Parkash Gandhi Chairman	1	1	Independent Director
Mr. Rakesh Chopra Member	1	1	Independent Director
Mr. Ashok Kumar Jha Member	1	1	Independent Director

b) Terms of Reference

The Nomination and Remuneration Committee has been entrusted with the following responsibilities:

i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

ii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

iii. Devising a policy on diversity of board of directors;

iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

3) STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition

In Compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Stakeholders Relationship Committee has been constituted to specifically look into the redressal of Shareholder and Investor complaints and other Shareholders issues.

At least three directors, with at least one being an independent director, shall be members of the Committee.

The composition of the Stakeholders Relationship Committee as on March 31, 2019 is as follows:

Name of the Member	Status	Category
Mr. Ashok Kumar Jha	Chairman	Independent Director
Mr. Avinash Parkash Gandhi	Member	Independent Director
Mr. Laxman Ramnarayan	Member	Non-Executive Non Independent

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is the Secretary to the Committee.

b) Terms of Reference

The Chairperson of the Stakeholders Relationship Committee shall be present at the Annual General Meetings to answer queries of the Security Holders.

The Stakeholders Relationship Committee shall meet at least once in a year.

Role of the committee shall inter-alia include the following:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

c) Meetings

During the year, the Committee met 5 (five) times on May 28, 2018, June 28, 2018, August 08, 2018, October 31, 2018 and February 07, 2019. The attendance of Members at the meetings was as follows:

Name of the Member	No. of Meeting(s) held	No. of Meeting(s) attended	Category
Mr. Ashok Kumar Jha	5	5	Independent Director
Mr. Avinash Parkash Gandhi	5	4	Independent Director
Mr. Laxman Ramnarayan	5	5	Non-Executive Non Independent

The Chairman of the Committee was present at the Annual General Meeting held on July 31, 2018.

d) Shareholders complaints and disposal thereof

The complaints of the shareholders are either addressed to the Company Secretary or Share Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd.

The number of shareholder's complaint received during the year is NIL and Number of Complaints not solved to the satisfaction of shareholders is nil. There is no pending complaint as on the date of this report.

The status of pending shareholder's/ investor's complaints is regularly reviewed at the Stakeholders Relationship Committee Meeting as well as in the Board Meetings itself on quarterly basis.

There were no pending complaints or grievances at the end of the year under review.

Number of pending share transfer: There was no pending share transfer as on March 31, 2019. The Company generally attends to all queries of investors within a period of fortnight from the date of receipt.

e) Name and Designation of the Compliance Officer

Mr. Ajay Sancheti, Company Secretary is the Compliance Officer in terms of Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a) Composition

The composition of the Corporate Social Responsibility Committee as on March 31, 2019 is as follows:

Name of the Member	Status	Category
Mrs. Pratima Ram	Chairperson	Independent Director
Mr. Avinash Parkash Gandhi	Member	Independent Director
Mr. Ashok Minda	Member	Executive Director
Mr. Sudhir Kashyap	Member	Executive Director

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is also the Secretary to the Committee.

b) Role of Corporate Social Responsibility Committee

The role of the Corporate Social Responsibility Committee is as follows:

(1) formulate and recommend to the Board, the Corporate Social Responsibility Policy and the activities to be undertaken by the Company in areas or subject, specified in Schedule VII.

(2) recommend the amount of expenditure to be incurred on the activities referred to in clause (1)

(3) monitor the Corporate Social Responsibility Policy from time to time

(4) discharge such duties and functions as indicated in the section 135 of the Companies Act, 2013 and Rules made thereunder from time to time and such other functions as may be delegated to the Committee by the Board from time to time

(5) take all necessary actions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise with regards to Corporate Social Responsibility activities/Policy of the Company

c) **Meetings**

During the year, the Committee met 2 (Two) times i.e. on October 31, 2018 and March 14, 2019. The attendance of Members at the meetings was as follows:

Name of the Member	No. of Meeting(s) held	No. of Meeting(s) attended	Category
Mrs. Pratima Ram Chairman	2	2	Independent Director
Mr. Avinash Parkash Gandhi Member	2	2	Independent Director
Mr. Ashok Minda Member	2	1	Executive Director
Mr. Sudhir Kashyap Member	2	1	Executive Director

5) **SECURITIES ISSUE COMMITTEE**

a) **Composition**

The composition of the Securities Issue Committee as on March 31, 2019 is as follows:

Name of the Member	Status	Category
Mrs. Sudhir Kashyap	Chairman	Executive Director
Mr. Laxman Ramnarayan	Member	Non-Executive Director
Mr. Avinash Parkash Gandhi	Member	Independent Director

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is also the Secretary to the Committee.

b) **Terms of Reference**

The functioning and terms of reference of the Committee are to oversee various matters relating to Fund Raising:-

'Securities Issue Committee' constituted to do all acts, deeds and things with respect to issue of securities including but not limited to drafting and finalizing the issue related offer documents, deciding and finalizing the list of allottees, fixing the price at which the securities shall be issued in accordance with the ICDR and any amendments thereto and any other act, deed and thing as may be necessary in furtherance of the qualified institutions placement, including but not limited to:

a. Appointment of the various agencies including Managers to the Issue, Legal Counsels, Bankers to the Issue, Registrars to the Issue, etc.

b. Approving the execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the raising of funds through issue of securities by the Company;

c. Approving the offer document and filing the same with such other authorities or persons as may be required;

d. Approving the issue price, issue size, the number of Securities to be allotted, the basis of allocation and allotment of Securities;

e. Approving affixation the common seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, as per Articles of Association of the Company.

f. Approving Opening and operation of Bank accounts as may be required for the transaction;

g. Approve the dates for opening and closure of the issue;

h. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

i. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;

j. Approve submission of applications for listing of the equity shares / securities of the Company on stock exchange(s) with which the Company's shares are listed and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and

k. To authorize or delegate all or any of the powers herein above conferred to any one or more Directors / Executives to the extent necessary.

Name of Members	Committee Meetings attended during the year	Date of Meeting held
Mrs. Sudhir Kashyap	4	May 08, 2018
Mr. Laxman Ramnarayan	4	May 14, 2018 May 17, 2018
Mr. Avinash Parkash Gandhi	4	May 21, 2018

6) **RISK MANAGEMENT COMMITTEE**

In the Board Meeting held on May 28, 2019, the Board of Directors has constituted Risk Management Committee pursuant to Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of the Committee is mix of executive and non-executive diretors.

Composition

The composition of the Risk Management Committee as follows:

Name of the Member	Status	Category
Mr. Laxman Ramnarayan	Chairman	Non-Executive Non Independent
Mr. Ashok Kumar Jha	Member	Independent Director
Mr. Sudhir Kashyap	Member	Executive Director

Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company, is also the Secretary to the Committee.

b) **Terms of Reference**

a) To review risk management plan(s) of the Company;

b) To ensure effectiveness of risk management plan(s);

c) To review the risk identified by business functions and address them with mitigating actions on continuous basis.

d) To review the system of the Company to mitigate the cyber security risk.

III. GENERAL BODY MEETINGS

1) ANNUAL GENERAL MEETING

i. Venue, Date & Time of last 3 (Three) Annual General Meetings:

AGM	Financial Year	Venue	Date	Time
33rd	2017-18	"Lakshmipat Singhania Auditorium", PHD House, PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016	July 30, 2018	10:00 A.M.
32nd	2016-17	"Lakshmipat Singhania Auditorium", PHD House, PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016	August 21, 2017	10:00 A.M.
31st	2015-16	"Lakshmipat Singhania Auditorium", PHD House, PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016	September 22, 2016	10:00 A.M.

ii. Special Resolutions passed in the previous 3 (Three) Annual General Meetings

Year	Subject Matter of Special Resolution	Date of AGM
2017-18	Re-appointment of Mr. Sudhir Kashyap (DIN: 06573561) as Executive Director & CEO of the Company and Approval of Remuneration	July 30, 2018
2016-17	NIL	August 21, 2017
2015-16	Appointment of Mr. Ashok Minda (DIN: 00054727) as Chairman & Group CEO of the Company and fixation of remuneration with effect from August 01, 2016	September 22, 2016

iii. Whether special resolutions were put through postal ballot this year, details of voting pattern

The Company had proposed the following special resolutions through postal ballot:

Sl. No.	Date of Postal Ballot Notice	Subject Matter of Special Resolution	Date of Approval by the shareholders
1	February 07, 2019	1. Re-appointment of Mr. Rakesh Chopra (DIN:00032818) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019	March 24, 2019
		2. Re-Appointment of Mr. Avinash Parkash Gandhi (DIN:00161107) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019	

Details of voting pattern of Special Resolution passed through Postal Ballot dated February 07, 2019 is as follows:-

i. Re-appointment of Mr. Rakesh Chopra (DIN: 00032818) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019

Voting Details:-

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	18,18,94,625	45	18,18,94,670	98.20
Dissent	33,28,769	0	33,28,769	1.80
Total	**18,52,23,394**	**45**	**18,52,23,439**	**100**

ii. Re-Appointment of Mr. Avinash Parkash Gandhi (DIN: 00161107) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019

Voting Details:-

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	17,13,43,899	45	17,13,43,944	94.58
Dissent	98,19,595	0	98,19,595	5.42
Total	**18,11,63,494**	**45**	**18,11,63,539**	**100**

The Board had appointed Mr. Sanjay Grover, Managing Partner of Sanjay Grover & Associates, Company Secretaries, New Delhi as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The Company has complied with the procedures for the postal ballot in terms of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

2) **NCLT Convened Meeting of Shareholders, Secured and Unsecured Creditors of the Company**

Pursuant to the order of the Hon'ble National Company Law Tribunal, New Delhi Bench, dated January 23, 2019, the NCLT Convened Meeting of Equity Shareholders was convened and held on February 25, 2019 and NCLT Convened Meeting of Secured and Unsecured Creditors of the Company were convened and held on February 26, 2019 at PHD House, PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016. The following resolution was passed at the said meeting of shareholders, secured creditors and unsecured creditors. The details of voting pattern and copy of Scrutinizer's report are available at website of the Company i.e www.sparkminda.com

Resolution

Approval of Scheme of Amalgamation of Minda Management Services Limited, Minda SAI Limited, Minda Automotive Solutions Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited ("Transferor Companies") into and with Minda Corporation Limited ("Transferee Company"/ "Company").

3) **EXTRA-ORDINARY GENERAL MEETING**

During the year, the Company has not conducted any Extra-Ordinary General Meeting.

4) **PROCEDURE FOR POSTAL BALLOT**

The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal ballot notice is sent to shareholders in electronic form to the email addresses registered with the depository (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the postal ballot notice are sent by permitted mode along with postage prepaid self-addressed business reply envelope. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013. The Company fixes a cut-off date to reckon paid-up value of equity shares registered in the name of shareholders for the purpose of voting. Shareholders may cast their votes through e-voting during the voting period fixed for this purpose. Alternatively, shareholders may exercise their votes through physical ballot by sending duly completed and signed forms so as to reach the scrutinizer before a specified date and time. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced by the Chairman or any person of the Company duly authorized within 48 hours of conclusion of the voting period. The results are also displayed on the website of the Company (www.sparkminda.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

IV. MEANS OF COMMUNICATION

A timely disclosure of consistent, relevant and reliable information on corporate financial performance is the core of good governance. Towards this end, major steps taken are as under:

Quarterly results & Website

1. The quarterly results of the Company were announced within 45 (forty-five) days of end of quarter. In order to attain maximum shareholders reach, the financial results of the Company during the year were published in Economic Times, Financial Express and Jansatta Newspapers time to time. The Company also ensures that financial results are promptly and prominently displayed on Company's Website www.sparkminda.com.
2. Information relating to shareholding pattern, compliance with Corporate Governance norms etc., are available at our website www.sparkminda.com.
3. "Limited Review" reports on the un-audited financial results for the respective quarter(s) were also displayed on Company's website at www.sparkminda.com.
4. Financial results are displayed on the website of the Company viz., www.sparkminda.com. Official news/ press release and presentations made to analysts are also hosted on the Company's website from time to time.
5. The Company organises an earnings call with analysts and investors after the announcement of financial results. The transcript of the earnings call is also uploaded on the Company's website.

V. GENERAL SHAREHOLDERS INFORMATION

a) **34th Annual General Meeting**

Venue	:	Lakshmipat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016
Time	:	10:00 a.m.
Day & Date	:	Thursday September 26, 2019
Book Closure Date	:	Monday, September 23, 2019 to Thursday, September 26, 2019
For Financial Year		2018-19

b) **Calendar of financial year ended March 31, 2019**

The meetings of Board of Directors for approval of quarterly/ half-yearly financial results during the financial year ended March 31, 2019 were held on the following dates:

First Quarter Results	- August 08, 2018
Second Quarter/ Half yearly Results	- October 31, 2018
Third Quarter Results	February 07, 2019
Fourth Quarter and Annual Results	- May 28, 2019

Tentative Calendar of Board meetings to approve quarterly financial results for the FY 2019-20 is given below:

First Quarter Results	August 12, 2019
Second Quarter/ Half yearly Results	November 08, 2019
Third Quarter Results	February 06, 2020
Fourth Quarter and Annual Results	May 28, 2020

c) **Dividend**

The Board of Directors at their meeting held on May 28, 2019 recommended a final dividend @ 22.50% (₹ 0.45/- per equity share) on 22,72,22,285 fully paid-up Equity Shares including interim dividend @ 12.50 % (₹ 0.25 /- per equity share) on 22,72,22,285 fully paid -up Equity Shares of ₹ 2/- each subject to approval of shareholder in the ensuing AGM. The final dividend shall be paid on or before October 24, 2019.

Unclaimed Dividends and Transfer to IEPF

Pursuant to Section 124 of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the Company has transferred the unpaid or unclaimed final dividend of ₹ 32,031/- (Rupees Thirty Two Thousand Thirty One) and the underlying equity shares i.e. 47,500 (Forty Seven Thousand Five Hundred Equity Shares), for the financial year 2010-11 on the due date to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 30, 2018 (date of last Annual General Meeting) on the website of the Company (www.sparkminda.com) and also on the website of the Ministry of Corporate Affairs.

As per Regulation 43 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no shares are lying in the suspense account of the Company.

Detail of Dividend declared by the Company for the last 5 Years

Financial Year	Interim Dividend declared on	Interim Dividend per Share (In ₹) & %	Final Dividend declared on	Final Dividend per share (In ₹) & %	Total Dividend per share (In ₹) & %
2018-19	February 07, 2019	0.25 (12.50%)	May 28, 2019	0.45 (22.50%)	0.70 (35.00%)
2017-18	February 12, 2018	0.25 (12.50%)	May 28, 2018	0.35 (17.50%)	0.60 (30.00%)
2016-17	February 13, 2017	0.20 (10.00%)	May 24, 2017	0.30 (15.00%)	0.50 (25.00%)
2015-16	February 09, 2016	0.20 (10.00%)	May 27, 2016	0.30 (15.00%)	0.50 (25.00%)
2014-15	February 13, 2015	0.20 (10.00%)	May 27, 2015	0.20 (10.00%)	0.40 (20.00%)

d) **Fees Paid to Statutory Auditors**

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(₹ in million)

Type of Service	Financial Year Ended March 31, 2019
Statutory audit	8
Limited reviews includes consolidation	4
Others	8
Reimbursement of expenses	1
Total	**21**

e) **Listing on Stock Exchanges and Scrip Codes**

Sl. No.	Name & Address of the Stock Exchange	Scrip Code
1	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	MINDACORP
2	BSE Limited P.J Towers, Dalal Street Fort, Mumbai-400 001	538962
3	ISIN allotted by Depositories (Company ID Number)	INE842C01021

The Annual Listing Fees for the listed equity shares of the Company, pertaining to the year 2019-20 has been paid to the concerned Stock Exchanges on demand. The Company has also made the payment of the Annual Custodian Fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the financial year 2019-20, based on the folio/ ISIN positions as on March 31, 2019.

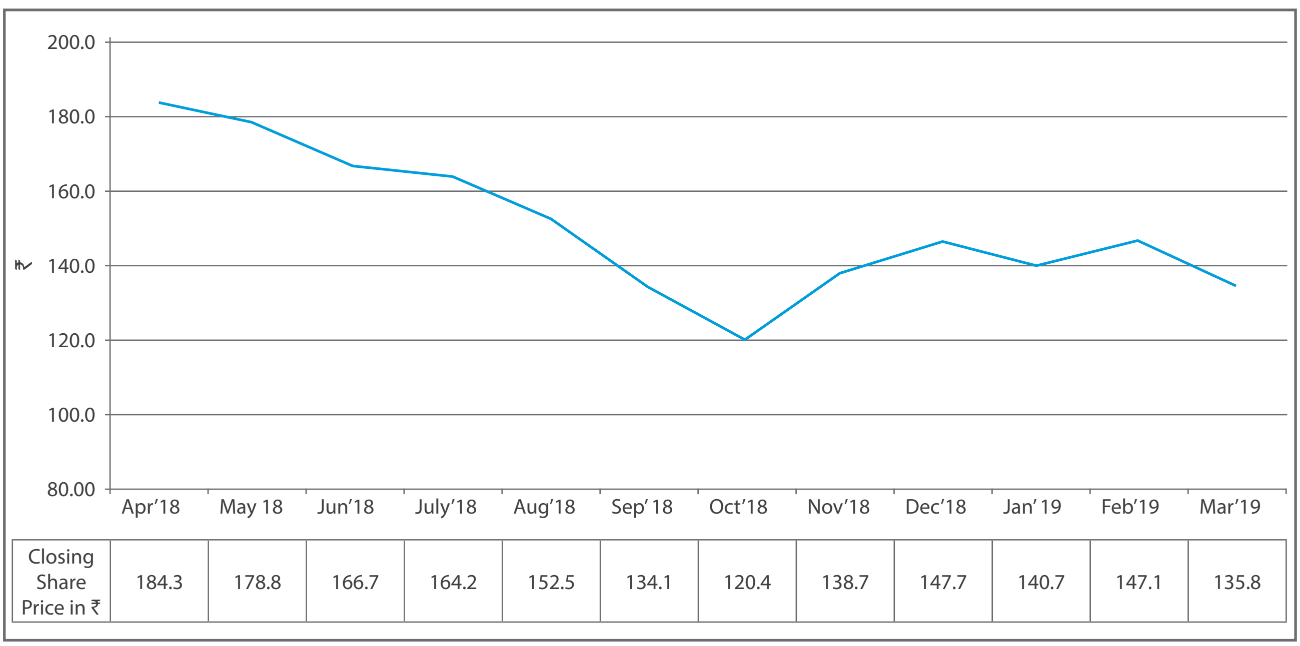
f) **Market Price Data**

MCL's Share Price on NSE- 2018-19

(Amount in ₹)

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty
Apr-18	178.0	207.6	175.1	184.3	1,23,05,838	1,24,101	2,40,20,49,546	39,86,332	32
May-18	185.8	194.8	170.0	178.8	97,03,550	1,24,865	1,79,01,82,150	41,01,317	42
Jun-18	179.9	179.9	151.0	166.7	64,17,405	99,624	1,05,93,76,985	31,29,204	49
Jul-18	168.0	169.9	142.2	164.2	58,38,859	60,469	93,29,54,475	33,87,200	58
Aug-18	162.5	164.5	152.0	152.5	55,74,440	66,255	87,24,37,728	35,66,550	64
Sep-18	162.5	164.5	131.1	134.1	89,34,388	1,17,619	1,36,73,31,429	59,23,663	66
Oct-18	134.6	144.6	105.5	120.4	34,69,770	44,631	41,74,15,173	23,15,985	67
Nov-18	123.0	144.8	122.2	138.7	36,89,954	57,066	50,00,86,238	15,78,566	43
Dec-18	139.4	154.0	127.9	147.7	22,63,616	34,920	31,78,10,307	14,20,768	63
Jan-19	147.9	156.1	135.0	140.7	22,03,153	37,799	32,77,48,512	14,81,356	67
Feb-19	140.9	150.0	123.1	147.1	25,15,513	39,075	34,08,88,768	12,98,236	52
Mar-19	145.3	154.9	128.2	135.8	24,92,201	42,284	35,51,43,208	13,66,873	55

MCL Share Price Chart 2018-19 (NSE)

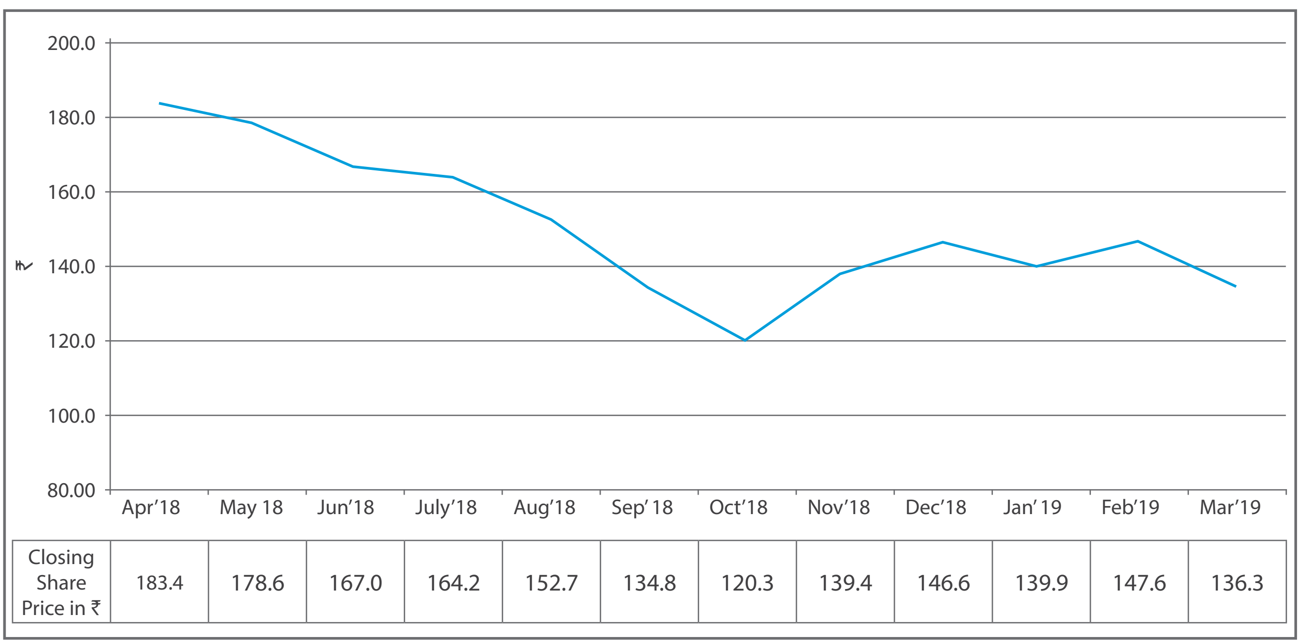


MCL's Share Price on BSE- 2018-19

(Amount in ₹)

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (₹)	Deliverable Quantity	% Deli. Qty to Traded Qty
Apr-18	182.5	206.0	175.0	183.4	59,59,791	27,928	1,12,30,21,659	37,32,532	63
May-18	184.0	194.7	160.4	178.6	11,41,409	17,599	20,96,68,798	4,26,378	37
Jun-18	178.4	179.2	150.9	167.0	42,71,416	15,381	73,41,47,600	34,50,816	81
Jul-18	168.7	170.0	140.5	164.2	5,00,091	10,883	7,96,39,498	2,36,030	47
Aug-18	167.0	167.0	152.0	152.7	5,37,782	8,877	8,41,81,363	2,60,877	49
Sep-18	153.1	154.3	133.0	134.8	2,93,103	5,985	4,32,81,494	1,57,396	54
Oct-18	133.7	140.0	106.0	120.3	2,33,871	4,878	2,82,89,989	1,12,444	48
Nov-18	120.0	145.0	120.0	139.4	3,99,980	6,807	5,45,43,140	1,28,612	32
Dec-18	139.8	149.5	127.4	146.6	2,94,422	4,039	4,11,97,688	1,11,173	38
Jan-19	146.6	156.1	133.0	139.9	3,00,718	4,979	4,47,90,779	80,749	27
Feb-19	139.8	150.0	120.0	147.6	3,51,593	5,980	4,80,15,101	1,07,357	31
Mar-19	146.2	156.6	128.7	136.3	5,05,989	7,640	7,22,35,033	2,21,915	44

MCL Share Price Chart 2018-19 (BSE)



g) **Market Price Data & Share price performance including Company's equity share price comparison with BSE Sensex and S&P CNX Nifty**

	BSE		NSE	
	MCL	Sensex	MCL	Nifty
2018-19	(26.0%)	13.2%	(26.1%)	13.8%
2017-18	85.7%	10.2%	85.7%	9.5%

h) **Registrar and Transfer Agents**

Skyline Financial Services Private Limited
D-153/A, Ist Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Email- virenr@skylinerta.com, Tel: 011-64732681-88

i) **Share Transfer System & RTA**

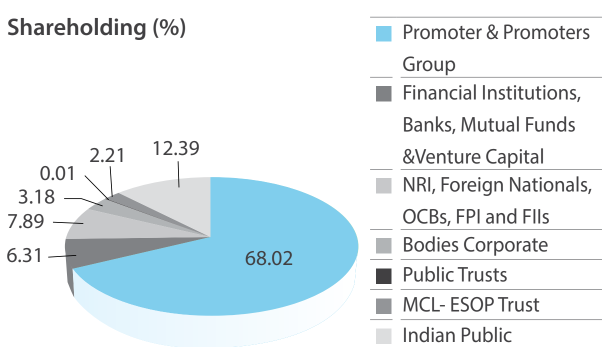
In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate simultaneously with the Stock Exchanges under Regulation 40(10) of the Listing Regulations.

j) **Details of shareholding as on March 31, 2019**

Category	No. of shares held	Shareholding (%)
Promoter & Promoters Group	154548678	68.02
Financial Institutions, Banks, Mutual Funds &Venture Capital	14346194	6.31
NRI, Foreign Nationals, OCBs, FPI and FIIs	17935353	7.89
Bodies Corporate	7223450	3.18
Public Trusts	13004	0.01
MCL- ESOP Trust	5013640	2.21
Indian Public	28141966	12.39
Total	227222285	100.00

Shareholding (%)



DISTRIBUTION OF EQUITY SHARE CAPITAL AS ON :31/03/2019
EQUITY SHARE CAPITAL : ₹ 45,44,44,570/-

Nominal Value of Each Share : ₹ 2.00

Shareholding Nominal Value	Number of Equity Shareholders	% to Total Numbers	Shareholding Amount	% to Total Amount
₹			₹	
1	2	3	4	5
Up To 5,000	31795	97.73	13324908	2.93
5001 To 10,000	370	1.14	2668812	0.59
10001 To 20,000	181	0.56	2560054	0.56
20001 To 30,000	52	0.16	1270840	0.28
30001 To 40,000	27	0.08	940720	0.21
40001 To 50,000	16	0.05	729638	0.16
50001 To 1,00,000	35	0.11	2603114	0.57
1,00,000 and Above	59	0.18	430346484	94.7
Total	**32535**	**100**	**454444570**	**100**

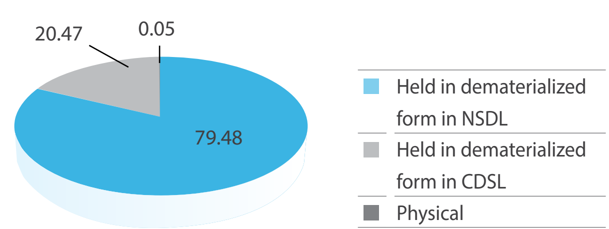
k) **Dematerialization of Shares and Liquidity**

The shares of the Company fall under the category of compulsory delivery in dematerialized form by all categories of investors. The Company has signed agreements with both the Depositories i.e. National Securities Depository Limited and Central Depository Services Limited.

As on March 31, 2019 the number of shares held in dematerialized and physical mode is as under:

Category	% of total capital issued
Held in dematerialized form in NSDL	79.48
Held in dematerialized form in CDSL	20.47
Physical	0.05
Total	100.00

% of total capital issued



l) Public issue, right issue, preferential issue and GDR/ADR etc.

During the year under review, the Company has successfully raised ₹ 310.69 Crore through Qualified Institutional Placement (QIP) on May 21, 2018 by issuance of 1,79,10,645 Equity shares of ₹ 2 each on preferential basis at an issue price of ₹ 173.47/- per share (including premium of ₹ 171.47 per share). The Security Issue Committee has offered a discount of 5% on floor price of ₹ 182.59 per share. The Company has received necessary listing and trading approval from the concerned Stock Exchanges (i.e. NSE & BSE) on May 22, 2018.

The Company has not issued any Global Depository Receipt / American Depository Receipt / Warrant or any convertible instrument, which is likely to have an impact on the Company's equity.

m) Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI circular dated November 15, 2018 is not required to be given. 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. 2.48(e) to the Standalone Financial Statements.

n) Credit Ratings

During the year India Ratings and Research (Ind-Ra) has upgraded Minda Corporation Limited's (MCL) Long Term Issuer Rating to 'IND AA-' from 'IND A+'. Rating upgrade highlights strengthening of the business portfolio and financials of Minda Corporation largely aided by a growth in its core business, both domestic and exports..

o) Details of utilization of funds raised through qualified institutions placement as specified under Regulation 32 (7A):-

The Company has kept the fund raised through qualified institutional placement in fixed deposits and interest income is generating on it.

p) Location of Plants

i. D-6-11, Sector -59, Noida, U.P. -201 301

ii. 2D/2, Udyog Kendra, Ecotech-III, Greater Noida, U.P. - 201 306

iii. E-5/2, Chakan Industrial Area, Phase-III, MIDC, Nanekarwadi, Tal-Khed, Pune, Maharashtra – 410501

iv. Gat No. 307, Nanekarwadi, Chakan, Tal-Khed, Dist. Pune, Maharashtra – 410 501

v. Plot No. 9, Sec-10, IIE Pantnagar, Udham Singh Nagar, Uttarakhand-263 153

vi. Plot No. 9A Sec-10, IIE Pantnagar, Udham Singh Nagar, Uttarakhand-263 153

vii. B-135, MIDC, Waluj, Aurangabad, Maharashtra – 431136

viii. Plot No. D-225/1,226,227, MIDC, Chakan Industrial Area, Phase-II, Village- Bhamboli, Tal -Khed, Pune, Maharashtra - 410501

ix. Plot No. 45 - 48, Toy City, Greater Noida, Gautam Budh Nagar- 201306, Uttar Pradesh

x. Dhanivalli Village, Kalyan Murbad Road, Taluka Murbad, Dist. Thane-421401,Maharashtra

xi. Plot No. G-42, SIDCO Industrial Estate, Kakkalur, Dist. Tiruvallur-602003, Tamilnadu

xii. B7 & B8, Phase II, Pillaipakkam, Sriperumbadur, Kancheepuram, Tamilnadu – 602105

xiii. S-2/8 & 9, Behind Tata Chemicals, Sector-1, Pithampur, Dist. Dhar-454775, Madhya Pradesh

xiv. Gat No. 143/1, Village Mahalunge, Chakan-Talegaon Highway, Tal. Khed, Chakan-410501, Pune, Maharashtra

xv. 2D/1, Udyog Kendra, Ecotech III, Greater Noida -201306, Uttar Pradesh

xvi. Plot No. 19-20, Sector - 8A, IIE, SIDCUL, Haridwar-249403, Uttarakhand

xvii. Plot No. 355, Sector 3, Phase 2, IMT,
Bawal, Rewari, Haryana-123501, India

xviii. Plot No. 18, Sy No. 43,Electronic City 2nd Phase, Hosur Road Bangalore-560100

xix. Plot No. 404-405 5th Floor, Sector-20 Udyog Vihar, Phase-III Gurugram 122016 HR IN

q) Address for Correspondence

i.	With the Company:	Mr. Ajay Sancheti Company Secretary & Compliance Officer Minda Corporation Limited Plot No. 404-405, 5th Floor, Sector-20, Udyog Vihar, Phase-III, Gurugram- 122016 Ph.: 0124-4698400 E-mail: investor@mindacorporation.com
ii.	With the R & T Agent:	Skyline Financial Services Private Limited D-153/A, Ist Floor, Okhla Industrial Area, Phase – I New Delhi–110 020; Email- virenr@skylinerta.com, Tel: 011-64732681-88

r) Governance Policies

In line with Company's philosophy for adhering to ethical and governance standards and ensure fairness, accountability, responsibility and transparency to all its stakeholders, Company's, inter-alia, has the following policies and codes in place. All the policies have been uploaded on the website of the Company.

Name of the Policy	Website link
Code of Conduct	http://sparkminda.com/wp-content/uploads/2019/04/Code-of-Conduct.pdf
Code of Conduct for Prevention of Insider Trading	http://sparkminda.com/wp-content/uploads/2019/05/Code-of-Conduct-under-Insider-Trading.pdf
Corporate Social Responsibility Policy	http://sparkminda.com/wp-content/uploads/2018/04/Policy-on-Corporate-Social-Responsibility.pdf
Business Responsibility Policy	http://sparkminda.com/wp-content/uploads/2018/07/Business-Responsibility-Policy.pdf
Dividend Distribution Policy	http://sparkminda.com/wp-content/uploads/2018/04/Dividend-Policy.pdf

Nomination Remuneration and Board Diversity Policy	http://sparkminda.com/wp-content/uploads/2019/09/Nomination-Remuneration-and-Board-Diversity-Policy.pdf
Policy on Determination and Disclosure of Materiality of Events	http://sparkminda.com/wp-content/uploads/2019/05/Policy-on-Determination-and-Disclosure-of-Materiality-of-Events.pdf
Policy For Determining Material Non-Listed Subsidiaries	http://sparkminda.com/wp-content/uploads/2019/03/Policy-on-Material-Non-Listed-Subsidiary.pdf
Related Party Transactions Policy	http://sparkminda.com/wp-content/uploads/2019/04/Related-Party-Transactions-Policy.pdf
Maintenance and Preservation of Documents and Archival Policy	http://sparkminda.com/wp-content/uploads/2018/04/Policy-for-Maintenance-and-Preservation-of-Documents.pdf
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	http://sparkminda.com/wp-content/uploads/2019/04/Code-of-Practices-Procedures-for-fair-disclosure-of-UPSI.pdf
Whistle Blower Policy	http://sparkminda.com/wp-content/uploads/2018/04/Whistle-Blower-Policy.pdf

In constant efforts to strengthen and benchmark our policies, we continuously review, revisit and realign them with best practices. As a result, we have updated/ replaced the following policies during the FY19:

VI DISCLOSURES

a) **Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

During the year, the Company has not entered into any materially significant transaction with the Directors, their relatives or management which is in conflict with the interest of the Company.

The transactions with the related parties, namely its promoters, its subsidiaries and associate companies etc. of routine nature have been reported elsewhere in the annual report as per IND-AS-24 issued by the Institute of Chartered Accountants of India (ICAI).

b) **Details of any non-compliance by the Company:** There were no instances of non-compliances by the Company on any matter related to capital market. The Company has complied with the requirements of Listing Agreement as well as regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets for non-compliance by the Company during the last three years on any matter related to capital market.

c) **Vigil Mechanism and Whistle Blower Policy**

The Company is committed to develop a culture of highest standards of ethical, moral and legal business conduct wherein it is open for communication regarding the Company's business practices, avenues for employees to raise concerns about any poor or unacceptable practice and to protect employees from unlawful victimization, retaliation or discrimination for their having disclosed or reported fraud, unethical behavior, violation of Code of Conduct, questionable accounting practices, grave misconduct etc.

To enforce the above, the Board of Directors has laid down Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto.

A complaint under the policy may be made to the designated officials and to the Audit Committee in terms of the Policy. During the year, no employee of the Company has been denied access to the Audit Committee.

d) **Policy against Sexual and Workplace Harassment**

The Company values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

The Company has put in place a policy on redressal of Sexual Harassment and a Policy on redressal of Workplace Harassment as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his / her complaint to the Redressal Committee formed for this purpose or their Manager or HR personnel. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year. Details of the Complaint as follows:-

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL	NIL	NIL

e) **Insider Trading Code in Terms of SEBI (Insider Trading) Regulations, 2015**

The Board has formulated the Code of Practice for Fair Disclosure of Un-Published Price Sensitive Information and the Code of Conduct for regulating, monitoring and reporting of Trading of Shares by Insiders in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("Regulation"). The Board has also formulated and adopted a Policy on Determination of Legitimate Purpose as per the provisions of the Regulation. The above code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company at https://sparkminda.com/wp-content/uploads/2019/05/Code-of-Conduct-under-Insider-Trading.pdf

f) Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015. The Company has also adopted some of the discretionary requirements as stated bellow:

i. 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.

ii. Lead Independent Director

The Company has appointed Lead Independent Director to liaise on their behalf and ensure the Board's effectiveness to maintain high-quality governance of the organisation and effective functioning of the Board.

iii. Live Web casting

Company is proving facility of live webcast of proceedings of the Annual General Meeting to the shareholders of the Company through Company's website and YouTube.

iv. Tablet Based Electronic Voting Facility

The company is providing tablet based electronic voting system to its shareholders at the Annual General Meeting to avoid invalidity of votes due to clerical mistakes in filling the physical ballot form and non-matching of signature etc. It is helps to save papers and environment friendly also.

g) Modified opinion(s) in Audit report:

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

h) Subsidiary Companies

Your Company has subsidiaries as disclosed in AOC-1, attached with the financial statements. The Board of Directors of the Company formulated a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company.

i) Related Party Transactions

The Company had formulated a policy on materiality of Related Party Transactions and also on dealing with such Related Party Transactions.

All related party transactions entered by the Company including material significant related party transactions, if any, are being disclosed in the Notes to Accounts forming part of the Annual Report The transactions during the financial year 2018-19, with the related parties has been done in accordance with the provisions as laid down under the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary approvals from the Audit Committee were obtained, wherever required.

The Policy on Related party transaction is available at our website www.sparkminda.com.

j) Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a Qualified Practicing Company Secretary carried out audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and physical and the total issued and listed capital.

During the last quarter, the reconciliation of share capital audit report illustrate that ₹ 45,44,44,570/- is the issued Capital and ₹ 45,44,44,570 /- is the listed Capital.

k) Material Subsidiary

Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a 'material subsidiary a subsidiary, whose income or net worth exceeds 20% (twenty percent) of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

During the year under review, the Company has "Minda KTS Plastic Solutions GmbH & Co. KG, Germany" as its 'material subsidiary outside India.

l) Disclosure of Accounting Treatment: The Company has prepared its financial statement as per the IND-AS prescribed by the Institute of Chartered Accountants of India (ICAI). There is no deviation in the Accounting Treatment. Financial Statements for the year 2018-19 were prepared as per IND-AS 103 after giving effect of amalgamation of five wholly owned subsidiaries in to and with Minda Corporation Limited vide NCLT order dated July 19, 2019.

m) Risk Management: The Company has procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

n) Certificate from a Company Secretary in practice: The Company has received certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Certificate from Practicing Company Secretary is annexed with this report.

o) Declaration as required under Regulation 34(3) and Schedule V of the Listing Regulations: All Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Conduct for the financial year ended March 31, 2019.

p) **Secretarial Audit pursuant to Regulation 24A SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:** Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report of the Company for the financial year 2018 -19 has been submitted to the stock exchange on May 29, 2019.

q) **CEO/CFO Certificate:** The Executive Director and Chief Financial Officer of the Company have provided compliance certificate to the Board in accordance with Regulation 17 (8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

r) **Compliance**

i. The Company is in the compliance with corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub- regulation 2 of regulation 46 of Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also obtained a compliance certificate from M/s Sanjay Grover & Associates, Practicing Company Secretaries regarding compliance of the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clause (b) to (i) of sub- regulation 2 of regulation 46 read with schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has submitted the quarterly compliance report to the stock exchanges within the prescribed time limit. The compliance certificate is also sent annually to all the shareholders of the Company.

ii. There is no non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DECLARATION BY CHAIRMAN AND GROUP CEO REGARDING ADHERENCE TO THE CODE OF BUSINESS CONDUCT AND ETHICS

The Shareholders of the Company
Minda Corporation Limited
A-15, Ashok Vihar, Phase-1
Delhi - 110052

I hereby declare that all the Board Members and the Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board. Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct.

Ashok Minda
Chairman & Group CEO
DIN No. 00054727

Place: Gurugram
Date: August 12, 2019

CEO AND CFO CERTIFICATION

We, Sudhir Kashyap, Executive Director & CEO and Sanjay Aneja, Chief Financial Officer of Minda Corporation Limited to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2019 and that to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. 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.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;

C. 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, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

   1. significant changes in internal control over financial reporting during the year;

   2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram
Date: August 12, 2019

Sudhir Kashyap
Executive Director & CEO
DIN No. 06573561

Sanjay Aneja
Chief Financial Officer

Corporate Governance Certificate

To
The Members
Minda Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Minda Corporation Limited ("the Company"), for the financial year ended March 31, 2019, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to 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

Sanjay Grover
Managing Partner
CP No.: 3850

August 12, 2019
New Delhi

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 Corporation Limited
A-15, Ashok Vihar, Phase – 1,
New Delhi- 110052

1. That Minda Corporation Limited (CIN: L74899DL1985PLC020401) is having registered office at A-15, Ashok Vihar, Phase – 1, New 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 registers, records, forms, returns and disclosures received from the Directors of the Company, 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. As on 31st March, 2019, the Board of Directors of the Company comprises of the following directors:

Sr. No.	Name of Director	Director Identification Number (DIN)
1.	Mr. Rakesh Chopra	00032818
2.	Mr. Ashok Minda	00054727
3.	Mr. Avinash Parkash Gandhi	00161107
4.	Mr. Ashok Kumar Jha	00170745
5.	Mr. Laxman Ramnarayan	03033960
6.	Mrs. Pratima Ram	03518633
7.	Mr. Sudhir Kashyap	06573561

4. Based on verification and examination of the disclosures/ register under section 184/ 189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN based search on MCA Portal (www.mca.gov.in), we certify as under:

   - None of the above named Directors on the Board of the Company 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 for the Financial Year ending 31st March, 2019.

5. 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.

6. This certificate is based on the information and records available up to date of this certificate 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

Sanjay Grover
Managing Partner
CP No.:3850

Place: New Delhi
Date: August 12, 2019

BUSINESS RESPONSIBILITY REPORT

Section-A

1	Corporate Identity Number (CIN) of the Company	L74899DL1985PLC020401
2	Name of the Company	Minda Corporation Limited
3	Registered address	A-15, Ashok Vihar, Phase-I, Delhi-110052
4	Website	www.sparkminda.com
5	E-mail id	investor@mindacorporation.com
6	Financial Year reported	2018-19
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	
	Product Description	**NIC Code of the Product of the Services**
	1. Lock Kits & Lock Sets for Automobiles	25934
	2. Wiring harness & components for Automobiles	27320
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Wiring Harness, Lock Kits, & Lock Sets and Spares
9	Total number of locations where business activity is undertaken by the Company	
	a) Number of International Locations	8 (including Subsidiaries)
	b) Number of National Locations	17 (Seventeen)
10	Markets served by the Company – Local/State/National/ International	Asia (including all over India), Europe, North America and South America

SECTION B

FINANCIAL DETAILS OF THE COMPANY

S. No	Financial Details of the Company	FY 2018-19 (₹ in Million)	FY 2017-18 (₹ in Million)
1	Paid up Capital	454	419
2	Total Turnover	23708	19969
3	Total profit after taxes	1606	1026
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Our total spend on CSR for FY2018-19 is 26.57 Million which is 2% of average net profits of the last 3 financial years (before taking impact of post-amalgamation profit)	
5	List of activities in which expenditure in 4 above has been incurred in the FY 2018-19	- Promoting Health Care & Sanitation - Promoting Women Empowerment, Education, Skilling, Empowerment of persons with disabilities, Eye Healthcare and Community Infrastructure Development Programme - Education and Vocational training	

SECTION C

OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	Yes
2	Do the Subsidiary Company/Companies participate in the (Business Responsibility) BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	The subsidiary companies are not required to comply with the Business Responsibility in initiatives as per the laws applicable to them.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? Less than 30% 30%-60% More than 60%	The company actively engages with its suppliers through its BR initiatives. Currently percentage of suppliers covered under this initiative is less than 30%

SECTION D

BR INFORMATION

1 Details of Director/Directors responsible for BR:

(a) Details of the Director responsible for implementation of the BR policy/policies

DIN 06573561

Name Mr. Sudhir Kashyap

Designation Executive Director & CEO

(b) Details of the BR Head

Particulars	Details
Name	Mr. Ajay Sancheti
Designation	Company Secretary & Compliance officer
Telephone number	0124-4698400
E-mail id	asancheti@mindacorporation.com

Principle 1
Business conduct and govern themselves with Ethics, Transparency and Accountability

Principle 2
Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Principle 3
Business should promote the wellbeing of all employees

Principle 4
Businesses should respect the interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and

Principle 5
Business should respect and promote human rights

Principle 6
Business should respect, protect and make efforts to restore the environment

Principle 7
Businesses when engaged in influencing public and regulatory policy should do so in a responsible manner

Principle 8
Business should support inclusive growth and equitable development

Principle 9
Business should engaged with and provide value to their customers and consumers in a responsible manner

2. Principle-wise Business Responsibility Policy/ Policies

S. No.	Questions	Principle (Yes / No)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Yes								
2	Has the policy being 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 being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	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 viewed online?	http://www.sparkminda.com at https://sparkminda.com/wp-content/uploads/2018/07/Business-Responsibility-Policy.pdf								
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 an internal or external agency?	Yes								

*The whistle blower policy, code of conduct, prevention of sexual harassment policy and Corporate Social Responsibility Policy are framed as per the requirements of the respective legislations of India.

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options):

- Not Applicable

3 Governance related to Business Responsibility

S. No	Particulars	
a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Regular monitoring is being done of BR initiatives and complete assessment is done on need basis and annually.
b)	Does the Company publish a BR or a Sustainability Report? What is the hyper-link for viewing this report? How frequently it is published?	Company has published Business Responsibility Report annually as part of the annual report. The same can be accessed at our website www.sparkminda.com at https://sparkminda.com/wp-content/uploads/2018/07/FY2018-Business-Responsibility-Report.pdf

SECTION-E

PRINCIPLE-WISE PERFORMANCE

Principle 1

1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No.	No.
	Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others	Our policy under this principle include : (a) Code of Conduct (b) Whistle Blower mechanism/policy (c) Business Responsibility Policy. While the above mentioned policies/codes are currently applicable to its subsidiaries but not applicable on joint-ventures/suppliers/ contractors. The company plans to extend the applicability of the same on the other entities going forward.
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	NIL complaints were received in the past Financial year 2018-19.

Principle 2

1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	The company is engaged in the manufacturing of Wiring Harnesses, Automotive Locks and Lock-Kits including spares. 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 company always take efforts for optimum utilization of natural resources
	a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?	Not Applicable
	b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Not Applicable
3	Does the company have procedures in place for sustainable sourcing (including transportation)?	Yes, The company has a procurement policy in place for purchase of goods and raw material. The company has identified the regional vendors for different components/materials based on QCDDS (Quality, Cost, Development, Deliver & Services) criteria.
	(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so	It is difficult to ascertain the percentage of inputs sourced from these suppliers accounting towards total inputs due to different kind of materials being used by the Company.
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes
	(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Localization is paramount to sourcing strategy and the company is procuring goods and services from local suppliers (regional) which include large ,mid size and small scale industries which meets our criteria of QCDDS.
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 10%). Also, provide details thereof, in about 50 words or so.	Considering the nature of business 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

1	Please indicate the Total number of employees	There were 2626 number of permanent employees as on 31st March 2019 in the company.
2	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	There were 10446 number of employees hired on contractual / temporarily as on 31st March 2019 in the company.
3	Please indicate the Number of permanent women employees.	There were 193 number of permanent female employees as on 31st March 2019.
4	Please indicate the Number of permanent employees with disabilities	There were 115 permanent employees with disabilities as on 31st March 2019.
5	Do you have an employee association that is recognized by management?	Yes, we have employee union in Murbad and Pithampur Plants
6	What percentage of your permanent employees is members of this recognized employee association?	5.30%
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	NIL

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/Forced labour/involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory Employment	NIL	NIL
4	What percentage of your under mentioned employees were given safety & skill up gradation training in the last year?		
a	Permanent Employees	95%	
b	Permanent Women Employees	96%	
c	Casual/Temporary/Contractual Employees	85%	
d	Employees with Disabilities	95%	

Principle 4

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 & marginalized stakeholders? Yes/No	Yes
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Yes, Spark Minda Foundation is working for Empowerment of Persons with Disability. Under a program Saksham, the foundation provides Accessible and Assistive Aid, facilitating PWDs for skilling and Employment. In Year 2018-19, the foundation has provided more than 1200 limbs to Persons with disability in Pune and Jammu & Kashmir in collaboration with Indian Army. The Company has also provided skill development support to more than 1500 youths in the states of Maharashtra, Tamilnadu, Uttar Pradesh, Uttrakhand and Haryana. The Company has also completed its commitment to create awareness for more than 3000 women on subject of menstrual hygiene, family planning and reproductive health as per commitment made to United Nations.

Principle-5

1	Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	The company has adopted Code of conduct & ethics and whistle blower policy along with Business responsibility policies. These policies are applicable to the Directors and employees of the company, the underline principles are communicated to vendors, suppliers and distributors and other key business associates of the Company, which they are expected to adhere to while dealing with the company. For the foreign subsidiaries, the code and policy is applicable in line with the requirement of the respective countries of operations.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	During the past financial year, the company has not received any complaint except certain requests for providing copies of annual reports etc. which were provided to the satisfaction of the stakeholders.

Principle-6

1	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others.	The Company continuously makes efforts to safeguard the environment. Steps are taken for optimal utilization of our resources in-lined with ISO-14001 standards requirement. The Company's environmental policy extend to its suppliers and all other stakeholders.
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 hyper-link for web-page etc.	Over the years there have been various initiatives undertaken to address global environmental issues. The emissions or waste generated by the Company are within the permissible limits specified by the Central Pollution Control Board (CPCB) and State pollution control Board (SPCB). The Business responsibility policy of the company specifies its approach towards protection of environment; the policy is applicable for all employees of the company and its subsidiaries.
3	Does the company identify and assess potential environmental risks? Y/N	Yes, environmental risk is covered in the company principles that are based on ISO 14001 standards. One risk is identified and steps are taken to measures and mitigate the risk.
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?	The Company continues to work towards development and implementation of climate change mitigation project mainly through energy saving projects across the company. However we do not have any registration of CDM projects. All the Units of the Company have filed environmental compliance reports as per the requirement of applicable environmental laws. In addition to this the Company runs the various programmes for environment protection such as Rooftop Solar Energy Generation, Plantation Drive, Water Conservation Drive.
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyper-link for web page etc	Covered under Board report which forms 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?	Yes
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.	NIL

Principle-7

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:	The company is member of : 1.Automotive Component Manufactures Association (ACMA) 2. Confederation of Indian Industries(CII) 3. Quality Circle Forum of India (QCFI)
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	No

Principle-8

1	Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, Company has a Corporate Social Responsibility Policy which derived its core value on various aspects as per the requirement of Companies Act 2013. The policy has been developed considering the requirement of Companies Act 2013 and our organization focus on international best practices as well. The Company undertakes purposeful activities for the welfare of the society through its subsidiary " Spark Minda Foundation" (Section 8 Company) which inter-alia includes the following : **A. Education and Livelihood Promotion** i) Dual System of Training Programme ii) Business Integrated Prison Programme The above programmes are being run in Uttar Pradesh, Tamilnadu, Uttrakhand, Haryana and Maharashtra **B. Empowerment of Person with Disability :** The Programme 'Saksham' is being run in Uttar Pradesh and Mahrashtra **C. Health & Well-being & safety Programme** This programme includes woman empowerment, Eye Healthcare Program, Blood Donation Programme and is being run in Uttar Pradesh, Tamilnadu, Uttrakhand, Haryana and Maharashtra. **D. Community Infrastructure** This Programme include Model School Development Program- digitization, sanitation, safe drinking water etc and the same is being run in Uttar Pradesh, Tamilnadu, Uttrakhand, Haryana and Maharashtra **E. Environment and Resource Protection** This programme includes the Solar Energy Generation, Plantation Drive, Water Conservation Drive and is being run both inside and outside the plant.
	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?	The programmes are undertaken either directly or through specialised agencies, NGO's and government departments. Taking up social upliftment programme, Minda Corporation Limited has set up a wire harness facility at Yerwada Central Prison (YCP), Pune. The company is manufacturing the products within the premises for its customer, Mahindra & Mahindra. The Company has also set-up a plant in Aurangabad for its customers Bajaj Auto Limited.

3	Have you done any impact assessment of your initiative?	Yes, we do structured assessment of our initiatives that have been undertaken. The company has positive feedback of its efforts from community and environment.
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken	See table below

S. No	Projects or Activities	Amount (₹ in Million)	Amount spent: Direct or through implementing agency
1	Promoting Women Empowerment	0.15	Direct
2	Kshatriya Maratha Samaj, Shrivardhan	0.75	Direct
3	Education, Skilling, Empowerment of the persons with disabilities, Women Empowerment, Eye Healthcare and Community Infrastructure Development Programme	13.80	Through Implementing Agency i.e. Spark Minda Foundation, wholly owned subsidiary of Minda Corporation Limited registered U/s 8 of the Companies Act, 2013
	Total	14.70*	-

* The above contribution of ₹14.70 Mn on CSR is before giving impact of amalgamation

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.	Yes, the company regularly monitors the projects to ensures that they are adopted and continued and sustain within communities beyond our interactions.

Principle-9

1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	As on the end of FY 18-19, no customer complaints are pending and also no consumer cases are pending.
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)	No
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	Yes, our company carry-out the consumer survey and also have direct interaction with the mechanics and retailers for aftermarket division. It enables the Company to meet the expectations of its customers in the market and also create awareness about the product range of the Company for prospective customers and retailers. The Company obtains the customer feedback directly on regular basis to identify the areas of concerns. Accordingly corrective measures have been planned and implemented. The Company is also planning for a cross functional survey for business partners in the aftermarket to take feedback regarding quality of products, quality of services and timely supplies.

INDEPENDENT AUDITOR'S REPORT

To the Members of Minda Corporation Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of Minda Corporation Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2019, 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 which are included the Financial Information of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) (together referred to as 'transferor companies"), now a division of the Company for the year ended on that date, consequent to its amalgamation with the Company which has been approved by National Company Law Tribunal ('NCLT') vide it order dated 19 July 2019. The Financial Information of Minda Management Services Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) were audited by other auditors (division/component auditor), as referred in the 'Other Matter' section below.

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 (division/component auditors) on the Financial Information of the transferor companies referred to in the 'Other Matter' section below, and read together with 'Emphasis of Matter' section below, 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 2019, 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.

Emphasis of matter

We draw attention to note 2.46 to the Standalone Financial Statements. As referred to in the said note, the Standalone Financial Statements of the Company for the year ended 31 March 2019 were earlier approved by the Board of Directors at their meeting held on 28 May 2019 and the Scheme of Amalgamation ("Scheme") of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) with the Company was subject to approval of the respective shareholders and creditors of the Company and transferor companies, National Company Law Tribunal("NCLT") and Statutory and Regulatory Authorities, as applicable. Those financial statements were audited by us and our report dated 28 May 2019, addressed to the Members of the Company, expressed an unqualified opinion on those financial statements.

Pursuant to the Scheme approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company without any consideration. Consequently, the aforesaid Standalone Financial Statements are revised by the Company to give effect to the said Scheme of Amalgamation. This being a common control business combination under Ind AS 103 "Business Combination", the same has been accounted for with effect from the beginning of the preceding period and comparatives have been re-presented after giving the effect of the Scheme.

Our procedures on subsequent events are restricted solely to give effect of the said Scheme of Amalgamation in the financial statements as described in note 2.46 to the Standalone Financial Statements. 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 Standalone Financial Statements of the current year. 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.

Description of Key Audit Matters

1) **Revenue recognition**

See note 2 (C)(ii) to the Standalone Financial statements

The key audit matter	How the matter was addressed in our audit
As disclosed in Note 2.28, the Company's revenue from operations for the year ended 31 March 2019 was INR 23,708 million. As revenue is qualitatively significant to the Standalone Statement of Profit and Loss and is one of key performance indicators of the Company, there may be risks of material misstatements related to revenue recognition due to which the completeness, existence and accuracy of revenue recognition is identified as a key audit matter.	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: - Obtaining an understanding of and assessing the design, implementation and operating effectiveness of Management's key internal controls in relation to revenue recognition; - On a sample basis, making selections from sales entries and tracing to their contracts, invoices, delivery challans and goods outward register; - Trade receivables outstanding at the year end. Selecting a sample of trade receivables and assessing their recoverability with reference to post year end cash receipts; - Selecting a sample of transactions recorded during the year and assessing whether revenue has been recognised in the correct period with reference to supporting invoices, terms and conditions with customers and cash receipts; - Assessing the appropriateness of unbilled revenue at the year end with reference to post year end billings and cash receipts; and - Performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation to assess whether the revenue was recognized in the correct period.

2) **Evaluation of impairment indicators in investments in subsidiaries, associate and joint ventures**

See note 2.3 to the Standalone Financial statements for investments in subsidiaries, associate and joint ventures

The key audit matter	How the matter was addressed in our audit
Investment in subsidiaries, associate and joint ventures The Company carries its investments in subsidiaries, associate and joint ventures at cost at an aggregate amount of INR 3,512 million as at 31 March 2019. The amount being significant to the standalone financial statements, the determination of impairment charge required the application of significant judgments by management, in particular with respect to determination of recoverable/fair value amount of these investments which in aggregate is significant to the standalone financial statements.	- Tests of details: Compared the carrying amount of 100% of investments with audited financial statements of investee companies to identify whether their net assets, being an approximation of their minimum recoverable amount, were in excess of their carrying amount; - Obtained and reviewed recoverable amount as determined by the management for each instrument; and - Verified the method of determining recoverable amount and key assumptions used therein through historical information, approved budget, growth rate used to extrapolate revenue, discount rate and any other relevant information, as applicable.

3) Accounting for Business Combination

See note 2.46 to the Standalone Financial statements

The key audit matter	How the matter was addressed in our audit
Subsequent to the year end, the National Company Law Tribunal, New Delhi ('NCLT') approved the amalgamation of Company's subsidiaries, Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly El Labs India Private Limited) with the Company with effect from the appointed date, i.e., 1 April 2018. We identified the accounting of the business combination as a key audit matter because the accounting of such arrangement is complex and involves judgement and assumptions used in determining the accounting thereof.	With respect to the accounting treatment for Business Combination, we have performed the following procedures: - Obtained and examined the Scheme of Amalgamation; - Obtained accounting analysis of the Business Combination from Management and reviewed the same in light of the Company's accounting policies and applicable accounting standards; - Performed audit procedures on accounting of the transaction as per applicable accounting standard; and - Assessed the appropriateness and adequacy of the related disclosures in the Standalone Financial Statements.

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 auditor's 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 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 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 the 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, 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 Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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 made by Management.
- Conclude on the appropriateness of Management's 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 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of such divisions to express an opinion on the Standalone Financial Statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such divisions. For the other divisions included in the Standalone Financial Statements, which have been audited by other auditors (division/ component auditor), 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 (division/ component auditor) referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

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 auditor's 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

The Standalone Financial Statements include the financial information of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) consequent to its amalgamation with the Company with the appointed date of 1 April 2018 (refer note 2.46 to the Standalone Financial Statements). We did not audit the financial information of Minda Management Services Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited), included in the Standalone Financial Statements of the Company, whose financial information reflect total assets of INR 261 million and INR 49 million and net assets of INR 177 million and INR (14) million as at 31 March 2019 and 31 March 2018 respectively and total revenue of INR 399 million and INR 34 million and net cash inflows of INR 24 million and INR 2 million for the year ended 31 March 2019 and 31 March 2018 respectively which has been adjusted for the amalgamation for the year ended 31 March 2019 and 31 March 2018. This financial information has been audited by other auditors (division/component 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 and disclosures included in respect of these divisions, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid divisions, is based solely on the audit reports of the other auditors.

Our opinion on the Standalone Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors (division/component auditors).

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, based on our comments and in terms of the comments in the report of the other auditors (division/component auditors) in respect of the divisions referred in the 'Other Matter' section above, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

   (A) (As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors (division/component auditors) on financial information of such divisions as were audited by other auditor (division/component auditors), as noted in the 'Other Matters' paragraph, 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 and the reports of the other auditor (division/component auditors).

c) The report on the financial information of the divisions audited by the other auditors (division/component auditors) referred in the 'Other Matter' section above has been sent to us and has been properly dealt with by us in preparing this report.

d) 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.

e) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.

f) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

g) With respect to the adequacy of the internal financial controls with reference to 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 Auditor's 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 and based on the considerations of the reports of the other auditor (division/component auditors) on financial information of the divisions, as noted in the 'Other Matter' paragraph :

i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its Financial position in its Standalone Financial Statements - Refer Note 2.36 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 were no amounts which were 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 2019.

(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, 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

Shashank Agarwal
Partner
Membership number: 095109
UDIN: 19095109AAAADO6336

Place: Gurugram

Date: 28 May 2019 [12 August 2019, as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure A referred to in our Independent Auditor's Report to the members of Minda Corporation Limited on the Standalone Financial Statements for the year ended 31 March 2019.

(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).

(b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all fixed assets (property, plant and equipment) are verified over the period one to three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets have been physically verified by the management during the current year. As informed to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the freehold immovable properties and lease deed of leasehold properties are held in the name of the Company, except for the following properties which are which are held in name of erstwhile subsidiaries companies which have now been merged:

Type of Immovable Property	Location of Immovable Property	Gross block as on 31 March 2019 (₹ in million)	Net block as on 31 March 2019 (₹ in million)	Existing name in title deed
Freehold land	Kakkalur, Chennai	0.32	0.32	Minda SAI Limited
Buildings	Kakkalur, Chennai	32.82	28.83	Minda SAI Limited
Leasehold land	Kakkalur, Chennai	23.24	22.71	Minda SAI Limited
Freehold land	Greater Noida, Uttar Pradesh	16.10	16.10	Minda SAI Limited
Freehold land	Murbad, Mumbai	2.97	2.97	Minda SAI Limited
Buildings	Murbad, Mumbai	76.19	63.37	Minda SAI Limited
Leasehold land	Haridwar, Uttrakhand	16.64	16.03	Minda SAI Limited
Buildings	Haridwar, Uttrakhand	27.88	26.59	Minda SAI Limited
Leasehold land	Pithampur, Madhya Pradesh	0.50	0.30	Minda SAI Limited
Buildings	Pithampur, Madhya Pradesh	63.16	58.34	Minda SAI Limited
Buildings	Pune, Maharashtra	11.99	(0.00)	Minda SAI Limited
Buildings	Noida, Uttar Pradesh	2.29	0.11	Minda SAI Limited
Freehold Land	Bawal, Haryana	18.43	18.43	Minda Autoelektrik Limited
Building	Bawal, Haryana	103.61	95.87	Minda Autoelektrik Limited

(ii) According to the information and explanations given to us, the inventories, except good-in-transit and stock lying with third parties, have been physically verified by the management at the year end. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and nature of its business. For stocks lying with third parties as at the year-end, written confirmation have been obtained. As informed to us, the discrepancies noticed on comparison of physical verification of inventories with book records were not material.

(iii) According to the information and explanations given to us, the Company has granted loans to two other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'):

a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the other parties listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company;

b) In case of the loans granted to the other parties listed in the register maintained under Section 189 of the Act, the borrower has been regular in the repayment of the principal and payment of interest on such loans as and when demanded by the Company as stipulated;

c) There are no overdue amounts in respect of the loans granted to the other parties listed in the register maintained under Section 189 of the Act. Accordingly, para 3 (iii) (c) of the Order is not applicable.

According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies and firms covered in the register maintained under section 189 of the Act. As informed to us, there are no limited liability partnerships covered in the register maintained under section 189 of the Act.

(iv) According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security made.

(v) As per 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 or any other relevant provisions of the Act and the rules framed there under. Accordingly, para 3(v) of the Order is not applicable.

(vi) The Central Government has prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for certain activities carried out by the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(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, Goods and Services Tax ('GST'), Duty of customs and other material statutory dues have been regularly deposited during the year by the Company 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, GST, Service tax, Duty of excise, Sales tax, Value added tax, Duty of customs and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

Also refer note 2.36, wherein, it is explained that on account of the uncertainty with respect to the applicability of the Hon'ble Supreme Court Judgement on the provident fund matter, management has not recognised and deposited any additional provident fund amount with respect to the previous years.

(b) According to the information and explanations given to us, there are no dues in respect of Income tax, GST, Sales-tax, Service tax, Duty of custom, Duty of excise and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the Statute	Nature of dues	Financial year to which amount relates	Forum where dispute is pending	Amount (₹ in million)	Amount paid under protest (₹ in million)
Central Sales Tax Act, 1959	Sales tax	2012-13	Commissioner of Income tax	4.02	0.23
Central Sales Tax Act, 1959	Sales tax	2012-13	Commissioner of Income tax	0.51	0.04
Central Sales Tax Act, 1959	Sales tax	2011-12	Joint Commissioner of Commercial Tax (Appeal)	0.89	0.89
Central Sales Tax Act, 1959	Sales tax	2015-16	Additional Commissioner of Commercial Tax (Appeal)	0.13	0.13
Central Sales Tax Act, 1959	Sales tax	2012-13	Deputy Commissioner of Commercial Tax (Appeal)	0.51	0.51
Tamil Nadu General Sales Tax Act, 1956	Value Added Tax	2006-10	Commercial tax officer (CTO) Range officer, Kakkalur	0.98	-
Maharashtra Value Added Tax, 2002	Value Added Tax	2016-17	Assistant Commissioner	0.23	0.23
Maharashtra Value Added Tax, 2002	Value Added Tax	2014-15	Deputy Commissioner of Sales Tax	2.33	2.33
Finance Act, 1994	Service tax	2016-18	Assistant Commissioner, Central excise	0.60	-
Finance Act, 1994	Service tax	2009-15	Assistant Commissioner, GST & Central Excise	1.22	1.22
Central Excise Act, 1944	Excise duty	2011-12 2013-15	Excise Deputy Commissioner Pithampur	0.16	0.16
Central Excise Act, 1944	Excise duty	2010-11	Tribunal	0.21	0.21
Central Excise Act, 1944	Excise duty	2011-12	Commissioner-Noida	0.03	0.03
Central Excise Act, 1944	Excise duty	2013-18	Deputy Director	3.53	3.53
Customs Act, 1962	Custom Duty	2018-19	Commissioner (Appeals) Customs	1.00	-
Income Tax Act, 1961	Income tax	2000-03	High court	2.42	-
Income Tax Act, 1961	Income tax	2007-08	High court	0.40	-
Income Tax Act, 1961	Income tax	2007-09	Income tax Appellate Tribunal (ITAT)	2.60	-

(viii) According to the information and explanations given to us, there is no default existing at the balance sheet date in repayment of loans or borrowings to banks and a financial institution. The Company did not have any loans or borrowings from government and outstanding dues to any debenture holder during the year.

(ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, during the current year, the Company has raised money by way of Qualified Institutional Placement (QIP). The proceeds from QIP is INR 3,056.36 million. The proceeds of the issue (net of related expense of INR 50.50 million) are to augment for growth and expansion, corporate general purpose, working capital requirement, repayment of outstanding loan, investment in subsidiaries and joint ventures. The proceeds of INR 3,056.36 million pending utilisation for the objects of QIP, have temporarily been invested in interest bearing liquid instrument.

Further, the Company did not raise any money by way of further public offer (including debt instruments) during the year.

(x) According to the information and explanations given to us, no fraud by the Company and neither any fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the 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 explanation given to us and on the basis of our examination of the records of the Company, all the transactions with related parties are in compliance with the provisions of Section 177 and 188 of the Act where applicable and details of such transactions 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 year.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or person 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.

***For* B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/ W-100022

Shashank Agarwal
Partner
Membership number: 095109
Place: Gurugram UDIN: 19095109AAAADO6336
Date: 28 May 2019 [12 August 2019, as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure B to the Independent Auditor's report on the Standalone Financial Statements of Minda Corporation Limited for the year ended 31 March 2019

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 1 (A) (g) 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 Corporation Limited ("the Company") as of 31 March 2019 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 2019, 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's 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 and the audit evidence obtained by the other auditors (division/component auditors) of the relevant division in terms of their report referred to in the Other Matter paragraph below, 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 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 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 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.

Other Matter

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 Standalone Financial Statements insofar as it relates to such divisions, is based on the corresponding reports of the auditors (division/component auditors) of such divisions. Our opinion is not qualified in respect of this matter.

***For* B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/ W-100022

Shashank Agarwal
Partner
Membership number: 095109
UDIN: 19095109AAAADO6336

Place: Gurugram
Date: 28 May 2019 [12 August 2019, as to effect the matters discussed under 'Emphasis of Matter' section above]

Standalone Balance Sheet
as at 31 March 2019

(₹ in million)

	Note	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
ASSETS			
Non-current assets			
Property, plant and equipment	2.1	4,095	3,756
Capital work-in progress	2.1	146	113
Goodwill	2.2	204	204
Other intangible assets	2.2	152	178
Financial assets			
i. Investments	2.3	3,525	3,104
ii. Loans	2.4	203	192
iii. Other financial assets	2.5	221	66
Deferred tax assets (net)	2.19	-	170
Income tax assets	2.6	48	62
Other non-current assets	2.7	39	95
		8,633	**7,940**
Current assets			
Inventories	2.8	2,533	1,941
Financial assets			
i. Trade receivables	2.9	4,478	4,219
ii. Cash and cash equivalents	2.10	63	91
iii. Other bank balances	2.11	3,157	6
iv. Loans	2.12	238	516
v. Other financial assets	2.13	280	105
Other current assets	2.14	442	352
		11,191	**7,230**
TOTAL		**19,824**	**15,170**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	2.15	454	419
Other equity	2.16	10,918	6,465
		11,372	**6,884**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
i Borrowings	2.17	911	1,096
ii Other financial liabilities	2.18	12	18
Deferred tax liabilities (Net)	2.19	163	224
Provisions	2.20	150	163
Other non-current liabilities	2.21	30	55
		1,266	**1,556**
Current liabilities			
Financial Liabilities			
i. Borrowings	2.22	2,462	2,477
ii. Trade payables	2.23		
- Total dues of micro and small enterprises		62	109
- Total dues of creditors other than micro and small enterprises		3,313	2,865
iii. Other financial liabilities	2.24	885	929
Other current liabilities	2.25	317	192
Provisions	2.26	91	70
Current tax liabilities	2.27	56	88
		7,186	**6,730**
TOTAL		**19,824**	**15,170**
Significant accounting policies	1		

The accompanying notes 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
Firm registration number: 101248W/W-100022

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

Shashank Agarwal
Partner
Membership No.: 095109

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Place : Gurugram
Date : 12 August 2019

Statement of Standalone Profit and Loss

for the year ended 31 March 2019

(₹ in million)

	Note	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Income			
Revenue from operations	2.28	23,708	19,969
Other income	2.29	410	163
Total income		**24,118**	**20,132**
Expenses			
Cost of materials consumed	2.30	14,560	12,070
Purchases of stock-in-trade		568	402
Changes in inventories of finished goods, stock-in-trade and work-in-progress	2.31	(425)	(242)
Excise duty on sales		-	415
Employee benefits expense	2.32	3,408	2,916
Finance costs	2.33	344	243
Depreciation and amortisation expense	2.1 , 2.2	615	490
Other expenses	2.34	2,810	2,358
Total expenses		**21,880**	**18,652**
Profit before tax and exceptional items		**2,238**	**1,480**
Exceptional items (refer to note 2.47)		43	-
Profit before tax		**2,281**	**1,480**
Current tax	2.19	648	403
Tax expense for earlier years	2.19	(20)	-
Deferred tax charge	2.19	47	51
Profit for the year		**1,606**	**1,026**
Other comprehensive income			
Item that will not be reclassified subsequent to profit or loss			
Remeasurement of defined benefit liabilities		(10)	7
Income tax relating to items that will not be reclassified to profit or loss		3	(1)
Net other comprehensive income not to be reclassified subsequently to profit or loss		**(7)**	**6**
Total comprehensive income for the year		**1,599**	**1,032**
Earnings per equity share of ₹ 2 per share	2.16.2		
Earnings per share (₹) (Basic)		7.15	4.90
Earnings per share (₹) (Diluted)		7.15	4.90
Significant accounting policies	1		

The accompanying notes 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
Firm registration number: 101248W/W-100022

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

Shashank Agarwal
Partner
Membership No.: 095109

Ashok Minda
Chairman and Group CEO
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Sudhir Kashyap
Executive Director and CEO
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Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Place : Gurugram
Date : 12 August 2019

Standalone Statement of Changes in Equity

for the year ended 31 March 2019

A. Equity share capital

(₹ in million)

Particulars	Amount
Balance as at 1 April 2018	419
Changes in equity share capital during the year	35
Balance as at 31 March 2019	**454**

B. Other equity

(₹ in million)

	Reserves and surplus (1)							Items of Other Comprehensive Income (2)	Total
	Capital redemption reserve	Capital reserve	Securities premium reserve	General reserve	Employee stock compensation option outstanding	Equity component of compound financial instrument - Cumulative redeemable preference share	Retained earnings	Remeasurement of defined benefit obligations	
Balance as at 1 April 2017	-	460	1,115	342	2	89	3,590	-	5,597
Profit for the year	-	-	-	-	-	-	1,026	-	1,026
Other comprehensive income	-	-	-	-	-	-	-	6	6
Total comprehensive income for the year	-	-	-	-	-	-	1,026	6	1,032
Transfer to capital redemption reserve	192	-	-	-	-	-	(192)	-	-
Transfer to general reserve	-	-	-	70	-	-	(70)	-	-
Remeasurement of defined benefit liability/(asset)	-	-	-	-	-	-	6	(6)	-
Equity component of compound financial instrument - Cumulative redeemable preference share	-	-	-	-	-	(42)	-	-	(42)
Interim dividend	-	-	-	-	-	-	(53)	-	(53)
Final dividend	-	-	-	-	-	-	(89)	-	(89)
Tax on final dividend	-	-	-	-	-	-	-	-	-
Employee stock compensation expense	-	-	-	-	19	-	-	-	19
Balance as at 31 March 2018 Re-presented (refer note 2.46)	192	460	1,115	412	21	47	4,218	-	6,465
Balance as at 1 April 2018 Re-presented (refer note 2.46)	192	460	1,115	412	21	47	4,218	-	6,465
Profit for the year	-	-	-	-	-	-	1,606	-	1,606
Other comprehensive income	-	-	-	-	-	-	-	(7)	-7
Total comprehensive income for the year	-	-	-	-	-	-	1,606	(7)	1,599
Transfer to general reserve	-	-	-	106	-	-	(106)	-	-
Remeasurement of defined benefit liability/(asset)	-	-	-	-	-	-	(7)	7	-
Premium on issue of shares - QIP	-	-	3,021	-	-	-	-	-	3,021
Interim dividend	-	-	-	-	-	-	(68)	-	(68)
Tax on interim dividend	-	-	-	-	-	-	-	-	-
Final dividend	-	-	-	-	-	-	(115)	-	(115)
Tax on final dividend	-	-	-	-	-	-	-	-	-
Employee stock compensation expense	-	-	-	-	16	-	-	-	16
Balance as at 31 March 2019	**192**	**460**	**4,136**	**518**	**37**	**47**	**5,528**	**-**	**10,918**

Notes:

(1) During the year ended 31 March 2019 and 31 March 2018, the Company has paid dividend to its shareholders. This has resulted in payment of Dividend Distribution Tax (DDT) to the taxation authorities. The Company believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.

(2) Refer note 2.16.3 for nature and purpose of other equity.

The accompanying notes 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
Firm registration number: 101248W/W-100022

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

Shashank Agarwal
Partner
Membership No.: 095109

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Place : Gurugram
Date : 12 August 2019

Standalone Statement of Cash Flow

for the year ended 31 March 2019

(₹ in million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
A. Cash flow from operating activities		
Net profit before taxation	**2,238**	**1,480**
Adjustments for:		
Depreciation and amortisation expense	615	490
Provision for doubtful trade receivables	8	-
Interest expense	308	232
Loss on sale / discard of fixed assets	9	19
Warranty expenses	14	15
Unrealised foreign exchange gain/ (loss) (including mark to market on forward contracts)	13	(7)
Interest income	(275)	(44)
Dividend income	(79)	(38)
Liabilities / provision no longer required written back	(23)	(42)
Financial assistance fees	(11)	(12)
Employees stock compensation expense	17	16
	2,834	**2,109**
Adjustments for:		
Increase in trade receivables	(280)	(1,177)
Increase in inventories	(592)	(533)
Decrease/ (increase) in loans, other financial assets and other assets	101	(451)
Increase in other financial liabilities and other liabilities	48	843
(Decrease)/increase in other provision	(14)	25
Increase in trade payables	400	12
Cash generated from operations	**2,497**	**828**
Income tax paid	(584)	(395)
Net cash generated from operating activities (A)	**1,913**	**433**
B. Cash flows from investing activities		
Purchase of fixed assets	(1,084)	(2,843)
Sale of fixed assets	116	1,521
Dividend received	79	38
Investment in subsidiaries	(602)	(19)
Disposal of interest in Joint Venture	240	-
Investment made in bank deposits (held for initial maturity of more than 3 months or more) (net)	(3,151)	(1)
Acquisition of business undertaking	-	(70)
Interest received	78	97
Net cash used in investing activities (B)	**(4,324)**	**(1,277)**
C. Cash flows from financing activities #		
Payment of dividend (including dividend distribution tax)	(183)	(142)
Redemption of preference shares	-	(192)
Fund raised through Qualified Institutional Placement (QIP)	3,056	-
Proceeds from/ (repayment) of short term borrowings (net)	(15)	1,058
Proceeds from/ (repayment) of long term borrowings (net)	(170)	350
Interest paid	(305)	(232)
Net cash generated from financing activities (C)	**2,383**	**842**
Net increase / (decrease) in cash and cash equivalents (A + B + C)	**(28)**	**(2)**
Cash and cash equivalents at the beginning of the year	**91**	**93**
Cash and cash equivalents at the end of the year	**63**	**91**

Standalone Statement of Cash Flow

for the year ended 31 March 2019

Notes to Cash Flow Statement:

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financial activities:

Movement in current and non current borrowings

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Opening balance	**4,125**	**2,717**
Cash flow during the year	(185)	1,408
Closing balance	**3,940**	**4,125**

*includes current maturities of non-current borrowings and interest accrued thereon, Refer note 2.17, 2.21, 2.22

1. The above Standalone Statement of Cash Flow has been prepared under the indirect method set out in Ind-AS 7 "Statement of Cash Flow" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Cash and cash equivalents consists of cash in hand and balances with scheduled banks. Refer note 2.10

Significant accounting policies 1

The accompanying notes 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
Firm registration number: 101248W/W-100022

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

Shashank Agarwal
Partner
Membership No.: 095109

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Place : Gurugram
Date : 12 August 2019

Notes to the standalone financial statements

for the year ended 31 March 2019

1. Reporting entity

Minda Corporation Limited (the 'Company') is a company domiciled in India, with its registered office situated at A-15, Phase -1 Ashok Vihar, Delhi - 110052. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India (NSE). The Company is primarily involved in manufacturing of Automobile Components and Parts thereof.

Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly El Labs India Private Limited) (together referred to as "transferor companies"), into Minda Corporation Limited ("Transferee Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company without any consideration. Consequently, the Standalone Financial Statements for the year ended 31 March 2019 which were earlier approved by Board of Directors at their meeting held on 28 May 2019 have been revised only to give effect to the aforesaid Scheme of Amalgamation. Refer note 2.46 for detailed information on accounting of amalgamation.

2. Significant accounting policies

A. Basis of preparation

(i) Statement of compliance

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of Companies Act, 2013 (the 'Act'), read with Companies (Indian Accounting Standards) Rules as amended from time to time and other relevant provisions of the Act..

Effective 1 April 2016, the Company transitioned to Ind AS while the Financial Statements were being prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (previous GAAP) till 31 March 2017 and the transition was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards". While carrying out transition, in addition to the mandatory exemptions, the Company had elected to certain exemption which are listed as below:

(a) Deemed cost exemption on Property, Plant and Equipment

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(b) Investment in subsidiaries, joint ventures and associate

As per the requirements of Ind AS 27 and Ind AS 28, Company has opted to record its equity investment in subsidiaries, joint ventures and associate at cost. Ind AS 101 provides that while measuring investment at cost, an entity shall measure that investment at one of the following amounts in its separate opening Ind AS Balance Sheet:

(i) cost determined in accordance with Ind AS 27 and Ind AS 28; or

(ii) deemed cost. The deemed cost of such an investment shall be its

(a) fair value at the entity's date of transition to Ind ASs in its Separate Financial Statements; or

(b) previous GAAP carrying amount at that date.

Accordingly, Company has opted to record its investment in subsidiaries, joint ventures and associate at previous GAAP carrying amount at transition date.

(c) Leases:

Ind AS 101 permits that if there is any land lease newly classified as finance lease then the first time adopter may recognise assets and liability at fair value on that date; and any difference between those fair values is recognized in retained earnings.

Company has therefore classified land leases with multi decade lease periods as finance lease as on transition date.

(ii) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (₹). All amounts have been rounded-off to the nearest million Rupees unless otherwise indicated. Further, at some places '-' are also put up to values below ₹ 500,000 to make financials in round off to Rupees in millions.

(iii) Basis of measurement

These Standalone Financial Statements have been prepared on a historical cost basis, except for the following items which have been measured at fair value or revalued amount:

Items	Measurement Basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Liabilities for equity-settled share-based payment Arrangements	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

(iv) Use of estimates and judgement

In preparation of these standalone financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes.

Assumptions and estimation uncertainties

- Recognition and estimation of tax expense including deferred tax– Note 2.19
- Assessment of useful life of property, plant and equipment and intangible asset – Note 2.1, 2.2
- Estimation of obligations relating to employee benefits: key actuarial assumptions –Note 2.20.2
- Valuation of Inventories – Note 2.8
- Share based payments – Note 2.40
- Recognition and measurement of provisions and contingency: Key assumption about the likelihood and magnitude of an outflow of resources – Note 2.36
- Fair value measurement – Note 2.48
- leases: whether an arrangement contains a lease – point xvi (i)
- lease classification – Note 2.37

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Where the normal operating cycle cannot be identified, it is assumed to have a duration of twelve months.

(v) Measurement of fair values

A number of accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee

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.

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 Note 2.48 – Financial instruments.

B. Changes in significant accounting policies

The Company has initially applied Ind AS 115 from 1 April 2018.

Due to the transition methods chosen by the company in applying the above standard, comparative information throughout these Standalone Financial Statements has not been restated to reflect the requirements of the new standard.

There is no significant impact of transition from Ind AS 18 to Ind AS 115 in recognizing revenue by the Company.

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaced Ind AS 18 Revenue Recognition, Ind AS 11 Construction Contracts and related interpretations. Under Ind AS 115, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control - at a point in time or over time - requires judgment.

The Company has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognized at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for 2017-18 has not been restated - i.e. it is presented, as previously reported, under Ind AS 18, Ind AS 11 and related interpretations. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

C. Summary of significant accounting policies

i) Foreign currency transactions and translations

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of transactions and monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, are translated at the balance sheet date exchange rates. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the balance sheet date exchange rates are generally recognised in statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments (other than investment in subsidiaries and joint ventures) held at fair value through profit or loss are recognized in statement of profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments (other than investment in subsidiaries and joint ventures) classified as FVOCI are recognized in other comprehensive income.

The derivative financial instruments such as forward exchange contracts to hedge its risk associated with foreign currency fluctuation are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to the statement of profit or loss.

ii) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/ Goods and Services Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

Effective 1 April 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the Standalone Statement of Profit and Loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 1.2.C (ii) – Significant accounting policies – Revenue recognition in the Annual report of the Company for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the Standalone Financial Statements of the Company is insignificant.

Sale of goods

The Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition:

a) The Company's contracts with customers could include promises to transfer products to a customer. The Company assesses the products promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

b) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

c) The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

d) The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Export benefits

Export incentive entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made, and where there is no uncertainty regarding the ultimate collection of the relevant export proceeds.

Other operating income

Service income including job work income is recognized as per the terms of contracts with customers when the related services are rendered. Income from royalty, technical know-how arrangements is recognized on an accrual basis in accordance with the terms of the relevant agreement.

Dividend and interest income

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized using the effective interest method.

iii) Property, plant and equipment

(a) Recognition and measurement

Item of property, plant and equipment are carried at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, import duties and non-refundable purchase taxes, duties or levies, after deducting trade discounts and rebates, any other directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and removing the items and restoring the site on which it is located. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 2.1 regarding significant accounting judgements, estimates and assumptions.

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.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is derecognized.

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.

A property, plant and equipment is eliminated from the Standalone Financial Statements on disposal or when no further benefit is expected from its use and disposal. Assets retired from active use and held for disposal are generally stated at the lower of their net book value and net realizable value. Any gain or losses arising disposal of property, plant and equipment is recognized in the Standalone Statement of Profit and Loss.

Once classified as held-for-sale, property, plant and equipment are no longer depreciated.

Gains or losses arising from de-recognition of property, plant and equipment 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 when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advance paid towards the acquisition of fixed assets are shown under non-current asset and tangible fixed assets under construction are disclosed as capital work-in-progress. Capital work in progress includes cost of assets at site, direct and indirect expenditure incidental to construction and interest on the funds deployed for construction.

(b) Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The costs of the day to day servicing of property, plant and equipment are recognised in the standalone statement of profit and loss as incurred.

(c) Depreciation

Depreciation on property, plant and equipment is provided on the straight-line method at the rates reflective of the estimated useful life of the assets estimated by the management.

The identified components are depreciated over their useful life, the remaining asset is depreciated over the life of the principal asset. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold land is amortized on a straight line basis over the period of the lease

The Company has used the following rates to provide depreciation which coincides with the rates indicated in Schedule II of the Act on its property, plant and equipment, except for Non – commercial vehicles

Asset category	Useful lives estimated by the management (years)
Factory Buildings	30 years
Plant and Machinery	5 – 15 years
Electrical Installations	10 years
Office Equipment	5 years
Furniture & Fixtures	10 years
Computer hardware	3 years

The management has estimated, supported by independent assessment by technical experts, professionals, the useful life of vehicles as 4 years which is lower than those indicated in Schedule II.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

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).

iv) Intangible Asset

a) Recognition and measurement

The useful lives of intangible assets are assessed as either finite or indefinite

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made prospective basis.

b) Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

c) Amortisation

The intangible assets are amortised over the period of five years, which in the management's view represent the economic useful life. Amortisation expense is charged on a pro-rata basis for assets purchased during the year. The amortization period and the amortization method for an intangible asset are reviewed at the end of each reporting period.

- **Software:** Software purchased by the Company are amortized on a straight-line basis in five years.

v) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or development of qualifying assets are capitalized. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Other borrowing costs are recognized as an expense in the standalone statement of profit and loss in the year in which they are incurred.

vi) Inventories

Inventories which includes raw materials, components, stores, work in progress, finished goods and spares are valued at lower of cost and net realizable value. However, raw materials, components and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost or 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 basis of determination of cost for various categories of inventory is as follows:

Raw materials, components and stores and spares and stock in trade	:	Cost is determined on weighted average basis.
Finished goods	:	Material cost plus appropriate share of labour and production overheads. Cost of finished goods includes excise duty, wherever applicable.
Work in progress	:	Material cost plus appropriate share of the labour and production overheads depending upon the stage of completion, wherever applicable.
Tools, moulds and dies	:	Material cost plus appropriate share of the labour and production overheads, depending upon the stage of completion and includes excise duty, wherever applicable.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realizable value is made on an item-by-item basis.

vii) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

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.

An asset's recoverable amount is the higher of an individual asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are 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 asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses, if any, are recognized in the Standalone Statement of Profit and Loss. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

In regard to assets for which impairment loss has been recognized in prior period, 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 amortization, if no impairment loss had been recognized.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Standalone Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

viii) Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

ix) Research and Development

Revenue expenditure on research is expensed off under the respective heads of account in the year in which it is incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses, if any. Property, plant and equipment used for research and development are depreciated in accordance with the Company's policy as stated above. Expenditure incurred at development phase, where it is reasonably certain that outcome of development will be commercially exploited to yield economic benefits to the Company, is considered as an intangible asset and amortized over the estimated life of the assets.

x) Corporate Social Responsibility ("CSR") expenditure:

CSR expenditure incurred by the Company is charged to the Standalone Statement of the Profit and Loss.

xi) Recognition of interest expense

Interest expense is recognized using effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to:

- the amortized cost of the financial liability.
- In calculating interest expense, the effective interest rate is applied to the amortized cost of the liability.

xii) Government Grant and Subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all the attached conditions.

Government grant relating to income are deferred and recognised in the standalone statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income other than export benefits which are accounted for in the year of export based on eligibility and there is no uncertainty in receiving the same.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the standalone statement of profit and loss on a straight line basis over the expected lives of the related assets and presented within income.

When the Company receives grants of non-monetary assets, the asset 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 i.e. by equal annual instalments.

xiii) Cash dividend and non-cash distribution to equity holders of the parent

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

xiv) Employee Benefits

Short – term employee benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the standalone statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plan:

Provident fund: Eligible employees of the Indian entities receive benefits from the provident fund, which is a defined contribution plan. Both the employees and the Indian entity make monthly contributions to the provident fund (with Regional Provident Fund Commissioner) equal to specified percentage of the covered employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions.

Eligible employees of certain overseas entities receive benefits from the social security contribution plans, which is a defined contribution plan. These entities have no further obligations under the plan beyond its monthly contributions.

Defined benefit plan:

Gratuity: The Indian entities provide for gratuity, a defined benefit retirement Plan (the "Gratuity Plan") covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities related to the Gratuity Plan are determined by actuarial valuation as at the balance sheet date.

Other long term employee benefit:

Compensated absence: Un-availed leaves for the year are accumulated and allowed to carried over to the next year and are within service period of the employees in accordance with the service rules of the Company. Provision for compensated absence is made by the Indian entities based on the amount payable as per the above service, based on actuarial valuation as at the balance sheet date.

Other employee benefit plans:

Actuarial valuation:

The liability in respect of all defined benefit plans and other long term employee benefit is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary primarily using the Projected Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows.

The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized immediately in the Standalone Statement of profit and loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in 'other equity' in the standalone statement of Changes in Equity and in the standalone Balance Sheet.

xv) Accounting for warranty

Provision for warranty related costs are recognized when the product is sold or service provided and is based on historical experience. The provision is based on technical evaluation/ historical warranty data and after weighting of all possible outcomes by their associated probabilities. The estimate of such warranty related costs is revised annually. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

xvi) Leases

(i) Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the incremental borrowing rate.

(ii) Assets held under lease

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Standalone Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policies applicable to similar owned assets. Assets held under leases that do not transfer to the Company substantially all the risk and rewards of ownership (i.e. operating lease) are not recognized in the Company's Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognized in the Standalone Statement of Profit and Loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentive received are recognized as an integral part of the total lease expense over the term of the lease.

Payments made under finance lease are allocated between the outstanding liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

xvii) Segment reporting

Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. The Company is primarily engaged in the manufacturing and assembling of safety and security systems and its associated components for the automotive industry. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

xviii) Income taxes

Income tax expense comprises current and deferred tax. It is recognised in standalone statement of profit and loss except to the extent that it relates to items recognised directly in equity.

(a) 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.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(b) 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 amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. 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. Significant management judgement is required to determine the probability of deferred tax asset. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or 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 relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ("MAT") credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in consolidated balance sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

Deferred tax assets and 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.

xix) Earnings per Share

Basic earnings/ (loss) 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 average number of equity shares outstanding during the year is adjusted for events of bonus issue, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings/ (loss) 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 except where the results will be anti-dilutive.

xx) Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value money and risks specific to the liability. When discounting is used, the increase in the provision due to passage of time is recognised as finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provision for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the standalone financial statements of the period in which the change occurs.

xxi) Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash balance with bank and cheques in hands and highly liquid investments with maturity period of three months or less from the date of investment.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at bank, cash on hand and cheques on hand as they are considered an integral part of the Company's cash management.

xxii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Recognition and initial measurement

Trade receivables and debt securities are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized 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

Financial assets

On initial recognition, a financial asset is classified as measured at:

- Amortized cost;
- Fair Value through Other Comprehensive Income ('FVOCI') – debt instrument;
- FVOCI – equity investment; or
- FVTPL

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 amortized 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 (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables. Company has recognized financial assets viz. security deposit, trade receivables, employee advances at amortized cost.

A debt instrument 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 (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is re-classified from the equity to Standalone Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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.

All financial assets not classified as measured at amortized 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 amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Standalone Statement of Profit and Loss.

Investments in joint ventures/ associate

Investments in 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 joint ventures, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

Investments in subsidiaries

Investments in subsidiaries 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, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

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: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment 'Principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Company considers:

- contingents events that would change the amounts or timings of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;

- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non - recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual amount, as feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

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 recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is recognized in profit or loss.
Debt investment 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 recognized in profit or loss. Other net gains and losses are recognized in OCI. On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized 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 recognized 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 amortized 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 recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

iii. De-recognition

Financial assets

The Company derecognizes 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 recognized 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 derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes 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 recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized 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

The Company uses derivative instruments such as foreign exchange forward contracts and currency swaps to hedge its foreign currency and interest rate risk exposure. 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 recognized in profit and loss.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on:

- Financial assets measured at amortized cost; and
- Financial assets measured at FVOCI – debt instruments.

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt instruments at FVOCI 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.

Evidence that a financial asset is credit – impaired includes the following observable data:

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

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 allowance for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to the Standalone Statement of the Profit and Loss and is recognized in OCI.

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 Company's procedures for the recovery of amount due.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for the measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortized cost e.g., deposits and advances

b. Trade receivables that result from transactions that are within the scope of Ind AS 115

c. Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Standalone Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Standalone Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

xxiii) Employee stock option schemes

The Company has adopted the policy to account for Employees Welfare Trust as a legal entity separate from the company but as a subsidiary of the company. Any loan from the company to the trust is accounted for as a loan in accordance with its term. The cost is calculated based on the fair value method i.e. the excess of fair value of underlying equity shares as of the date of the grant of options over the exercise price of such options is regarded as employee compensation and in respect of the number of options that are expected to ultimately vest, such cost is recognised on a straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares. The grant date fair value of options granted to employees of the Company is recognized as an employee expense, and those granted to employees of subsidiaries is considered as the Company's equity contribution and is added to the carrying value of investment in the respective subsidiaries, with a corresponding increase in share option outstanding account, over the period that the employees become unconditionally entitled to the options. The cost recognised at any date at least equals the fair value of the vested portion of the option at that date. Adjustment, if any, for difference in initial estimate for number of options that are expected to ultimately vest and related actual experience is recognised in the Statement of Profit and Loss of that period. In respect of vested options expire unexercised, the related cumulative cost is credited to the General Reserve. Note – 2.40.

The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "employee stock option outstanding account". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (Black Scholes Merton). Corresponding balance of a share based payment reserve is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee, as the Company is operating the Employee Stock Option schemes through Minda Corporation Ltd. Employee Stock Option Scheme Trust, which has purchased share from the Company.

D. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 1 April 2019:

(i) Ind AS 116 - 'Leases'

Ind AS 116 sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Standalone Statement of Profit and Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as per Ind AS 17. This new standard provides two approaches to transition:

1. Full retrospective approach- Under this approach, the lessee applies the new standard retrospectively to each prior period presented and recognised an adjustment in equity at the beginning of the earliest period presented in accordance with Ind AS -8.
2. Modified retrospective approach- Under this approach, the lessee applies the new standard from the beginning of the current period and recognised an adjustment in equity at the beginning of the current and does not restate its prior financial information.

The effective date for adoption of this standard is annual period beginning on or after 1 April 2019. The Company will adopt this standard using modified retrospective approach effective 1 April 2019 for transition to IND AS 116 and will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

The Company has completed an initial assessment of the potential impact on its Standalone Financial Statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the Standalone Financial Statements in the period of initial application is not reasonably estimable as at present.

(ii) Amendment to Ind AS 19 – 'Employee benefits'

The amendments to Ind AS 19, clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its Standalone Financial Statements.

(iii) Amendments to Ind AS 12 - 'Income taxes'

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

2.1 Property, plant and equipment

(₹ in million)

	Gross block					Accumulated depreciation				Net block
	Balance as at 1 April 2018 Re-presented (refer note 2.46)	Additions	Addition arising out of Acquisition	Disposals	Balance as at 31 March 2019	Balance as at 1 April 2018 Re-presented (refer note 2.46)	Depreciation for the year	On disposals	Balance as at 31 March 2019	Balance as at 31 March 2019
	(a)	(b)	(c)	(d)	(e) = (a+b+c-d)	(f)	(g)	(h)	(i) = (f+g-h)	(j) = (e-i)
Freehold land	26	19	-	-	45	-	-	-	-	45
Leasehold land	265	21	-	-	286	6	3	-	9	277
Buildings	986	21	-	2	1,005	68	51	1	118	887
Leasehold improvements	98	11	-	-	109	20	10	-	30	79
Plant and equipment	2,621	756	-	20	3,357	525	396	12	909	2,448
Furniture and fixtures	112	11	-	2	121	26	15	2	39	82
Vehicles	183	49	-	27	205	29	42	10	61	144
Office equipment	131	20	-	5	146	51	20	4	67	79
Computer hardware	95	22	-	4	113	41	26	3	64	49
Assets under finance lease										
Plant and equipment	9	-	-	-	9	4	-	-	4	5
Total (A)	**4,526**	**930**	**-**	**60**	**5,396**	**770**	**563**	**32**	**1,301**	**4,095**
Capital work-in-progress	113	130	-	97	146	-	-	-	-	146
Total (B)	**113**	**130**	**-**	**97**	**146**	**-**	**-**	**-**	**-**	**146**
Total (A+B)	**4,639**	**1,060**	**-**	**157**	**5,542**	**770**	**563**	**32**	**1,301**	**4,241**

2.1 Property, plant and equipment

(₹ in million)

	Gross block					Accumulated depreciation				Net block
	Balance as at 1 April 2017	Additions	Addition arising out of Acquisition	Disposals	Balance as at 31 March 2018 Re-presented (refer note 2.46)	Balance as at 1 April 2017	Depreciation for the year	On disposals	Balance as at 31 March 2018 Re-presented (refer note 2.46)	Balance as at 31 March 2018
	(a)	(b)	(c)	(d)	(e) = (a+b+c-d)	(f)	(g)	(h)	(i) = (f+g-h)	(j) = (e-i)
Freehold land	26	-	-	-	26	-	-	-	-	26
Leasehold land	265	-	-	-	265	3	3	-	6	259
Buildings	736	250	-	-	986	32	36	-	68	918
Leasehold improvements	98	-	-	-	98	10	10	-	20	78
Plant and equipment	1,746	919	-	44	2,621	243	302	20	525	2,096
Furniture and fixtures	95	18	-	1	112	12	14	-	26	86
Vehicles	11	179	-	7	183	3	27	1	29	154
Office equipment	110	22	-	1	131	25	26	-	51	80
Computer hardware	73	22	1	1	95	17	24	-	41	54
Assets under finance lease										
Plant and equipment	9	-	-	-	9	2	2	-	4	5
Total (A)	**3,169**	**1,410**	**1**	**54**	**4,526**	**347**	**444**	**21**	**770**	**3,756**
Capital work-in-progress	216	1,411	-	1,514	113	-	-	-	-	113
Total (B)	**216**	**1,411**	**-**	**1,514**	**113**	**-**	**-**	**-**	**-**	**113**
Total (A+B)	**3,385**	**2,821**	**1**	**1,568**	**4,639**	**347**	**444**	**21**	**770**	**3,869**

2.2 Goodwill and Intangible assets

(₹ in million)

	Gross block					Accumulated amortisation				Net block
	Balance as at 1 April 2018 Re-presented (refer note 2.46)	Additions	Addition arising out of Acquisition	Disposals	Balance as at 31 March 2019	Balance as at 1 April 2018 Re-presented (refer note 2.46)	Amortisation for the year	On disposals	Balance as at 31 March 2019	Balance as at 31 March 2019
	(a)	(b)	(c)	(d)	(e) = (a+b+c-d)	(f)	(g)	(h)	(i) = (f+g-h)	(j) = (e-i)
Goodwill	204	-	-	-	204	-	-	-	-	204
Total (A)	**204**	**-**	**-**	**-**	**204**	**-**	**-**	**-**	**-**	**204**
Brands/trademarks	134	-	-	-	134	37	24	-	61	73
Computer software	122	27	-	6	143	41	28	5	65	79
Total (B)	**256**	**27**	**-**	**6**	**277**	**78**	**52**	**5**	**126**	**152**
Total (A+B)	**460**	**27**	**-**	**6**	**481**	**78**	**52**	**5**	**126**	**356**

(₹ in million)

	Gross block					Accumulated amortisation				Net block
	Balance as at 1 April 2017	Additions	Addition arising out of Acquisition	Disposals	Balance as at 31 March 2018 Re-presented (refer note 2.46)	Balance as at 1 April 2017	Amortisation for the year	On disposals	Balance as at 31 March 2018 Re-presented (refer note 2.46)	Balance as at 31 March 2018
	(a)	(b)	(c)	(d)	(e) = (a+b+c-d)	(f)	(g)	(h)	(i) = (f+g-h)	(j) = (e-i)
Goodwill	164	-	40	-	204	-	-	-	-	204
Total (A)	**164**	**-**	**40**	**-**	**204**	**-**	**-**	**-**	**-**	**204**
Brands/trademarks	81	-	53	-	134	16	21	-	37	97
Computer software	77	32	13	-	122	16	25	-	41	81
Total (B)	**158**	**32**	**66**	**-**	**256**	**32**	**46**	**-**	**78**	**178**
Total	**322**	**32**	**106**	**-**	**460**	**32**	**46**	**-**	**78**	**382**

2.3 Investments

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Investment in Preference Shares		
- 520,000 (31 March 2018: 520,000) 0.001% Cumulative Redeemable preference shares of ₹ 100 each in Minda Capital Private Limited	13	12
Investment in equity instruments of subsidiaries at cost		
Unquoted equity instruments		
- 3,000 (31 March 2018: 3,000) equity shares of Euro 100 each fully paid up in Minda Europe B.V., Netherlands	17	17
- 28,180,001 (31 March 2018: 20,580,001) investment in Minda KTSN Plastic Solutions GmbH & Co. KG, Germany	2,011	1,389
- 10,000 (31 March 2018: 10,000) equity shares of ₹10 each fully paid up in Spark Minda Foundation	-	-
- 2,834,938 (31 March 2018: 2,834,938) equity shares of USD 1 each fully paid up in Almighty International Pte Limited	560	560
Investment in equity instruments of joint ventures at cost		
- 21,332,700 (31 March 2018 : 21,332,700) equity shares of ₹ 10 each fully paid up in Minda Vast Access Systems Private Limited *	-	-
- 6,069,000 (31 March 2018 : 6,069,000) equity shares of ₹ 10 each fully paid up in Minda Stoneridge Instruments Limited	651	653
- Nil (March 31, 2018: 50,235,000) equity shares of ₹ 10 each fully paid up in Furukawa Minda Electric Private Limited (Formerly known as Minda Furukawa Electric Private Limited) (refer to note 2.47)	-	473
Investment in equity instruments of associate at cost		
Unquoted equity instruments		
- 29,375,000 (31 March 2018: Nil) equity shares of ₹ 10 each fully paid up in Furukawa Minda Electric Private Limited (Formerly known as Minda Furukawa Electric Private Limited) (refer to note 2.47)	273	-
	3,525	**3,104**

* amount in absolute is ₹ 901 (31 March 2018: ₹ 901)

2.4 Loans

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Non-current		
Loans and advances to related parties (refer to note 2.38 and 2.4.1)	102	122
Security deposits	67	33
Security deposits to related parties (refer to note 2.38)	34	37
	203	**192**

2.4.1 Details of loans given to related parties

(₹ in million)

Name of party	Rate of interest	Nature of relationship	Nature of loan / advance	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Minda KTSN Plastic Solution GMBH & Co.KG, Germany (refer note 2.12)	12%	Subsidiary	Unsecured short term loan	230	493
Minda Corporation limited - Employee stock option scheme trust	10%	Subsidiary	Unsecured long term loan	102	122

2.5 Other financial assets

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Non-current		
Balances with banks		
-Deposits due to mature after 12 months from the reporting date*	141	2
Interest accrued on loans and advances to related party	80	62
Advances to employees	-	2
	221	**66**

*₹ 1 million (31 March 2018: ₹ 1 million) is held as margin money against letter of credit and bank guarantees.

2.6 Income tax assets

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Advance income tax [net of provision]	48	62
	48	**62**

2.7 Other non-current assets

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Capital advances	32	65
Prepaid expenses	7	-
Others	-	30
	39	**95**

2.8 Inventories

(Valued at lower of cost or net realisable value)

(₹ in million)

Particulars	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.46)	
Raw materials (including packing materials)	1,231		1,060	
Add: materials-in-transit	49	1,280	57	1,117
Work-in-progress		390		230
Finished goods	509		391	
Add: goods-in-transit	323	832	176	567
Stock in trade		-		1
Stores and spares		31		26
		2,533		**1,941**

2.9 Trade receivables

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Unsecured		
- Considered good	4,102	3,799
- Considered doubtful	22	16
Less: Provision for expected credit loss	(22)	(16)
Receivables from related parties (refer note 2.38)	376	420
	4,478	**4,219**

2.10 Cash and cash equivalents

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Cash and cash equivalents		
-Cash on hand	3	2
-Cheques, drafts on hand	-	15
Balances with banks		
-Deposits with original maturity of 3 months or less	37	19
-On current accounts	22	55
-Other bank balances	1	-
	63	**91**

2.11 Other bank balances

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Balance with bank		
-Deposits due to mature within 12 month on the reporting date**	3,157	6
	3,157	**6**

**Deposits include ₹ 2 millions (31 March 2018: ₹ 3 millions) being fixed deposits held as margin money or security against borrowings, guarantee.

2.12 Loans

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current		
Loans and advances to related parties (refer to note 2.38 and 2.4.1)	230	493
Loan to employees	-	16
Security deposits	8	7
	238	**516**

2.13 Other financial assets

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current		
Interest accrued on fixed deposits	199	2
Unbilled revenue	18	30
Advances to employees (refer to note 2.13.1)	21	9
Amount recoverable from related parties (refer to note 2.38)	-	58
Others	42	6
	280	**105**

2.13.1 Loans and advances due by officers of the Company

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Dues from officers of the Company (either severally or jointly)	1	1
	1	1

2.14 Other current assets

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Balances with government authorities	252	201
Prepaid expenses	40	44
Advances to suppliers	103	94
Forward cover receivable [net of forward payable of ₹ 142 millions (31 March 2018: '₹ Nil)]	20	-
Other receivable	27	13
	442	**352**

2.15 Share capital

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
2.15.1 Authorised		
250,000,000 (31 March 2018: 250,000,000) equity shares of ₹ 2 each	500	500
240,000 (31 March 2018: 240,000) 0.001% cumulative redeemable preference shares of ₹ 800 each	192	192
	692	**692**
2.15.2 Issued, subscribed and fully paid- up shares		
a) Equity shares of ₹ 2 each (previous year ₹ 2 each)		
227,222,285 (31 March 2018: 209,311,640) equity shares of ₹ 2 each	454	419
b) 0.001% cumulative redeemable preference shares of ₹ 800 each	-	-
Nil (31 March 2018: Nil) shares		
	454	**419**

2.15.3 Reconciliation of share capital outstanding as at the beginning and at the end of the year

a) Equity shares of ₹ 2 each (31 March 2018: ₹ 2 each) fully paid up (₹ in million)

	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.46)	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year (face value ₹ 2 per share)	209,311,640	419	209,311,640	419
Add: Issued during the year (face value ₹ 2 per share)	17,910,645	35	-	-
Balance as at the end of the year [face value of ₹ 2 each (31 March 2018: ₹ 2 each)]	**227,222,285**	**454**	**209,311,640**	**419**

Pursuant to the approval of the shareholders on 23 December 2014, the Company had allotted Bonus shares in the ratio of 1:1 and the nominal value of shares of the Company has been sub-divided from ₹ 10 (Rupees Ten) per share to ₹ 2 (Rupees Two) per share. Consequent to the same, the number of the equity shares of the Company has increased from 20,931,164 equity shares of ₹ 10 each to 209,311,640 shares of ₹ 2 each.

b) 0.001% cumulative redeemable preference shares of ₹ 800 each fully paid up

	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.46)	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	-	-	240,000	-
Redeemed during the year	-	-	240,000	-
Balance as at the end of the year	-	-	-	-

2.15.4 Rights, preferences and restrictions attached to each class of shares

a) Equity shares of ₹ 2 each (31 March 2018: ₹ 2 each) fully paid up

The Company has one class of equity shares having a par value of ₹ 2 per share (31 March 2018: ₹ 2 each). Each shareholder is eligible for 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, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b) 0.001% cumulative redeemable preference shares of ₹ 800 each fully paid up

The Company had 240,000 cumulative redeemable preference shares of ₹ 800 each. The shares carry right of fixed preferential dividend at a rate of 0.001%. The holders of these shares do not have the right to vote and are compulsorily redeemable at par on or before the expiry of 20 years from the date of allotment. The dividend on the shares shall be cumulated and any unpaid dividend shall be added to the amount payable as dividend in the following year and no dividend can be paid on equity shares until the entire backlog of unpaid dividends on these shares is cleared. In the event of liquidation, these share holders are entitled to get their capital after satisfaction of dues for secured creditors, but they get preference over equity share capital. The shares have been redeemed during the previous year.

2.15.5 Details of shareholders holding more than 5% shares as at year end

a) Equity shares of ₹ 2 each (31 March 2018: ₹ 2 each) fully paid up

Name of shareholders	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.46)	
	% of holdings	Number of shares held	% of holdings	Number of shares held
(i) Ashok Minda	36.0%	81,466,380	31.3%	65,581,280
(ii) Sarika Minda	14.8%	33,394,900	16.0%	33,394,900
(iii) Bhagwat Sewa Trust	-	-	5.2%	10,850,700
(iii) Aakash Minda	-	-	7.6%	15,885,100
(iv) Minda Capital Private Limited	17.05%	38,581,298	7.6%	15,904,162
		153,442,578		**141,616,142**

b) Shares held by subsidiary

Name of subsidiary	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.46)	
	% of holdings	Number of shares held	% of holdings	Number of shares held
(i) Almighty International PTE Limited, Singapore	0.14%	300,000	0.14%	300,000

2.15.6 Shares allotted as fully paid up by way of bonus issue (during five years immediately preceding 31 March 2019)

Particulars	Years (number and aggregate number of shares)					
	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Fully paid up equity shares of ₹ 2 each*	-		-	-	104,655,820	-
Cumulative number of shares of ₹ 10 each*	-	-		-	-	17,570,522
Cumulative number of shares of ₹ 2 each*	192,508,430	192,508,430	192,508,430	192,508,430	192,508,430	-

* Refer to note 2.15.3

2.15.7 Issue of shares to Minda Corporation Limited Employees' Stock Option Scheme

Pursuant to the Board of Director's approval in Board meeting held on 29 September 2011, the Company has constituted a trust under the name "Minda Corporation Limited Employee Stock Option Scheme Trust" (MCL ESOS Trust), with the objective of acquiring and holding of shares, warrants or other securities of the Company for the purpose of implementing the Company's ESOP Scheme. The Company has contributed a sum of - million towards initial trust fund and later on advanced a sum or ₹ 134 Million to fund the purchase of Company's equity shares by MCL ESOS trust. The Company had issued and allotted, 267,092 equity shares of the Face Value ₹ 10 each at the premium of ₹ 490 per equity share to the MCL ESOS Trust, as approved in the Extra ordinary general meeting dated 24 October 2011. Further, the Company had issued bonus shares in proportion of one equity share for one share held on 29 March 2012, as decided in Extra ordinary general meeting held on 16 March 2012. In accordance with the guidance note on Guidance Note on Accounting for Employee Share-based Payments issued by the ICAI, the Company has reduced the amount of share capital consideration (including share premium) received from MCL ESOS trust for presentation purposes, with a corresponding reduction in advance to MCL ESOS trust.

During the Financial year 2016-17, the members of the Company had approved 'Employee Stock Option Scheme, 2017' through Postal Ballot on 10 February 2017. The plan envisaged grant of stock options to eligible employees at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee (Refer note 2.40).

2.15.8 Qualified Institutional Placement (QIP) of equity shares

During the year ended 31 March 2019, the Company has raised funds amounting to ₹ 3,056 millions (net of expenses of ₹ 50 millions) by way of Qualified Institutional Placement (QIP) of equity shares for the objects of working capital requirement, repayment of outstanding loan, investment in subsidiaries and joint ventures, to fund growth and expansion and towards corporate general purpose. The Company has issued 17,910,645 shares at a price of ₹ 173.47 per share whereby equity share capital has increased by ₹ 36 millions and securities premium is increased by ₹ 3,020 millions (net of expenses).

Details of utilization of QIP proceeds are as follows:

(₹ in million)

Objects of the issue as per prospectus	Proceeds from QIP	Utilized upto 31 March 2019	Unutilized amount as at 31 March 2019
Working capital requirement, repayment of outstanding loan, investment in subsidiaries and joint ventures, to fund growth and expansion and towards corporate general purpose	3,056	-	3,056

The unutilized amount of the issue as at 31 March 2019 has been temporarily deployed in bank accounts.

2.16 Other Equity

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Capital reserve on amalgamation (refer to note 2.46)		
Opening balance	460	460
Closing balance	**460**	**460**
Securities premium		
Opening balance	1,115	1,115
Add: Premium on issue of shares	3,071	-
Less: Amount utilised towards expenses for increase in share capital	(50)	-
Closing balance	**4,136**	**1,115**
Capital redemption reserve		
Opening balance	192	-
Add: Amount transferred from surplus during the year	-	192
Closing balance	**192**	**192**

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Equity component of compound financial instrument - Cumulative redeemable preference share		
Opening balance	47	89
Add: Amount transferred during the year	-	(42)
Closing balance	**47**	**47**
Employee stock compensation option outstanding		
At commencement of the year	21	2
Add: Amount transferred to Employee stock compensation during the year	16	19
Closing balance	**37**	**21**
General reserve		
Opening balance	412	342
Add: Amount transferred from surplus during the year	106	70
Closing balance	**518**	**412**
Remeasurement of defined benefit plans, net		
Opening balance	-	-
Add / (less) : Remeasurement of define benefit obligation	(7)	6
Transferred to retained earning	7	(6)
Closing balance	-	-
Retained earnings		
Opening balance	4,218	3,590
Add: Net profit for the year	1,606	1,026
	5,824	**4,616**
Less : Interim dividend (including dividend distribution tax)		
- equity shares at ₹ 0.25 per share (31 March 2018: ₹ 0.20 per share)]	(68)	(53)
Less : Final dividend (including dividend distribution tax)		
- equity shares at ₹ 0.45 per share (31 March 2018: ₹ 0.30 per share)]	(115)	(89)
Add : Remeasurement of define benefit obligation	(7)	6
Less: Amount transferred to capital redemption reserve during the year	-	(192)
Less: Amount transferred to general reserve during the year	(106)	(70)
Closing balance	**5,528**	**4,218**
	10,918	**6,465**

2.16.1 The Board of Directors, in their meeting held on 28 May 2019 (re-affirmed on 12 August 2019) recommended a final dividend of ₹ 0.45 per equity share (face value of ₹ 2 per share), subject to the approval of shareholders at the forthcoming Annual General Meeting of the Company. The total dividend declared/ recommended on equity shares of the Company for the year 2018-19 is ₹ 0.70 per equity share (face value of ₹ 2 per share).

2.16.2 Earning per share

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Net profit attributable to equity shareholders		
Profit after tax	1,606	1,026
Number of weighted average equity shares		
Basic	224,719,702	209,311,640
Diluted	224,719,702	209,311,640
Nominal value of equity share (₹)	2.00	2.00
Earnings per share (₹) (Basic)	7.15	4.90
Earnings per share (₹) (Diluted)	7.15	4.90

2.16.3 Nature and purpose of other equity

- **Securities premium**

  The unutilized accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Act.

- **Capital redemption reserve**

  This represents the unutilised accumulated amount set aside at the time of redemption of preference share. This reserve is utilised in accordance with the provisions of the Act.

- **General reserve**

  This represents appropriation of profit by the Company and is available for distribution of dividend.

- **Employee stock compensation option outstanding**

  The fair value of the equity settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to ESOP outstanding. Further, equity settled share based payment transaction with employees of subsidiary is recognised in investment of subsidiaries with corresponding credit to ESOP outstanding. Corresponding balance of a ESOP outstanding is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee, as the Company is operating the Employee Stock Option scheme.

- **Remeasurements of defined benefit obligation, net**

  Remeasurements of defined benefit obligation comprises actuarial gains and losses and return on plan assets.

- **Equity component of compound financial instrument - Cumulative redeemable preference share**

  The Company had issued compulsory redeemable preference shares @0.001% (below market rate). The same were recorded at cost under previous GAAP. The Company has redeemed such preference shares during the current year. Under Ind AS, the preference shares is treated as compound financial instruments and accordingly, classified as financial liability and equity. The same is recognised at amortized cost and is discounted using market rate. The differential between Fair Value and Book Value is considered as equity portion of compound financial instrument.

- **Capital Reserve on amalgamation**

  Accumulated capital surplus not available for distribution of dividend and expected to remain invested permanently.

2.17 Borrowings

(₹ in million)

Particulars	Footnote	Non-current maturities		Current maturities	
		As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Secured					
Term loans					
from banks	[1]				
		875	1,052	532	453
Vehicle Loan	[2]				
		29	30	26	17
Unsecured					
Term loans					
from banks	[3]				
		-	-	-	71
Deferred sales tax liabilities					
from State Industrial and Investment Corporation of Maharashtra Limited (SICOM)	[4]				
		7	14	8	9
		911	**1,096**	**566**	**550**
Less: Amount shown under other current financial liabilities (refer to note 2.24)					
		-	-	566	550
		911	**1,096**	-	-

Footnotes:

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
1	Kotak Mahindra Bank	• Repayment terms : Monthly instalments • Date of maturity : 17 April 2022 • Number of instalments : Total instalments: 60, Balance instalment: 37 • Amount of instalments : ₹ 3 million • Rate of interest : 6 months MCLR- plus 5 bps	111	147	First Pari Passu charge by way of hypothecation on the entire Fixed Assets of the Company (before the impact of amalgamation, refer note-2.46) both present and future (excluding assets exclusively charged to other lenders) and Second Pari Passu charge by way of hypothecation on the entire Current Assets of the Company (before the impact of amalgamation, refer note-2.46).
	HDFC Bank Limited	• Repayment terms : Quarterly instalments • Date of maturity : 27 March 2021 • Number of instalments : Total instalments 18, Balance instalment: 8 • Amount of instalments : ₹ 11 million • Rate of interest: Base Rate plus 1.20% p.a.	89	132	First pari passu charge on all fixed assets of the Company (before the impact of amalgamation, refer note-2.46) both present and future (except those exclusively charged to other banks).
	Standard Chartered Bank	• Repayment terms : Quarterly instalments • Date of maturity : 22 July 2020 • Number of instalments : Total instalments 17, Balance instalment : 6 • Amount of instalments : ₹ 8 million • Fixed rate 5.50% plus libor and margin rate 2.25%.	49	77	The security by way of first pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at Uttaranchal and second pari passu charge over current assets has been created in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 8 million (₹ 519 million) granted / to be granted to M/s Minda Corporation Limited (before the impact of amalgamation, refer note-2.46).
	Standard Chartered Bank	• Repayment terms : Quarterly instalments • Date of maturity : 23 March 2021 • Number of instalments : Total instalments 17, Balance instalment: 8 • Amount of instalments : ₹ 8 million • Fixed rate 5.50% plus libor and margin rate 2.25%	65	91	The security by way of first pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at Uttaranchal and second pari passu charge over current assets has been created in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 7.5 million (₹ 519 million) granted / to be granted to M/s Minda Corporation Limited (before the impact of amalgamation, refer note-2.46).

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Standard Chartered Bank	• Repayment terms : Quarterly instalments • Date of maturity : 06 Nov 2022 • Number of instalments : Total instalments 17, Balance instalment: 15 • Amount of instalments : ₹ 13 million • Fixed rate 4.35% and margin rate 2.95%	213	229	The security by way of first pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at Uttaranchal and second pari passu charge over current assets has been created in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 7.5 million (₹ 519 million) granted / to be granted to M/s Minda Corporation Limited (before the impact of amalgamation, refer note-2.46).
	Standard Chartered Bank(External commercial borrowings)	• Repayment terms: Quarterly installments • Date of maturity : 24 July 2023 • Number of instalments : 17 Balance instalments: 17 • Amount of 17 instalments: USD 141,176.43 • Rate of interest : 7.40% p.a. • Moratorium Period : 1 year	165	-	1. First Pari - passu charge on the entire fixed asset of the erstwhile Minda SAI Limited (also refer note-2.46) both movable and immovable (excluding assets exclusively charged to other lenders). 2. Second Pari passu charge on all existing present and future current assets of the erstwhile Minda SAI Limited (also refer note-2.46).
	Kotak Mahindra Bank	• Repayment terms : Monthly instalments • Date of maturity : 23 April 2020 • Number of instalments : Total instalments 60, Balance instalment: 13 • Amount of instalments : ₹ 1 million • Rate of interest : Base rate plus 70 bps	15	29	First Pari Passu charge by way of hypothecation on the entire Movable Fixed Assets of the Company (before the impact of amalgamation, refer note-2.46) both present and future (excluding assets exclusively charged to other lenders) and Second Pari Passu charge by way of hypothecation on the entire Current Assets of the Company (before the impact of amalgamation, refer note-2.46).
	Kotak Mahindra Bank	• Repayment terms : Monthly instalments • Date of maturity : 10 Oct 2021 • Number of instalments : Total instalments 60, Balance instalment: 31 • Amount of instalments : ₹ 9 million • Rate of interest : 6 Months MCLR- 9.20% plus 5 bps	274	380	First Pari Passu charge by way of hypothecation on all existing and future movable fixed assets of the Company (before the impact of amalgamation, refer note-2.46) (excluding assets exclusively charged to other lenders) of the borrower. Second Pari Passu charge on all the existing and future current assets of the borrower.

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	HSBC Limited	• Repayment terms : Monthly instalments • Date of maturity : 18 July 2020 • Number of instalments : Total instalments 14, Balance instalment: 6 • Amount of instalments : ₹ 25 million • Rate of interest : 9% p.a. Fixed	150	248	First pari passu charge on all fixed assets of the Company (before the impact of amalgamation, refer note-2.46) including plant and machinery, stores, tools and accessories, furniture, fixtures and other moveable accessories both present and future (except those exclusively charged to other banks).
	Kotak Mahindra Bank	• Repayment terms : Monthly instalments • Date of maturity : 13 June 2023 • Number of instalments : Total instalments: 60, Balance instalment: 51 • Amount of instalments : ₹ 3 million • Rate on interest: 6 Months MCLR plus 5 bps	137	-	First Pari Passu charge by way of hypothication on all existing and future movable fixed assets of the Company (before the impact of amalgamation, refer note-2.46) (excluding assets exclusively charged to other lenders) of the borrower. Second Pari Passu charge on all the existing and future current assets of the borrower.
	Kotak Mahindra Bank Limited Term Loan - III	• Repayment terms: Monthly installments • Date of maturity : 26 October, 2018 • Number of instalments : 29 Balance instalments: Nil • Rate of interest : 0.25 % above 6m MCLR rate applicable from time to time (31 March 2018: 9.5%)	-	4	1. Second Pari Passu charge by way of hypothecation on the entire current assets of the erstwhile Minda SAI Limited (also refer note-2.46) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari Passu charge by way of hypothecation on the entire movable fixed assets of the erstwhile Minda SAI Limited (also refer note-2.46) both present and future. 3. First Pari Passu charge on Immovable properties situated at a) DP No. G42 SIDCO, Industrial Estate, Kakkalur (Chennai). b) Gut No. 221, 222, 235, 249, 253, 254, 268, 269, 270, 271, 272, 278, 282 and 283, Dhanivalli Village, Taluka Mubad Thane (Mumbai).
	Kotak Mahindra Bank Limited Term Loan - IV (a)	• Repayment terms: Monthly installments • Date of maturity : 21 September 2021 • Number of instalments : 54 Balance instalments: 30 • Amount of installment- ₹ 1 million. • Rate of interest : 0.25 % above 6m MCLR rate applicable from time to time	22	31	1. First Pari - passu charge on all existing and future movable fixed assets of the borrower erstwhile Minda SAI Limited (also refer note-2.46) (excluding assets exclusively charged to other lenders) 2. First pari passu charge on immovable properties of the borrower erstwhile Minda SAI Limited (also refer note-2.46) being land and building situated in Chennai, and Mumbai. 3. Second Pari - passu charge on all existing and future current assets of the borrower erstwhile Minda SAI Limited (also refer note-2.46).

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Kotak Mahindra Bank Limited Term Loan - IV (b)	• Repayment terms: Monthly installments • Date of maturity : 21 September 2021 • Number of instalments : 52 Balance instalments:30 • Amount of installment- ₹ 1 million. • Rate of interest : 0.25 % above 6m MCLR rate applicable from time to time	18	26	1. First Pari - passu charge on all existing and future movable fixed assets of the borrower erstwhile Minda SAI Limited (also refer note-2.46) (excluding assets exclusively charged to other lenders) 2. First pari passu charge on immovable properties of the borrower erstwhile Minda SAI Limited (also refer note-2.46) being land and building situated in Chennai, and Mumbai. 3. Second Pari - passu charge on all existing and future current assets of the borrower erstwhile Minda SAI Limited (also refer note-2.46).
	Kotak Mahindra Bank Limited	• Repayment terms: Monthly installments • Date of maturity : 20 September, 2021 • Number of instalments : 60 Balance instalments: 30 • Amount of instalment- ₹ 2 million • Rate of interest : 0.25 % above 6m MCLR rate applicable from time to time	50	70	1. First Pari-passu charge by way of hypothecation on the entire Movable Fixed asset (excluding assets exclusively charged to other lenders) of the erstwhile Minda SAI Limited (also refer note-2.46) both present and future. 2. Second Pari-passu charge by way of hypothecation on the entire Current assets of the erstwhile Minda SAI Limited (also refer note-2.46) both present and future. 3. First Pari-passu charge by way of Equitable Mortgage on Immovable properties situated at Chennai and Mumbai of the erstwhile Minda SAI Limited (also refer note-2.46).
	HDFC Bank Limited	• Repayment terms: Quarterly installments • Date of maturity : 26 May 2018 • Number of instalments : 16 Balance instalments: Nil • Amount of instalment: ₹ 8 million • Rate of interest : 1.45 % above 1y MCLR rate applicable from time to time • Moratorium Period : 1 Year	-	9	1. First Pari - passu charge on the entire fixed asset of the erstwhile Minda SAI Limited (also refer note-2.46) both movable and immovable (excluding assets exclusively charged to other lenders). 2. Second Pari passu charge on all existing present and future current assets of the erstwhile Minda SAI Limited (also refer note-2.46).

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	HDFC Bank	• Repayment terms : Quarterly instalments • Rate of interest: 10.80% in april 17 and may 17 to march18 @9.5% • Date of maturity : April 2019 • Number of instalments : Total instalments: 12, Balance instalments: 1 • Amount of instalments : ₹ 2 million.	2	10	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari-passu chargeon the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46).
	HDFC Bank	• Repayment terms : Quarterly instalments • Rate of interest: 10.80% in april 17 and 9.50% in may17 to mar18 Date of maturity : August 2020 • Number of instalments : Total instalments: 16, Balance instalments: 6 • Amount of instalments : ₹ 2 million.	13	22	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari-passu charge on the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46).
	Kotak Mahindra Bank	• Repayment terms : Quarterly instalments, will start from July 2019 • Rate of interest: @ 9.20% • Date of maturity : June 2022 • Number of instalments : Total instalments: 10 Balance instalments: 10 • Amount of instalments : ₹ 1 million	29	-	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future. 2. First Pari-passu charge on the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) (excluding assets exclusively charged to other lenders).
2	Kotak Mahindra Prime Limited	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates • Date of maturity : various	18	14	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarters by way of payment of quarterly installments beginning from the date of distribution. The rate of interst is in the range of 9% - 9.5%

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Kotak Mahindra Prime Limited	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates • Date of maturity : various	20	32	Secured against hypothecation of respective vehicle financed by them.
	Kotak Mahindra Prime Limited	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates • Date of maturity : various	17	1	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarter by way of payment of quarterly installments beginning from date of distribution. This rate is in the range of 9% -9.5%.
3	Standard Chartered Bank	• Repayment terms: Quarterly installments • Date of maturity : 7August, 2018 • Number of instalments : 17 Balance instalments: Nil • Amount of instalment: ₹ 35,294,118 • Rate of interest : 9.50% (31 March 2017: 9.5%, 1 April 2016: 11.5%) • Moratorium Period : 6 Month	-	71	Secured by assets of the Minda Corporation Limited. The Corporate guarantee by Minda Corporation Limited has since been vacated. The loan has been fully repaid during the year.
4	SICOM	• Repayment terms : Annual installments • Date of maturity : 30 April 2021 • Number of installments : 11 Balance installments: 3 • Amount of installments : Varying installment. • Rate of interest : Not applicable	15	23	Unsecured

* Net of transaction cost

2.18 Other financial liability

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Non-current		
Deferred consideration payable (refer to note 2.50)	12	18
	12	**18**

2.19 Deferred tax liabilities (Net)

A. Amounts recognised in statement of profit and loss

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Current tax		
Current tax	648	403
Tax expense for earlier years	(20)	-
	628	**403**
Deferred tax		
Origination and reversal of temporary differences	47	51
	47	**51**
Income tax expense reported in the statement of profit and loss	**675**	**454**

B. Amounts recognised in other comprehensive Income/ (expense)

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Remeasurement of post employment benefit obligation	3	(1)
Income tax recognised in other comprehensive income/(expense)	**3**	**(1)**

C. Reconciliation of effective tax rate

Reconciliation of tax expense and the accounting profit/ (loss) multiplied by India's domestic tax rate for the year ended 31 March 2019 and 31 March 2018:

(₹ in million)

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018 Re-presented (refer note 2.46)	
	Amount		Rate	Amount
Profit before tax from continuing operations		**2,281**		**1,480**
Tax using the Company's domestic tax rate	34.94%	797	34.94%	517
Tax effect of:				
Non-deductible expenses	0.38%	9	1.26%	19
Incremental allowance for research and development expenditure	-1.74%	(40)	-2.10%	(31)
Tax-exempt income - Dividend income	-0.61%	(14)	-0.47%	(7)
Tax incentives - 80IC & 80 IA deduction	-1.89%	(43)	-2.64%	(39)
Tax adjustment for earlier years	-0.88%	(20)	-1.10%	(16)
Others	-0.61%	(14)	0.81%	11
Effective tax rate	**29.60%**	**675**	**30.72%**	**454**

D. Movement of temporary differences

(₹ in million)

Particulars	As at 31 March 2017	Recognised in profit or loss during 2017-18	Recognised in OCI during 2017-18	As at 31 March 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Creation/ (adjustment) of MAT from/ to advance tax	As at 31 March 2019
Deferred Tax Assets								
Accrued expense deductible on payment	12	1	-	13	(1)	-	-	12
Provision for gratuity and compensated absences	73	(6)	(1)	66	2	3	-	71
Loss allowance for trade receivables and advances	5	-	-	5	1	-	-	6
MAT credit entitlement	55	10	-	65	-	-	(65)	-
Brought forward losses	38	(27)	-	11	(11)	-	-	-
Others	-	10	-	10	(10)	-	-	-
A	**183**	**(11)**	**(1)**	**170**	**(19)**	**3**	**(65)**	**89**
Deferred Tax Liabilities								
Difference in book written down value and tax written down value of property, plant and equipment	176	48	-	224	28	-	-	252
Others	9	(9)	-	-	-	-	-	-
B	**185**	**39**	**-**	**224**	**28**	**-**	**-**	**252**
Net deferred tax	**(2)**	**(50)**	**(1)**	**(54)**	**(47)**	**3**	**(65)**	**(163)**

2.20 Provisions

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Non-current		
Provision for employee benefits		
-Gratuity*	44	68
-Compensated absence*	101	89
Other provisions		
-Provision for warranties (refer to note 2.20.1 below)	5	6
	150	**163**

*refer note 2.20.2

2.20.1 Movement in warranty cost provision

The Company warrants that its products will perform in all material respects in accordance with the Company's standard specifications for the warranty period. Accordingly based on specific warranties, claims history, the Company provides for warranty claims. The activity in the provision for warranty costs is as follows:

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
At the beginning of the year	23	23
Provided during the year	14	15
Utilised during the year	(11)	(15)
At the end of the year	**26**	**23**
Current portion	21	17
Non- current portion	5	6

2.20.2 Employee benefits

a) Defined contribution plans

The Company's employee provident fund and Employee's state insurance schemes are defined contribution plans. The following amounts have been recognised as expense for the year and shown under Employee benefits expense in note 2.32.

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Contribution towards		
-Provident fund	120	106
-Employee state insurance	13	14
	133	**120**

b) Defined benefit plans - Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity as a defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested period of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India by whom the plan assets are maintained.

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Changes in the present value of the defined benefit obligation is as follows:		
Present value of defined benefit obligation at the beginning of the year	259	216
Interest cost	20	15
Acquisition Adjustment	8	3
Current service cost	33	29
Past service cost	-	25
Benefits paid	(39)	(22)
Actuarial loss / (gain) on obligation	10	(7)
Present value of defined benefit obligation at the end of the year	**291**	**259**
Changes in the present value of the plan asset is as follows:		
Fair value of plan asset at the beginning of the year	146	116
Return on plan asset	12	9
Contributions	31	24
Benefits paid	(2)	(3)
Fair value of plan asset at the end of the year	**187**	**146**
Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:		
Present value of defined benefit obligation at the end of the year	291	259
Fair value of plan asset at the end of the year	187	146
Net liability as at the close of the year	**(104)**	**(113)**
Expenses recognised in the statement of profit and loss:		
Current service cost	33	29
Past service cost	-	25
Interest cost	20	15
Expected return on plan assets	(12)	(9)
Expenses recognised in the statement of profit and loss:	**41**	**60**
Remeasurements income recognised in other comprehensive income:		
Actuarial loss/(gain) loss on defined benefit obligation	10	(7)
Expenses recognised in other comprehensive income:	10	(7)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Actuarial assumptions:		
Discount rate	6.95% to 7.71%	7.4% to 7.8%
Expected salary increase rates	5.5% to 10%	5.5% to 10%
Mortality	100% of IALM 2006-08	100% of IALM 2006-08
Employee attrition rate		
-Up to 30 years of age	3% to 30%	3% to 30%
-From 31 years of age to 44 years of age	2% to 20%	2% to 20%
-Above 44 years of age	1% to 10%	1% to 10%

Note:

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The discount rate is estimated based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligation.

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018 Re-presented (refer note 2.46)	
Discount rate (- / + 1%)	(23)	26	(23)	26
Future salary growth (- / + 1%)	23	(21)	22	(22)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

Maturity profile:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(₹ in million)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
1 year	22	17
2 to 5 years	81	74
More than 5 years	408	372

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

c) **Other long term benefit - Compensated absences**

The Company operates compensated absences plan, where in every employee is entitled to the benefit as per the policy of the Company in this regard. The salary for calculation of earned leave is last drawn salary. The same is payable during the service, early retirement, withdrawal of scheme, resignation by employee and upon death of employee.

An actuarial valuation of Compensated absence has been carried out by an independent actuary on the basis of the following assumptions:

Assumptions	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Discount rate	6.95% to 7.71%	7.4% to 7.8%
Expected salary increase rates	5.5% to 10%	5.5% to 10%
Mortality	100% of IALM 2006-08	100% of IALM 2006-08
Employee attrition rate		
-Up to 30 years of age	3% to 30%	3% to 30%
-From 31 years of age to 44 years of age	2% to 20%	2% to 20%
-Above 44 years of age	1% to 10%	1% to 10%

The other long- term benefit of compensated absence in respect of employees of the Company as at 31 March 2019 amounts to ₹ 101 millions (31 March 2018: ₹ 89 millions) and the expense recognised in the statement of profit and loss during the year for the same amounts to ₹ 24 millions (31 March 2018: ₹15 millions) [Gross payment of ₹ 19 millions (31 March 2018: ₹ 15 millions)].

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

	For the year ended 31 March 2019		For the year ended 31 March 2018 Re-presented (refer note 2.46)	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 1%)	(7)	8	(7)	9
Future salary growth (- / + 1%)	8	(8)	9	(9)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

Maturity profile:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(₹ in million)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
1 year	10	8
2 to 5 years	37	32
More than 5 years	146	131

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under-perform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company intends to maintain the above investment mix in the continuing years.

b) **Changes in discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's bond holdings.

c) **Inflation risks**

In the plans, the payment are not linked to the inflation so this is a less material risk.

d) **Life expectancy**

The plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset- liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

2.21 Other non-current liabilities

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Security deposit	26	28
Forward cover payable [net of forward receivable of ₹ Nil (31 March 2018: ₹ 88 millions)]	-	18
Deferred revenue	4	9
	30	**55**

2.22 Borrowings

(₹ in million)

Particulars	Footnote	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current			
Secured			
Cash credit and working capital demand loan			
from banks	[1]	1,422	1,449
Unsecured			
Purchase order financing facility			
from others parties	[2]	494	498
from banks	[3]	546	530
		2,462	**2,477**

Footnotes:

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019	Loan outstanding as at 31 March 2018	Details of security
1	Kotak Mahindra Bank Limited	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	322	478	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company, (before the impact of amalgamation, refer note-2.46) both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)
	Standard Chartered Bank		29	258	
	Indusind Bank		160	25	
	HDFC Bank		464	200	
	HSBC Limited		99	-	
	Kotak Mahindra Bank Limited	• Repayment term: On demand • Rate of interest : 0.50% above 6 month MCLR rate	115	108	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarters by way of payment of quarterly installments beginning from the date of distribution. The rate of interest is in the range of 9% - 9.25%
	HDFC Bank Limited	• Repayment term: On demand • Rate of interest : 0.50% above 6 month MCLR rate	104	146	First pari passu charge on current assets of the erstwhile Minda SAI Limited (also refer note-2.46) both present and future. Second pari passu charge on all existing & future fixed assets of the erstwhile Minda SAI Limited (also refer note-2.46) including equitable mortgage for company's plant at Mumbai, Chennai and Noida.
	IndusInd Bank Limited	• Repayment term: On demand • Rate of interest : 1.15% above 1 year MCLR rate	26	-	First pari passu charge on entire current assets of erstwhile Minda SAI Limited (also refer note-2.46) present and future. Second pari passu charge on immovable assets of the erstwhile Minda SAI Limited (also refer note-2.46) situated at Mumbai, Noida and Chennai.
	Standard Chartered Bank	• Repayment term: On demand • Rate of interest : 1.50% above 1 year MCLR rate	-	66	First pari passu charge on the entire current asset of erstwhile Minda SAI Limited (also refer note-2.46) both present and future. Second pari passu charge on all existing and future movable fixed assets of the erstwhile Minda SAI Limited (also refer note-2.46). Second pari passu charge on immovable fixed assets of the erstwhile Minda SAI Limited (also refer note-2.46) located at Mumbai, Noida and Chennai.

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019	Loan outstanding as at 31 March 2018	Details of security
	HDFC Bank	• Repayment term: On demand • Rate of interest : One month MCLR plus applicable margin	23	80	The cash credit is secured by exclusive first charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq meters, belonging to erstwhile Minda Autoelektrik Limited (also refer note-2.46) situated at Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq meters allotted by HSIIDC at Bawal.
	Kotak Mahindra Bank	• Repayment term: On demand • Rate of interest : 9.50%	31	31	Exclusive charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future with value of ₹ 194.99 Mn as on FY 2014-15. Exclusive charge on the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) with WDV of ₹ 240.00 Mn Corporate Guarantee (CG) of Minda Corporation Limited (before the impact of amalagamation, refer note 2.46) with Audited Net worth ('NTW') of ₹ 3,314.79 Mn as on FY 2014-15.
	HDFC Bank	• Repayment term: On demand • Rate of interest : 9.50%	20	-	The cash credit is secured by exclusive first charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq. meters, belonging to erstwhile Minda Autoelektrik Limited (also refer note-2.46) situated at Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq. meters allotted by HSIIDC at Bawal.

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019	Loan outstanding as at 31 March 2018	Details of security
	HDFC Bank	• Repayment term: On demand • Rate of interest : 6.50%	25	-	The cash credit is secured by exclusive first charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq. meters, belonging to erstwhile Minda Autoelektrik Limited (also refer note-2.46) situated at Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq. meters allotted by HSIIDC at Bawal.
	Kotak Mahindra Prime Ltd.	• Repayment term: On demand • Rate of interest : 9.50%	3	-	Exclusive charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) both present and future with value of ₹ 194.99 million as on FY 2014-15. Exclusive charge on the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (also refer note-2.46) with WDV of ₹ 240.00 million Corporate Guarantee (CG) of Minda Corporation Limited (before the impact of amalagamation, refer note 2.46) with Audited Net worth ('NTW') of ₹ 3,314.79 million as on FY 2014-15.
	Kotak Mahindra Bank	• Repayment terms : On demand • Rate of interest : Linked to bank base rate applicable from time to time.	1	50	Secured by the corporate guaranteed given by Minda Corporation Limited (before the impact of amalgamation, refer note-2.46).
	Kotak Mahindra Prime Ltd.	• Repayable within 180 days from the date of disbursement	-	7	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarters by way of payment of quarterly installments beginning from the date of distribution. The rate of interest is in the range of 9% - 9.5%
2	Bajaj Finance Limited	• Repayment term: On demand • Rate of interest : Linked to prevailing market rate	300	300	Unsecured
	Bajaj Finance Limited	• Repayable within 45 days / 64 days from the date of disbursement • Rate of interest: 9.40%	194	198	Unsecured

(₹ in million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019	Loan outstanding as at 31 March 2018	Details of security
3	Kotak Mahindra Bank Limited	• Repayable within 45 days / 64 days from the date of disbursement • Rate of interest: 20 bps over 3m MCLR rate(for FY 2018-19); 25bps above 3m MCLR rate(FY 17-18)	327	330	Unsecured
	State Bank of India	• Repayable within 90 days from the date of disbursement • Rate of interest: 8.75 %	177	168	Unsecured
	Indusind Bank Limited	• Repayable within 90 days from the date of disbursement • Rate of interest: 8.75 %	42	32	Unsecured

2.23 Trade payables

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
- Total outstanding dues of micro enterprises and small enterprises (refer to note 2.23.1)	62	109
- Total outstanding dues of creditors other than micro enterprises and small enterprises	3,034	2,787
- Trade payables to related parties	261	15
- Acceptances	18	63
	3,375	2,974

2.23.1 Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures as required by section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

(₹ in million)

S. No.	Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
(i)	the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year		
	- Principal amount	61	108
	- Interest thereon	1	1
		62	109
(ii)	the amount of interest paid in terms of section 16, along with the amounts of the payment made to the suppliers beyond the appointed day:		
	- Principal amount	-	-
	- Interest thereon	-	-
		-	-
(iii)	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
		-	-
(iv)	the amount of interest accrued and remaining unpaid.	1	1
		1	1

2.24 Other current financial liabilities

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current maturities of (refer note 2.17)		
- term loans	532	524
- finance lease obligations	26	17
- deferred payment liability	8	9
Interest accrued but not due on borrowings	14	11
Mark to market loss on forward cover	-	2
Salaries, wages and bonus payable	220	225
Creditors for capital items	74	125
Other payables	11	16
	885	**929**

2.25 Other current liabilities

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Statutory dues payable	193	102
Advances from customers	120	58
Deferred revenue	3	2
Forward cover payable [net of forward payable of ₹ Nil (31 March 2018: ₹ 88 millions)]	-	15
Other current liability	1	15
	317	**192**

2.26 Provisions

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current		
Provision for employee benefits		
- Gratuity*	60	45
- Compensated absence*	10	8
Others	-	-
- Provision for warranties (refer to note 2.20.1)	21	17
	91	**70**

*refer to note 2.20.2

2.27 Current tax liabilities

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
- Provision for income tax [net of advance income tax]	56	88
	56	**88**

2.28 Revenue from operations

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Sale of products		
-Manufactured goods	22,393	18,867
-Traded goods	899	724
	23,292	19,591
Other operating revenues		
-Royalty	38	33
-Technical know-how and service income	190	169
-Job work income	41	56
-Sale of scrap	48	44
- Exchange fluctuations (net)	-	42
-Duty draw back and other export benefits	61	34
-Other operating income	38	-
Other operating revenues	**416**	**378**
Revenue from operations	**23,708**	**19,969**

Revenue from operations, computed in accordance with Ind AS 115 'Revenue from contracts with customers', for the current year is not comparable with previous year since the same is net of Goods and Service Tax (GST) whereas excise duty form part of expenses in previous year (uptill 30 June 2017). The comparative revenue from operations of the Company is given below:

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Revenue from operations (as reported)	23,708	19,969
Less: Excise duty on sales	-	(415)
Revenue from operations (net of excise duty)	**23,708**	**19,554**

2.29 Other income

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Interest income :		
-on fixed deposits	207	3
-on loans	63	34
-on others	2	1
-on income tax refund	4	5
Financial assistance fee	11	12
Provisions/liabilities no longer required, written back	23	42
Dividend income	79	38
Miscellaneous income	21	28
	410	**163**

2.30 Cost of materials consumed

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Raw materials consumed (includes packing material and components)		
Opening stock	1,117	817
Add: Purchases during the year	14,723	12,370
	15,840	13,187
Less: Closing stock	1,280	1,117
	14,560	**12,070**

2.31 Changes in inventories of finished goods, stock in trade and work in progress

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Finished goods and stock in trade		
Opening stock	568	393
Less: Closing stock	832	568
	(265)	(175)
Work in progress		
Opening stock	230	163
Less: Closing stock	390	230
	(160)	(67)
Decrease in inventories	**(425)**	**(242)**

2.32 Employee benefits expense

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Salaries and wages	3,026	2,551
Contribution to		-
- Provident fund and other funds	144	132
- Gratuity fund (refer to note 2.20.2)	41	61
Employees stock compensation expense	17	16
Staff welfare	180	156
	3,408	**2,916**

2.33 Finance Costs

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Interest expense :		
on borrowings from banks	300	214
on borrowings from others	8	18
Other borrowing costs	36	11
	344	**243**

2.34 Other Expenses

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Job work charges	479	391
Consumption of stores and spare parts	265	231
Power and fuel (net of recovery)	432	344
Rent (refer to note 2.37)	207	198
Repairs - buildings	43	36
Repairs - plant and machinery	125	107
Repairs - others	90	72
Travelling and conveyance	332	282
Legal and professional (refer to note 2.39)	160	141
Communication	39	37
Charity and donations	2	1
Allowance for expected credit loss	8	-
Insurance	28	24
Rates and taxes, excluding taxes on income	17	14
Exchange fluctuations (net)	2	-
Warranty expenses	14	15
Loss on sale/discard of fixed assets (net)	9	19

(₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Advertisement and business promotion	85	68
Freight and forwarding	305	231
Bank charges	12	4
Corporate social responsibility (refer to note 2.42)	26	20
Financial assistance fees	6	6
Miscellaneous	124	117
	2,810	**2,358**

2.34.1 Research and development expenses **

The Company has incurred following expenditure on its in-house Research and Development Centre : (₹ in million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
Raw material consumed	2	-
Salaries	147	117
Contribution to provident fund and other funds	14	12
Staff welfare	6	5
Rent	-	1
Repair and maintenance	8	4
Travelling and conveyance	22	16
Legal and professional	2	1
Communication	2	1
Insurance	1	1
Miscellaneous	30	16
Other operating revenue	(46)	(33)
	188	**141**

** Excluding finance costs, depreciation, amortisation and impairment. Capital expenditure incurred on approved Research and Development centre during current financial year is ₹ 39 millions (31 March 2018: ₹ 82 millions).

2.35 Capital and other commitments

Capital Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 105 million (31 March 2018: ₹ 145 million)

2.36 Contingent liabilities

(₹ in million)

Particulars		As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Claims against the Company not acknowledged as debts*			
a)	Income-tax	5	6
b)	Sales tax/ VAT	9	6
c)	Excise duty / Service tax	5	1

*Including claims in respect of transferor companies merged into Minda Corporation Limited, pursuant to scheme of amalgamation (refer note 2.46), though the litigations may be continuing in the name of transferor companies, however any liability arising in future relating to these disputes will be borne by the Company.

1. The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded will not, in the opinion of the management, have a material effect on the results of the operations or financial position.

2. It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums/ authorities.

3. Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages for the purpose of provident fund, to include special allowances which are common for all employees. However there is uncertainty with respect to the applicable of the judgement and period from which the same applies. The Company has estimated the impact of the same from 1 March 2019 to 31 March 2019 based on a prospective approach and has recognized the same in the financial statements.

   Owing to the aforesaid uncertainty and pending clarification from the authority in this regard, the Company has not recognised any provision for the previous years. Further management also believes that the impact of the same on the Company will not be material.

Others

Corporate guarantees given by the Company (₹ in million)

S. No.	Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
i)	Furukawa Minda Electric Private Limited, India	207	609
ii)	Minda KTSN Plastic Solutions GmbH & Co. KG, Germany	1,935	1,718

Movement of guarantees given to related parties

S. No.	Particulars	Balance as at 31 March 2018	Given during the year	Settled / adjusted during the year	Balance as at 31 March 2019	Purpose of Guarantees
i)	Furukawa Minda Electric Private Limited, India	609	-	401	207 *	Working capital requirement
ii)	Minda KTSN Plastic Solutions GmbH & Co. KG, Germany	1,718	1,320	1,103	1,935*	

* These corporate guarantees include guarantees given in foreign currency and closing value has been calculated at year end exchange rate.

2.37 Accounting for leases

As a lessee

(i) Operating leases

(₹ in million)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018 Re-presented (refer note 2.46)
Lease rentals recognized in the Statement of Profit and Loss during the year	207	198
Total	**207**	**198**

The future minimum lease payments under non-cancelable operating leases are as follows: (₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Not later than one year	18	42
Later than one year but not later than five years	36	110
Later than five years	-	-
Total	**54**	**152**

2.38 Related Party Disclosures

A) Related parties where control exists

Related parties and nature of related party relationships

	Description of relationship	Name of the party
(i)	Subsidiary	Minda Europe B.V., Netherlands
		Minda KTSN Plastic Solution GMBH & Co.KG, Germany
		Spark Minda Foundation
		P T Minda Automotive, Indonesia
		Minda Vietnam Automotive Co. Ltd., Vietnam
		P T Minda Automotive Trading, Indonesia
		Almighty International PTE Limited, Singapore
		Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V, Mexico
		Minda KTSN Plastic Solutions S.R.O., Czech Republic
		Minda KTSN Plastic and Tooling Solutions Sp. Z.o.o, Poland,
		KTSN Kunststoffechnik Sachsen Beteiligung, Germany

B)	**Related parties and nature of related party relationships with whom transactions have taken place during the year**	
(i)	Jointly control entity / Associate	Minda Stoneridge Instruments Limited, India
		Minda Vast Access Systems Private Limited, India
		Furukawa Minda Electric Private Limited, India (Formerly Known as Minda Furukawa Electric Private Limited) (refer to note 2.46)
(ii)	Key Managerial Personnel	Mr. Ashok Minda - Chairman
		Mr. Sudhir Kashyap - Executive Director and CEO
		Mr. Laxman Ramnarayan - Director
		Mr. Sanjay Aneja - CFO
		Mr. Ashim Vohra - COO
		Mr. Ajay Sancheti - Company Secretary
(iii)	Relative of Key Managerial Personnel	Mrs. Sarika Minda - Relative of Mr. Ashok Minda
		Mr. Akash Minda - Relative of Mr. Ashok Minda
(iv)	Enterprise in which directors of the Company and their relatives are able to exercise significant influence:	Minda Capital Private Limited, India
		Minda S.M. Technocast Private Limited, India (Amalgamated with Minda Capital Private Limited w.e.f March 15, 2019)
		Minda Silca Engineering Private Limited, India
		Dorset Kaba Security Systems Private Limited, India
		Minda Spectrum Advisory Limited, India
		Blest Marketing & Advertising Private Limited, India (Amalgamated with Minda Capital Private Limited w.e.f March 15, 2019)
(v)	Employee Stock Option Scheme trust	Minda Corporation limited - Employee Stock Option Scheme trust

Note 1: During the previous year, Company through its erstwhile subsidiary i.e. Minda SAI Limited had made an acquisition of 387,000 equity shares (representing 100% stake) of Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) at a consideration of ₹ 84 million.

C) **Details of transactions and balances with related parties**

(₹ in million)

Party name	Period *	Sale of goods	Job work/ Service income /Exp during the year	Other incomes / expenses recovered during the year	Purchase of goods during the year	Management fees Income	Rent paid	Remuneration paid	Other expenses paid / reimbursed during the year	Investments made during the year	Dividend Income
Subsidiary Companies											
Minda Europe B.V. Netherlands	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-	-
Minda KTSN Platic Solution GMBH & Co.KG, Germany	2018-19	-	-	67	-	20	-	-	3	622	-
	2017-18	-	-	39	-	37	-	-	1	18	-
P T Minda Automotive, Indonesia	2018-19	170	-	31	-	13	-	-	-	-	-
	2017-18	170	-	29	-	12	-	-	-	-	-
P T Minda Automotive Trading, Indonesia	2018-19	21	-	-	-	-	-	-	-	-	-
	2017-18	21	-	-	-	-	-	-	-	-	-
Minda Vietnam Automotive Co. Ltd., Vietnam	2018-19	9	-	7	1	2	-	-	-	-	-
	2017-18	7	-	3	2	2	-	-	-	-	-
Almighty International Private Limited	2018-19	-	-	-	-	-	-	-	-	-	79
	2017-18	-	-	-	-	-	-	-	-	-	38
Spark Minda Foundation	2018-19	-	25	-	-	-	-	-	-	-	-
	2017-18	-	19	-	-	-	-	-	-	-	-
Minda Corporation Limited- Employee Stock Option Scheme Trust	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-	-
Joint Venture											
Minda VAST Access System Private Limited	2018-19	243	4	19	15	16	-	-	-	-	-
	2017-18	267	-	24	14	19	-	-	-	-	-
Minda Stoneridge Instruments Limited	2018-19	1	8	5	136	54	-	-	6	-	-
	2017-18	4	4	-	96	48	-	-	3	-	-
Furukawa Minda Electric Private Limited	2018-19	44	36	-	2	-	-	-	-	-	-
	2017-18	46	53	1	11	-	-	-	-	-	-
Enterprise in which directors of the Company and their relatives exercise significant influence:											
Minda Industries Limited	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	394	-	-	-	-	-	-	-	-	-
Minda Silca Engineering Limited	2018-19	27	-	-	92	4	-	-	-	-	-
	2017-18	22	1	-	88	4	-	-	-	-	-

(₹ in million)

Party name	Period *	Sale of goods	Job work/ Service income /Exp during the year	Other incomes / expenses recovered during the year	Purchase of goods during the year	Management fees Income	Rent paid	Remuneration paid	Other expenses paid / reimbursed during the year	Investments made during the year	Dividend Income
Dorset Kaba Security Systems Private Limited	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	5	-	-	-	-	-	-	-	-	-
Minda Capital Private Limited	2018-19	-	-	-	-	6	142	-	4	-	-
	2017-18	-	-	1	-	5	100	-	-	-	-
Minda Spectrum Advisory Limited	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-	-
Tuff Engineering Private Limited	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	24	-	-	-	-
Minda S.M.Technocast Private Limited	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	13	-	-	-	-
Key Managerial Personnel:											
Mr. Ashok Minda	2018-19	-	-	-	-	-	-	48	-	-	-
	2017-18	-	-	-	-	-	-	44	-	-	-
Mr. Sudhir Kashyap	2018-19	-	-	-	-	-	-	34	-	-	-
	2017-18	-	-	-	-	-	-	28	-	-	-
Mr. Laxman Ramnarayan	2018-19	-	-	-	-	-	-	27	-	-	-
	2017-18	-	-	-	-	-	-	18	-	-	-
Mr. Sanjay Aneja	2018-19	-	-	-	-	-	-	10	-	-	-
	2017-18	-	-	-	-	-	-	8	-	-	-
Mr Ashim Vohra	2018-19	-	-	-	-	-	-	16	-	-	-
	2017-18	-	-	-	-	-	-	9	-	-	-
Mr. Ajay Sancheti	2018-19	-	-	-	-	-	-	7	-	-	-
	2017-18	-	-	-	-	-	-	5	-	-	-
Relative of Key Managerial Personnel:											
Mrs. Sarika Minda	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-	-
Mr. Aakash Minda	2018-19	-	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-	-

* Re-presented for 2017-18 (refer note 2.46)

C) **Details of transactions and balances with related parties (Cont.):**

(₹ in million)

Party name	Period*	Loan / advance given during the year	Loan/ advances recovered or adjusted during the year	Purchase of Fixed assets during the year	Security Deposit as at the year end	Trade Receivable as at the year end	Payable as at the year end	Loan/ Advances receivable at the year end	Investments as at the year end	Guarantee Outstanding as at the year end
Subsidiary Companies										
Minda Europe B.V. Netherlands	2018-19	-	-	-	-	-	-	-	17	-
	2017-18	-	-	-	-	-	-	-	17	-
Minda KTSN Platic Solution GMBH & Co.KG, Germany	2018-19	761	1,039	-	-	133	1	233	2,011	1,935
	2017-18	462	115	-	-	62	6	493	1,388	1,718
P T Minda Automotive, Indonesia	2018-19	-	-	-	-	67	-	-	-	-
	2017-18	-	-	-	-	25	-	-	-	-
P T Minda Automotive Trading, Indonesia	2018-19	-	-	-	-	6	-	-	-	-
	2017-18	-	-	-	-	4	-	-	-	-
Minda Vietnam Automotive Co. Ltd., Vietnam	2018-19	-	-	-	-	6	-	-	-	-
	2017-18	-	-	-	-	2	-	-	-	-
Almighty International Private Limited	2018-19	-	-	-	-	-	-	-	560	-
	2017-18	-	-	-	-	-	-	-	560	-
Spark Minda Foundation	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Minda Corporation Limited-Employee Stock Option Scheme Trust	2018-19	-	21	-	-	-	-	102	-	-
	2017-18	-	3	-	-	-	-	122	-	-
Joint Venture										
Minda VAST Access System Private Limited	2018-19	-	-	-	-	60	8	-	-	-
	2017-18	-	-	-	-	81	3	-	-	-
Minda Stoneridge Instruments Limited	2018-19	-	-	-	-	17	23	-	651	-
	2017-18	-	-	-	-	18	30	-	651	-
Furukawa Minda Electric Private Limited	2018-19	-	-	-	-	37	17	-	273	207
	2017-18	-	-	17	-	97	16	-	473	609
Enterprise in which directors of the Company and their relatives exercise significant influence:										
Minda Industries Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	83	-	-	-	-

(₹ in million)

Party name	Period*	Loan / advance given during the year	Loan/ advances recovered or adjusted during the year	Purchase of Fixed assets during the year	Security Deposit as at the year end	Trade Receivable as at the year end	Payable as at the year end	Loan/ Advances receivable at the year end	Investments as at the year end	Guarantee Outstanding as at the year end
Minda Silca Engineering Private Limited	2018-19	-	-	4	-	3	14	-	-	-
	2017-18	-	-	2	-	1	16	-	-	-
Dorset Kaba Security Systems Private Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Minda Capital Private Limited	2018-19	-	-	-	37	4	-	-	13	-
	2017-18	-	40	-	30	47	-	-	12	-
Minda Spectrum Advisory Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Tuff Engineering Private Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	5	-	-	-	-	-
Minda S.M.Technocast Private Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	2	-	-	-	-	-
Key Managerial Personnel:										
Mr. Ashok Minda	2018-19	-	-	-	-	-	1	-	-	-
	2017-18	-	-	-	-	-	1	-	-	-
Mr. Sudhir Kashyap	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	1	-	-	-
Mr. Laxman Ramnarayan	2018-19	-	-	-	-	-	1	-	-	-
	2017-18	-	-	-	-	-	1	-	-	-
Mr. Sanjay Aneja	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Mr Ashim Vohra	2018-19	-	-	-	-	1	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Mr. Ajay Sancheti	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Relative of Key Managerial Personnel:										
Mrs. Sarika Minda	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Mr. Aakash Minda	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-

* Re-presented for 2017-18 (refer note 2.46)

2.39 Auditor's Remuneration (including payment for erstwhile subsidiary Companies, excluding taxes)

Legal and professional expense includes auditor's remuneration as follows:

(₹ in million)

Particulars	For the year ended 31 March 2019*	For the year ended 31 March 2018 Re-presented (refer note 2.46)*
Statutory audit	8	7
Limited reviews includes consolidation	4	4
Others	8	2
Reimbursement of expenses	1	1
	21	**14**

* Includes ₹ 1 million (Previous year: ₹ 1 million) paid to auditors of Minda Management Services Limited and Minda Telematics and Electric Mobility solutions Private Limited (formerly El Labs India Private Limited) now merged with the company (refer note: 2.46)

2.40 Employee Share-Based Payment Plans

The members of the Company had approved 'Employee Stock Option Scheme, 2017' through Postal Ballot on 10 February 2017. The plan envisaged grant of stock options to eligible employees at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee.

Under the Plan, upto 5,341,840 stock options can be issued to eligible employees of the Company and its subsidiaries, whether working in India or out of India, including any Director of the Company and its subsidiaries, whether whole time or otherwise excluding the Independent Directors. Options are to be granted at price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee. Under the Plan, each option, upon vesting, shall entitle the holder to acquire one equity share of ₹ 2 each. The options granted will vest gradually over a period not earlier than one year and not later than five years from the date of Grant of such Options. Vesting of Options is a function of achievement of performance criteria or any other criteria, as specified by the Committee and communicated in the grant letter.

Summary of vesting and lock-in provisions are given below:

Sr. No.	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	20%	1 April 2018	Nil
2	20%	1 April 2019	Nil
3	20%	1 April 2020	Nil
4	40%	1 April 2021	Nil

The movement in the stock options under the Plan, during the year, is set out below:

Particulars	For the year ended 31 Mar 2019		For the year ended 31 Mar 2018 Re-presented(refer note 2.46)	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	1,830,000	50	2,700,000	50
Granted during the year	(346,200)	-	-	-
Forfeit during the year	(107,800)	-	(870,000)	50
Outstanding at the end of the year	1,376,000	50	1,830,000	50
Exercisable at the end of the year	-	-	-	-

Stock compensation expense in relation to stock options granted to employee of subsidiaries / step-down subsidiaries/ Jointly controlled entities and associates is ₹ 17 million (Previous year ₹ 16 million)

Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model with the following assumptions:

Particulars	31 March 2019
Expected volatility	48%
Risk free interest rate	7%
Exercise price (₹)	50
Expected dividend yield	1%
Life of options (years)	4
Weighted average fair value of options as at the grant date (₹)	93

2.41 Information pursuant to clause 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans and advances in the nature of loans / advances to wholly-owned subsidiary companies is as under: (₹ in million)

Particulars	As at 31 March		Maximum balance during the year ended	
	2019	2018 Re-presented (refer note 2.46)	2019	2018 Re-presented (refer note 2.46)
Minda KTSN Plastic Solution GMBH & Co.KG, Germany	233	493	784	493
Minda Corporation Ltd. Employees Stock Option Scheme	102	122	122	122

2.42 During the current year, as required under section 135 of the Act, the Company has spent ₹26 millions (previous year ₹ 20 millions) towards the corporate social responsibility (CSR activity). Relevant disclosures for amount to be spent vis a viz amount spent during the year are as below :

(₹ in million)

	Particulars		For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.46)
A	**Gross amount required to be spent**		26	19
B	**Amount spent during the year ended 31 March 2019**			
S. No.	**Project/ Activity**	**Paid in cash**	**Yet to be paid**	**Total**
1	Kshatriya Maratha Samaj, Shrivardhan	1	-	1
2	Contribution to Company formed under section 8 of Companies Act 2013 for the purpose, including promoting and preventing Health care & sanitation	25	-	25
	Total	**26**	**-**	**26**
C	**Amount spent during the year ended 31 March 2018**			
S. No.	**Project/ Activity**	**Paid in cash**	**Yet to be paid**	**Total**
1	Contribution to Company formed under section 8 of Companies Act 2013 for the purpose, including promoting and preventing Health care & sanitation	19	-	19
	Total	**19**	**-**	**19**

2.43 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.

2.44 As per Ind-AS 108, Operating segments have been defined based on the regular review by the Company's Chief Operating Decision Maker to assess the performance of each segment and to make decision about allocation of resources. The Company's business activities fall within single primary business segment, viz, manufacturing of Automobile Components and Parts thereof. Accordingly, disclosures under Ind AS 108, Operating Segments are not required to be made.

2.45 The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and noted that there are no foreseeable losses on long term contracts. Accordingly, no provision is required to be created in the books of account under any law / accounting standards.

2.46 (a) Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly El Labs India Private Limited) (together referred to as "transferor companies"), into Minda Corporation Limited ("Transferee Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company without any consideration. The Company has received the certified copy of the order and shall file the order copy with ROC, Delhi in due course. The Company has given effect of the scheme as it is reasonably certain that post receipt of the certified copy of the order, the same will be filed with ROC. The transferor companies being wholly owned subsidiaries of the Company neither any shares are required to be issued nor any consideration is paid. For certain subsidiaries, an amount of ₹ 460 million, being difference between the amount of investment in the Equity shares of the transferor companies appearing in the books of account of the transferee company and the amount of issued, subscribed and paid-up share capital standing credited in the book of account of the transferor companies is transferred to capital reserve in the books of account of the transferee company. Further, for certain other subsidiaries, an amount of ₹ 204 million being excess of difference between Investment in equity shares of the transferor companies and paid-up share capital of all the transferor companies has been presented under Goodwill. Consequently, the Standalone Financial Statements for the year ended 31 March 2019 which were earlier approved by Board of Directors at their meeting held on 28 May 2019 have been revised only to give effect to the aforesaid Scheme of Amalgamation.

(b) The amalgamation has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been re-presented for amalgamation with effect from the beginning of the preceding period.

2.47 The Board of Directors of the Company vide their meeting held on 20 November 2018 approved the Share Purchase Agreement ('SPA') for sale of 20,860,000 fully paid up equity shares in Minda Furukawa Electric Private Limited ('MFEPL') to its JV partners, namely Furukawa Electric Co., Ltd. and Furukawa Automotive Systems Inc. ('together referred to as FEC entities') and also approved the restated JV agreement between Minda Corporation Limited and FEC entities. In accordance with said SPA, the Company has sold said equity shares on 28 December 2018 which has resulted in reduction in its investment from 51% to 30%. Further, as per the said SPA, MFEPL has issued 19,000,000 equity shares of ₹ 10 each for cash at par on 7 January 2019, thereby diluting the equity share holding of Company to 25%. Pursuant to sale of shares, the Company has recognised gain of ₹ 43 million as exceptional item in the statement of standalone profit and loss.

2.48 Financial instruments – Fair values and risk management

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i. As on 31 March 2019

(₹ in million)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
(i) Investments excluding investment in subsidiaries, jointly controlled entities and associate	-	-	13	13	-	-	-
(ii) Loans	-	-	203	203	-	-	-
(iii) Other financial assets	-	-	221	221	-	-	-
Current							
(i) Trade receivables	-	-	4,478	4,478	-	-	-
(ii) Cash and cash equivalents	-	-	63	63	-	-	-
(iii) Other bank balances	-	-	3,157	3,157	-	-	-
(iv) Loans	-	-	238	238	-	-	-
(v) Other financial assets	-	-	280	280	-	-	-
Total	-	-	**8,653**	**8,653**			
Financial liabilities							
Non-current							
(i) Borrowings	-	-	911	911	-	-	-
(ii) Other financial liabilities	-	-	12	12	-	-	-
Current							
(i) Borrowings	-	-	2,462	2,462	-	-	-
(ii) Trade payables	-	-	3,375	3,375	-	-	-
(iii) Other financial liabilities	-	-	885	885	-	-	-
Total	-	-	**7,645**	**7,645**			

ii. **As on 31 March 2018**

Re-presented (refer note 2.46) (₹ in million)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
(i) Investments excluding investment in subsidiaries, jointly controlled entities and associate	-	-	12	12	-	-	-
(ii) Loans	-	-	192	192	-	-	-
(iii) Other financial assets	-	-	66	66	-	-	-
Current							
(i) Trade receivables	-	-	4,219	4,219	-	-	-
(ii) Cash and cash equivalents	-	-	91	91	-	-	-
(iii) Other bank balances	-	-	6	6	-	-	-
(iv) Loans	-	-	516	516	-	-	-
(v) Other financial assets	-	-	105	105	-	-	-
Total	**-**	**-**	**5,207**	**5,207**			
Financial liabilities							
Non-current							
(i) Borrowings	-	-	1,096	1,096	-	-	-
(ii) Other financial liabilities	-	-	18	18	-	-	-
Current							
(i) Borrowings	-	-	2,477	2,477	-	-	-
(ii) Trade payables	-	-	2,974	2,974	-	-	-
(iii) Other financial liabilities	-	-	929	929	-	-	-
Total	**-**	**-**	**7,494**	**7,494**			

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short-term maturities of these instruments. Accordingly, management has not disclosed fair values for financial instruments such as trade receivables, trade payables, cash and cash equivalents, other current assets, interest accrued on fixed deposits, other current liabilities etc.

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.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2019 and 31 March 2018.

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Company at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Company at each balance sheet date.

Valuation processes

The Company has an established control framework with respect to the measurements of the fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements and reports to Senior Management. The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;

- Liquidity risk ; and

- Market risk - Foreign exchange

- Market risk - Interest rate

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet:

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Investments	3,525	3,104
Trade receivables	4,478	4,219
Cash and cash equivalents	63	91
Other bank balances	3,157	6
Loans	440	708
Other financial assets	501	171

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, and arises principally from the Company's receivables from customers, loans.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss (ECL) model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors such as Company's historical experience for customers.

Movement in the loss allowance in respect of trade receivables:

(₹ in million)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018 Re-presented (refer note 2.46)
Balance at the beginning of the year	(16)	(16)
Amount written off	2	-
Provided during the year	(8)	-
Balance at the end of the year	**(22)**	**(16)**

a) **Expected credit loss for loans and security deposits**

As at 31 March 2019

(₹ in million)

Particulars		Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loans to employee	-	0%	-	-
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits	109	0%	-	109
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loan to related parties and interest accrued on such loans	332	0%	-	332
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit -impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit -impaired	NA	NA	NA	NA	NA

As at 31 March 2018
Re-presented(refer note 2.46)

(₹ in million)

Particulars		Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loans to employee	16	0%	-	16
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Security Deposits	77	0%	-	77
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loan to related parties and interest accrued on such loans	615	0%	-	615
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit -impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit -impaired	NA	NA	NA	NA	NA

b) Expected credit loss for trade receivables under simplified approach

The Company's exposure to credit risk for trade receivables is as follows: (₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current (not past due)	3,480	3,362
1 to 30 days past due	524	478
31 to 60 days past due	186	153
61 to 90 days past due	100	67
More than 90 days past due	210	175
Expected credit losses (Loss allowance provision)	(22)	(16)
Carrying amount of trade receivables (net of impairment)	**4,478**	**4,219**

b. Financial risk management (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash and cash equivalent and bank balances other than cash and cash equivalent of ₹ 3,220 millions as at 31 March 2019 (31 March 2018 ₹ 97 millions), anticipated future internally generated funds from operations, and its fully available, revolving undrawn credit facility will enable it to meet its future known obligations in the ordinary course of business. However, if a liquidity needs were to arise, the Company believes it has access to financing arrangements, value of unencumbered assets, which should enable it to meet its ongoing capital, operating, and other liquidity requirements. The Company will continue to consider various borrowing or leasing options to maximize liquidity and supplement cash requirements as necessary.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

I. Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
From Banks - Short Term	1,254	1,157
From banks - Long Term	875	416
From others	6	-

II. Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

(₹ in million)

As at 31 March 2019	Carrying amount	Contractual cash flows			
		0-1 years	1-5 years	More than 5 years	Total
Non-current liabilities					
Financial liabilities - Borrowings	911	-	911	-	911
Other financial liabilities	12	-	12	-	12
Current liabilities					
Financial liabilities - Borrowings	2,462	2,462			2,462
Trade payables	3,375	3,375	-	-	3,375
Other financial liabilities	885	885	-	-	885
Total	**7,645**	**6,722**	**923**	**-**	**7,645**

(₹ in million)

As at 31 March 2018	Carrying amount	Contractual cash flows			
		0-1 years	1-5 years	More than 5 years	Total
Non-current liabilities					
Financial liabilities - Borrowings	1,096	-	1,096	-	1,096
Other financial liabilities	18	-	18	-	18
Current liabilities					
Financial liabilities - Borrowings	2,477	2,477	-	-	2,477
Trade payables	2,974	2,974	-	-	2,974
Other financial liabilities	929	929	-	-	929
Total	**7,494**	**6,380**	**1,114**	-	**7,494**

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2019 and 31 March 2018 are as below:

(₹ in million)

Particulars	As at 31 March 2019			
	USD	EURO	CHF	JPY
Financial assets	201	708	-	-
Trade receivables	**201**	**708**	-	-
Financial liabilities				
Borrowings	-	-	-	-
Trade payables	66	52	1	-
	66	**52**	**1**	-

(₹ in million)

Particulars	As at 31 March 2018 Re-presented (refer note 2.46)			
	USD	EURO	CHF	JPY
Financial assets	86	647	-	-
Trade receivables	86	647	-	-
Financial liabilities				
Borrowings	54	59	-	-
Trade payables	72	68	4	42
	126	**127**	**4**	**42**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2019 (previous year ended as on 31 March 2018) would have affected the measurement of financial instruments denominated in functional currency and affected equity and profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in million)

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2019				
USD	1	(1)	1	(1)
EUR	7	(7)	4	(4)
CHF	-	-	-	-
JPY	-	-	-	-
	8	**(8)**	**5**	**(5)**
For the year ended 31 March 2018				
USD	-	-	-	-
EUR	5	(5)	3	(3)
CHF	-	-	-	-
JPY	-	-	-	-
	5	**(5)**	**3**	**(3)**

USD: United States Dollar, EUR: Euro, CHF: Swiss Franc, JPY: Japanese Yen

Exposure to currency risk

The Company uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities.

`The following table details the foreign currency derivative contracts outstanding at the end of the reporting period:

(₹ in million)

					Maturity			
Outstanding Contracts*	**No. of Deals**		**Contract value of foreign Currency (In Millions)**		**Up to 12 months Nominal Amount* (In Millions)**		**More than 12 months Nominal Amount* (In Millions)**	
	As at 31 March 2019	**As at 31 March 2018**	**As at 31 March 2019**	**As at 31 March 2018**	**As at 31 March 2019**	**As at 31 March 2018**	**As at 31 March 2019**	**As at 31 March 2018**
INR/USD Sell forward	7	13	1	1	51	92	-	-
INR/EUR Sell forward	6	9	1	1	84	75	-	-
INR/USD Buy forward	1	-	-	-	3	-	-	-
Principal only swap								
INR/USD Buy	2	2	4	4	65	61	49	107
Principal and interest rate swap								
INR/USD Buy	2	1	6	4	86	28	292	200

* Computed using average forward contract rates

Sensitivity analysis

The following table details the group's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currency. The sensitivity analysis includes only outstanding forward exchange contracts as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

(₹ in million)

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2019				
INR/USD Sell forward	1	(1)	-	-
INR/EUR Sell forward	1	(1)	1	(1)
Principal only swap				
INR/USD Buy	1	(1)	1	(1)
Principal and interest rate swap				
INR/USD Buy	4	(4)	2	(2)
	6	**(6)**	**4**	**(4)**
For the year ended 31 March 2018				
INR/USD Sell forward	1	(1)	1	(1)
INR/EUR Sell forward	1	(1)	1	(1)
Principal only swap				
INR/USD Buy	2	(2)	1	(1)
Principal and interest rate swap				
INR/USD Buy	2	(2)	2	(2)
	5	**(5)**	**4**	**(4)**

USD : United States Dollar; EUR: Euro

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the 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 expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

(₹ in million)

Variable-rate instruments	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Non current borrowings	618	920
Current borrowings	2,090	2,470
Current maturities of non-current borrowings	528	355
Total	**3,236**	**3,745**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in million)

Particulars	Profit or loss		Equity, net of tax	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on term loans from banks				
For the year ended 31 March 2019	**(16)**	**16**	**(11)**	**11**
For the year ended 31 March 2018	(19)	19	(12)	12

2.49 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

(₹ in million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.46)
Current borrowings	2,462	2,477
Non current borrowings (including current maturity)	1,476	1,648
Less : Cash and cash equivalents	(63)	(91)
Adjusted net debt (A)	3,875	4,034
Total equity (B)	11,372	6,884
Adjusted net debt to adjusted equity ratio (A/B)	**34%**	**59%**

2.50 Business combination

During the previous year, on 1 September 2017, Company through its erstwhile subsidiary i.e. Minda SAI Limited has acquired 100% stake in Minda Telematics and Electric Mobility Solutions Private Limited ('Minda Telematics') (formerly known as EI Labs India Private Limited). Control over Minda Telematics will enable the Company to diversify into new line of business of connected mobility and internet of things. With the acquisition, Company will be able to develop the latest devices and solutions using the Minda Telematic's technology, thereby introducing automotive connected mobility management devices and solutions in the automotive market.

The computation of goodwill on account of acquisition is as follows:-

(A) Consideration transferred

(₹ in million)

Particulars	
Cost of investment in the subsidiary	70
Deferred consideration payable*	14
Total (A)	**84**

*It represents consideration to be paid based on the performance of the Company over a period of three years commencing from the valuation date. The performance of the Company for the purpose of determining the incentive shall be based on Revenue and EBITDA of the EI Labs for FY 2018-19 and FY 2019-20

(B) Goodwill

Goodwill arising out of above acquisition has been determined as follows:

(₹ in million)

Particulars	
Consideration transferred (A)	84
Fair value of identifiable assets	44
Goodwill (A-B)	**40**

(C) Identifiable assets acquired and liabilities assumed

The following table summaries the recognised amounts of assets acquired and liabilities assumed as at the date of acquisition

(₹ in million)

Particulars	
Property, plant and equipment	1
Intangible assets	64
Inventories	7
Borrowings	(15)
Trade payables	(4)
Other liabilities	(9)
Total net identifiable assets acquired	**44**

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

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

Shashank Agarwal
Partner
Membership No.: 095109

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Place : Gurugram
Date : 12 August 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of Minda Corporation Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the Consolidated Financial Statements of Minda Corporation Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and its joint ventures, which comprise the Consolidated Balance Sheet as at 31 March 2019, 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 and an associate 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 associate and joint ventures as at 31 March 2019, 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 Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to note 2.49 to the Consolidated Financial Statements. As referred to in the said note, the Consolidated Financial Statements of the Company for the year ended 31 March 2019, were earlier approved by the Board of Directors at their meeting held on 28 May 2019 and the Scheme of amalgamation ("Scheme") of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) with the Company was subject to approval of the respective shareholders and creditors of the Company and transferor companies, National Company Law Tribunal ("NCLT") and statutory and regulatory authorities, as applicable. Those financial statements were audited by us and our report dated 28 May 2019, addressed to the Members of the Company, expressed an unqualified opinion on those financial statements.

Pursuant to the Scheme approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves ans surplus of the transferor companies have been transferred to and vested in the company without any consideration. Consequently, the aforesaid Consolidated Financial Statements are revised by the Company to give effect to the said Scheme of Amalgamation. This being a common control business combination under Ind AS 103 'Business Combination", the same has been accounted for with effect from the beginning of the preceding period and comparatives have been re-presented after giving the effect of the Scheme.

Our procedures on subsequent events are restricted solely to give effect of said Scheme of amalgamation in the financial statement as describe in note 2.49 to the Consolidated Financial statements. 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 year. 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.

Description of Key Audit Matters

<table>
<tr><th></th><th>The key audit matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>1)</td><td colspan="2">Revenue Recognition</td></tr>
<tr><td></td><td>As disclosed in Note 2.29, the Group's revenue from operations for the year ended 31 March 2019 was ₹ 30,920 million. As revenue is qualitatively significant to the Consolidated Statement of Profit and Loss and is one of key performance indicators of the Group, there may be risks of material misstatements related to revenue recognition due to which the completeness, existence and accuracy of revenue recognition is identified as a key audit matter.</td><td>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:
• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of Management's key internal controls in relation to revenue recognition;
• On a sample basis, making selection from sales entries and tracing to their contracts, invoices, delivery challans and goods outward register;
• Trade receivables outstanding at the year end. Selecting a sample of trade receivables and assessing their recoverability with reference to post year end cash receipts;
• Selecting a sample of transactions recorded during the year and assessing whether revenue has been recognized in the correct period with reference to supporting invoices, terms and conditions with customers and cash receipts;
• Assessing the appropriateness of unbilled revenue at the year end with reference to post year end billings and cash receipts; and
• Performed cut-off testing for samples of revenue transactions recorded before and after the financial year end date by comparing with relevant underlying documentation to assess whether the revenue was recognized in the correct period.</td></tr>
<tr><td>2)</td><td colspan="2">Impairment of testing of goodwill ('Intangible')</td></tr>
<tr><td></td><td>As explained in Note 2.2 to the Consolidated Financial Statements, the Group's goodwill balance of ₹ 1,010 million represents 4% of the Group's total assets which has been allocated to different Cash Generating Unit ('CGU's).

In addition to significance of the amount, management's assessment process is complex as it involves significant judgment in determining the assumptions to be used to estimate the recoverable amount. The recoverable amount of CGU's has been derived from discounted forecast cash flow models. The models use several key assumptions, including estimates of future sales volumes, prices, operating costs, terminal values, growth rates and the weighted average cost of capital.</td><td>In view of the significance of the matter, we applied the following procedures in this area, amongst others to obtain sufficient appropriate audit evidence:
1. We evaluated management's future cash flow forecasts and the process by which they were drawn up, including testing the underlying calculations and comparing them with the latest approved budgets. We evaluated:
a. projected sales volume and margin forecasts over the next five years by comparing them with external industry forecasts where available, and historical and current results;
b. the long-term growth rate used to extrapolate the cash flows beyond year five into perpetuity, by comparing them with historical results and wider industry forecasts;
c. the discount rate, by independently calculating the cost of capital; and
d. the historical accuracy of budgets.
2. Obtained the valuation report of subsidiary and associate where there are accumulated losses and reviewed the valuation methods used and discussed with management regarding the reasonableness of the basis and assumptions used.</td></tr>
</table>

3)	**Accounting for Business Combination** **See note 2.49 to the Consolidated Financial statements**	
	Subsequent to the year end, the National Company Law Tribunal, New Delhi ('NCLT') approved the amalgamation of Holding Company's subsidiaries, Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) with the Holding Company with effect from the appointed date, i.e., 1 April 2018. We identified the accounting of the business combination as a key audit matter because the accounting of such arrangement is complex and involves judgement and assumptions used in determining the accounting thereof.	With respect to the accounting treatment for Business Combination, we have performed the following procedures: • Obtained and examined the Scheme of Amalgamation; • Obtained accounting analysis of the Business Combination from Management and reviewed the same in light of the Company's accounting policies and applicable accounting standards; • Performed audit procedures on accounting of the transaction as per the applicable accounting standard; and • Assessed the appropriateness and adequacy of the related disclosures in the Consolidated Financial Statements.

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 Consolidated Financial Statements and our auditor's 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, 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.

Responsibilities of Management and Those Charged with Governance 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 and other comprehensive income, Consolidated Statement of Changes in Equity and consolidated cash flows of the Group including its associate 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 Board of Directors of the companies included in the Group and of its associate 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 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 associate, 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 management 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 associate and joint ventures is responsible for overseeing the financial reporting process of each company.

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 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 made by management.
- Conclude on the appropriateness of management's 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 and future events or conditions may cause the Group (Company and subsidiaries) as well as associate 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 joint ventures to express an opinion on the Consolidated Financial Statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. 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 para (a) of the 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 sub-paragraph (a) of the 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 of most significance in the audit of the Consolidated Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's 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 fourteen subsidiaries whose financial statements reflect total assets of INR 7,843 million as at 31 March 2019, total revenues of INR 8,308 million and net cash flows amounting to INR 165 million 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 (and other comprehensive income) of INR 81 million for the year ended 31 March 2019, in respect of one associate, 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 Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, 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, and associate is based solely on the audit reports of the other auditors.

    Certain of these subsidiaries 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 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 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 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 and the financial statements.

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 and an associate 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 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and an associate company incorporated in India, none of the directors of the Group companies, its associate company and joint ventures incorporated in India is disqualified as on 31 March 2019 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 company and joint ventures 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 and an associate company, as noted in the 'Other Matters' paragraph:

   i. The Consolidated Financial Statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group, its associate and joint ventures. Refer Note 2.38 to the Consolidated Financial Statements;

   ii. The Group, its associate and joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019;

   iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate and joint ventures incorporated in India during the year ended 31 March 2019;

   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 financial statements since they do not pertain to the financial year ended 31 March 2019.

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 and an associate company incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, and an associate company 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 and an associate 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
ICAI Firm registration number: 101248W/ W-100022

Shashank Agarwal
Partner
Membership number: 095109
UDIN: 19095109AAAADN8980

Place: Gurugram
Date: 28 May 2019 [12 August 2019, as to effect the matters discussed under 'Emphasis of Matter' section above]

Annexure A to the Independent Auditor's report on the consolidated financial statements of Minda Corporation Limited for the year ended 31 March 2019

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 the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Minda Corporation Limited (hereinafter referred to as "the Holding Company") and such Companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, its associate company and it's 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 company 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 2019, 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 and associate company 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 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 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 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 Matter

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 such subsidiary companies and an associate company which are Companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

***For* B S R & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 101248W/ W-100022

Shashank Agarwal
Partner
Membership number: 095109
UDIN: 19095109AAAADN8980

Place: Gurugram
Date: 28 May 2019 [12 August 2019, as to effect the matters discussed under 'Emphasis of Matter' section above]

Consolidated Balance Sheet

as at 31 March 2019

(₹ in Million)

	Notes	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
ASSETS			
Non-current assets			
Property, plant and equipment	2.1	6,117	5,878
Capital work-in-progress	2.1	210	161
Goodwill	2.2	1,010	1,010
Intangible assets	2.3	189	225
Financial assets			
i. Investments	2.4	1,650	1,393
ii. Loans	2.5	121	102
iii. Other financial assets	2.6	523	211
Deferred tax assets (net)	2.20	98	80
Income-tax assets	2.7	67	73
Other non-current assets	2.8	40	172
Total non-current assets		**10,025**	**9,305**
Current assets			
Inventories	2.9	4,464	4,479
Financial assets			
i. Trade receivables	2.10	5,464	5,705
ii. Cash and cash equivalents	2.11	303	193
iii. Other Bank balances	2.12	3,227	68
iv. Loans	2.13	22	71
v. Other financial assets	2.14	281	114
Other current assets	2.15	732	657
Total current assets		**14,493**	**11,287**
Total assets		**24,518**	**20,592**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	2.16	453	416
Other equity	2.17	11,498	6,991
Total equity		**11,951**	**7,407**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
i Borrowings	2.18	1,456	2,804
ii Other financial liabilities	2.19	12	18
Deferred tax liabilities (net)	2.20	182	101
Provisions	2.21	175	185
Other non-current liabilities	2.22	31	55
Total non-current liabilities		**1,856**	**3,163**
Current liabilities			
Financial Liabilities			
i. Borrowings	2.23	3,873	3,094
ii. Trade payables	2.24		
- Total dues of micro and small enterprises		62	109
- Total dues of creditors other than micro and small enterprises		4,041	4,300
iii. Other financial liabilities	2.25	1,944	1,853
Other current liabilities	2.26	541	475
Provisions	2.27	170	102
Current tax liabilities	2.28	80	89
Total current liabilities		**10,711**	**10,022**
Total liabilities		**12,567**	**13,185**
Total equity and liabilities		**24,518**	**20,592**
Significant accounting policies	2		
Notes to the consolidated financial statements	2.1 to 2.49		

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109

Place : Gurugram
Date : 12 August 2019

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

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Statement of Consolidated Profit and Loss

for the year ended 31 March 2019

(₹ in Million)

	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Revenue from operations	2.29	**30,920**	**26,350**
Other income	2.30	355	163
Total revenue		**31,275**	**26,513**
Expenses			
Cost of materials consumed (including packing material)	2.31	18,303	15,922
Purchase of stock-in-trade		617	419
Change in inventories of finished goods, work-in-progress and stock-in-trade	2.32	112	(755)
Excise duty on sales		-	415
Employee benefits expense	2.33	5,092	4,413
Finance costs	2.34	490	371
Depreciation and amortization expense	2.1& 2.2	883	738
Other expenses	2.35	3,872	3,207
Total expenses		**29,369**	**24,730**
Profit from operations before share of profit/(Loss) of joint ventures/ associate and taxes		**1,906**	**1,783**
Share of profits/ (loss) of joint ventures/associate (net of taxes)		280	131
Profit from operations before exceptional item and taxes		**2,186**	**1,914**
Exceptional item (refer note 2.41)		**175**	**-**
Profit from operations after exceptional item and before taxes		2,361	1,914
Tax expense			
Current tax	2.20	686	457
Income tax for earlier year	2.20	(19)	(5)
Deferred tax charge/ (credit)	2.20	2	35
Profit after taxes		1,692	1,427
Other comprehensive income			
Item that will not be reclassified to profit or loss			
Remeasurement of defined benefit liabilities for holding & subsidiaries		(10)	5
Income tax relating to items that will not be reclassified to profit or loss		3	(1)
Joint Ventures/Associate share of remeasurement of defined benefit liabilities (net of tax)		2	1
Item that will be reclassified to profit or loss			
Exchange difference in translating financial statements of foreign operations		(93)	(50)
Other comprehensive income for the year (net of tax)		**(98)**	**(45)**
Total comprehensive income for the year		**1,594**	**1,382**
Earnings per equity share [Par value of ₹ 2 per equity share]	**2.17.13**		
Basic		7.69	6.99
Diluted		7.52	6.81
Significant accounting policies	2		
Notes to the consolidated financial statements	2.1 to 2.49		

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109

Place : Gurugram
Date : 12 August 2019

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

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Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Consolidated statement of Cash Flow

for the year ended 31 March 2019

(₹ in Million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit from operations after exceptional item and before taxes	**2,361**	**1,914**
Adjustments for :-		
Depreciation and amortisation	883	738
Share of (loss) of joint ventures and associates (net of taxes)	(280)	(131)
Bad debts and provision for doubtful debts and advances created (net)	42	3
Interest expense	454	360
Loss on sale/discard of fixed assets (net)	10	20
Interest income	(192)	(23)
Liabilities / provisions no longer required written back	(73)	(76)
Amortisation of premium on forward contract	-	10
Unrealised foreign exchange gain (including mark to market on forward contracts)	14	-
Warranty expenses	59	61
Gain on sale of investments	(175)	-
Employee stock compensation expense	19	16
Cash flows from operating activities before changes in following assets and liabilities	**3,122**	**2,892**
Decrease/(increase) in trade receivables	179	(1,999)
Decrease/(increase) in inventories	1	(1,463)
Increase in loans, other financial assets and other assets	(259)	(397)
(Decrease)/increase in trade payables	(313)	1,798
(Decrease)/increase in other financial liabilities and other liabilities	(22)	319
Decrease in provisions	(8)	(3)
Cash generated from operations	**2,700**	**1,147**
Taxes paid	(606)	(448)
Net cash generated from operating activities (A)	**2,094**	**699**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(1,201)	(1,956)
Sale of fixed assets	19	17
Investment in subsidiaries	-	(70)
Disposal of interest in Joint Venture	240	-
Investment made in bank deposits (held for initial maturity of more than 3 months or more) (net)	(3,158)	(11)
Interest received	81	18
Net cash used in investing activities (B)	**(4,019)**	**(2,002)**

(₹ in Million)

		For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issuance of equity share capital		3,056	-
Payment of dividend (inclusive of tax)		(175)	(145)
Redemption of preference shares		-	(192)
(Repayment)/proceeds from of long term borrowings (net)		(1,218)	1,666
Proceeds from short term borrowings (net)		771	256
Interest paid		(401)	(364)
Net cash generated from financing activities (C)		**2,033**	**1,221**
Net increase in cash and cash equivalents (A + B + C)		108	(82)
Cash and cash equivalents arising on acquisition of subsidiaries		-	-
Cash and cash equivalents at the beginning of the year		193	276
Translation adjustment on cash balance		2	(1)
Cash and cash equivalents as at the end of the year		**303**	**193**
Significant accounting policies	2		
Notes to the consolidated financial statements	2.1 to 2.49		

1. The above cash flow statement has been prepared under the indirect method set out in Indian Accounting Standard (Ind AS)- 7 "Statement of cash Flow" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
2. Cash and cash equivalents consists of cash in hand and balances with banks. Refer note 2.11
3. Refer note no. 2.18(a) for change in financing activities.

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109

Place : Gurugram
Date : 12 August 2019

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

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Consolidated Statement of Changes in Equity

for the year ended 31 March 2019

A. Equity share capital

(₹ in million)

Particulars	Amount
Balance as at 1 April 2017	416
Changes in equity share capital during the year	-
Balance as at 31 March 2018	**416**
Equity share capital issued during the year	37
Balance as at 31 March 2019	**453**

B. Other equity

(₹ in million)

	Attributable to owners of the Company									
	Reserves and surplus (2)							Items of Other Comprehensive Income (2)		Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	General reserve	Employee stock compensation option outstanding	Equity component of compound financial instrument - Cumulative redeemable preference share	Retained earnings	Foreign currency translation reserve	Remeasurement of defined benefit obligations	
Balance as at 1 April 2017	**567**	**-**	**984**	**342**	**2**	**89**	**4,135**	**(292)**	**-**	**5,827**
Profit for the year		-	-	-	-	-	1,427	-	-	1,427
Other comprehensive income		-	-	-	-	-	-	(101)	6	(95)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**1,427**	**(101)**	**6**	**1,332**
Transfer to General Reserve	-	-	-	70	-	-	(70)	-	-	(70)
Remeasurement of defined benefit liability/ (asset)	-	-	-	-	-	-	6		(6)	-
Transfer to capital redemption reserve		192	-	-	-	-	(192)	-	-	-
Equity component of compound financial instrument-Cumulative redeemable preference share	-	-	-	-	-	(42)	-	-	-	(42)
Employee stock compensation expense	-	-	-	-	19	-	19	-	-	19
Profit from sale of treasury shares	-	-	-	-	-	-	-	-	-	-
Dividend on cumulative redeemable preference share	-	-	-	-	-	-	-	-	-	-
Interim dividend	-	-	-	-	-	-	(51)	-	-	(51)
Tax on interim dividend	-	-	-	-	-	-	(20)	-	-	(20)
Final dividend	-	-	-	-	-	-	(61)	-	-	(61)
Tax on final dividend	-	-	-	-	-	-	(13)	-	-	(13)
Balance as at 31 March 2018	**567**	**192**	**984**	**412**	**21**	**47**	**5,161**	**(393)**	**-**	**6,991**

(₹ in million)

	Attributable to owners of the Company									
	Reserves and surplus (2)							Items of Other Comprehensive Income (2)		Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	General reserve	Employee stock compensation option outstanding	Equity component of compound financial instrument - Cumulative redeemable preference share	Retained earnings	Foreign currency translation reserve	Remeasurement of defined benefit obligations	
Balance as at 1 April 2018	**567**	**192**	**984**	**412**	**21**	**47**	**5,161**	**(393)**	**-**	**6,991**
Profit for the year		-	-	-	-	-	1,692	-	-	1,692
Other comprehensive income		-	-	-	-	-	-	(92)	(5)	(97)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**1,692**	**(92)**	**(5)**	**1,595**
Premium on issue of shares - QIP	-	-	3,021	-	-	-	-	-	-	3,021
Premium on issue of shares by ESOP Trust	-	-	6	-	-	-	-	-	-	6
Transfer to General Reserve	-	-	-	106	-	-	(106)	-	-	-
Remeasurement of defined benefit liability/ (asset)	-	-	-	-	-	-	(5)		5	-
Transfer to capital redemption reserve	-		-	-	-	-	-	-	-	-
Equity component of compound financial instrument-Cumulative redeemable preference share	-	-	-	-	-	-	-	-	-	-
Employee stock compensation expense	-	-	-	-	17	-	-	-	-	16
Profit on dilution of stake in associates	-	-	-	-	-	-	43	-	-	43
Interim dividend	-	-	-	-	-	-	(57)	-	-	(57)
Tax on interim dividend	-	-	-	-	-	-	(18)	-	-	(18)
Final dividend	-	-	-	-	-	-	(76)	-	-	(76)
Tax on final dividend	-	-	-	-	-	-	(24)	-	-	(24)
Balance as at 31 March 2019	**567**	**192**	**4,011**	**518**	**38**	**47**	**6,610**	**(485)**	**-**	**11,498**

Notes:

(1) During the year ended 31 March 2019 and 31 March 2018, the Company has paid dividend to its shareholders. This has resulted in payment of Dividend Distribution Tax (DDT) to the taxation authorities. The Company believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity.

(2) Refer note 2.17 for nature and purpose of other equity.

Significant accounting policies 2

Notes to the consolidated financial statements 2.1 to 2.49

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109

Place : Gurugram
Date : 12 August 2019

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

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

Notes to the consolidated financial statements
for the year ended 31 March 2019

1. Reporting entity

Minda Corporation Limited (the 'Company' or the 'parent Company') is a Company domiciled in India, with its registered office situated at A-15, Phase -1 Ashok Vihar, Delhi - 110052. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India (NSE). The Company has wholly owned subsidiaries in India, Germany, Indonesia and Vietnam. The Company, its subsidiaries (together referred to as "the Group"), its joint ventures and associate are primarily involved in manufacturing of Automobile Components and Parts thereof.

Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly El Labs India Private Limited) (together referred to as "transferor companies"), into Minda Corporation Limited ("Transferee Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company without any consideration. Consequently, the Consolidated Financial Statements for the year ended 31 March 2019 which were earlier approved by Board of Directors at their meeting held on 28 May 2019 have been revised only to give effect to the aforesaid Scheme of Amalgamation. Refer note 2.49 for detailed information on accounting of amalgamation.

2. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of preparation

(i) Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, (the 'Act'), Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act ("financial statements").

Effective 1 April 2016, the Group transitioned to Ind AS while the Consolidated Financial Statements were being prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (previous GAAP) till 31 March 2017 and the transition was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards". While carrying out transition, in addition to the mandatory exemptions, the Group had elected to certain exemption which are listed as below:

(a) Deemed cost exemption on Property, Plant and Equipment

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(b) Investment in joint ventures and associate

As per the requirements of Ind AS 27 and Ind AS 28, Group has opted to record its equity joint ventures and associate at cost. Ind AS 101 provides that while measuring investment at cost, an entity shall measure that investment at one of the following amounts in its separate opening Ind AS Balance Sheet:

(i) cost determined in accordance with Ind AS 27 and Ind AS 28; or

(ii) deemed cost. The deemed cost of such an investment shall be its

a. fair value at the entity's date of transition to Ind ASs in its Separate Financial Statements; or

b. previous GAAP carrying amount at that date.

Accordingly, Group has opted to record its investment in joint ventures and associate at previous GAAP carrying amount at transition date.

(c) Leases:

Ind AS 101 permits that if there is any land lease newly classified as finance lease then the first time adopter may recognise assets and liability at fair value on that date; and any difference between those fair values is recognized in retained earnings.

Group has therefore classified land leases with multi decade lease periods as finance lease as on transition date.

The consolidated financial statements were authorized for issue by the Group's Board of Directors on 28 May 2019.

(ii) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the group operates i.e., functional currency, to be Indian Rupees (₹). All amounts have been rounded-off to the nearest million Rupees unless otherwise indicated. Further, at some places '-' are also put up to values below ₹ 500,000 to make financials in round off to Rupees in millions.

(iii) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Share-based payments	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

(iv) Use of estimates and judgement

In preparation of these consolidated financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- leases: whether an arrangement contains a lease – point xii (a)
- lease classification – Note 2.36

Assumptions and estimation uncertainties

- Recognition and estimation of tax expense including deferred tax– Note 2.28, 2.20
- Assessment of useful life of property, plant and equipment and intangible asset – Note 2.1
- Estimation of obligations relating to employee benefits: key actuarial assumptions –Note 2.21
- Valuation of Inventories – Note 2.9
- Share based payments – Note 2.42
- Recognition and measurement of provisions and contingency: Key assumption about the likelihood and magnitude of an outflow of resources – Note 2.38
- Fair value measurement – Note 2.44

v) Measurement of fair values

A number of 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.

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.. Also, fair value of financial instruments measured at amortised cost is disclosed in Note 2.4.

B. Changes in significant accounting policies

The Group has initially applied Ind AS 115 from 1 April 2018.

Due to the transition methods chosen by the Group in applying the above standard, comparative information throughout these Consolidated Financial Statements has not been restated to reflect the requirements of the new standard.

There is no significant impact of transition from Ind AS 18 to Ind AS 115 in recognizing revenue by the Group.

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaced Ind AS 18 Revenue Recognition, Ind AS 11 Construction Contracts and related interpretations. Under Ind AS 115, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control - at a point in time or over time - requires judgment.

The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognized at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for 2017-18 has not been restated - i.e. it is presented, as previously reported, under Ind AS 18, Ind AS 11 and related interpretations. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

C. Current-non-current classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/ non-current classification.

Assets:

An asset is treated as current when it satisfies any of the following criteria:

1. It is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
2. It is held primarily for the purpose of being traded;
3. It is expected to be realised within 12 months after the reporting date; or
4. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

The Group classifies all other assets as non-current.

Liabilities :

A liability is classified as current when it satisfies any of the following criteria:

(1) It is expected to be settled in the Group's normal operating cycle;

(2) It is held primarily for the purpose of being traded;

(3) It is due to be settled within 12 months after the reporting date; or

(4) The Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

D. Principles of Consolidation

(i) Subsidiaries:

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group 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 to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, then unless it has incurred obligations or made payments on behalf of the other entity, Group does not recognise further losses, Unrealised gains on transactions between the Group and its equity accounted investees are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The details of the consolidated entities are as follows:

Name of the Company	Country of Incorporation	Nature of Interest	% of Ownership	
			As at 31 March 2019	As at 31 March 2018
Subsidiaries / Step-Subsidiaries				
Minda KTSN Plastic Solutions GmbH & Co. KG('Minda KTSN')	Germany	Subsidiary	100	100
Minda KTSN Plastic and Tooling Solutions Sp Z.O.O	Poland	Subsidiary of 'Minda KTSN'	100	100
KTSN Kunststofftechnik Sachsen Beteiligungs- GmbH	Germany	Subsidiary of 'Minda KTSN'	100	100
Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V	Mexico	Subsidiary of 'Minda KTSN'	100	100
Minda Europe B.V.	Netherlands	Subsidiary	100	100
Minda KTSN Plastic Solutions S.R.O	Czech Republic	Subsidiary of 'Minda KTSN'	100	100
Almighty International PTE Ltd. ('Almighty')	Singapore	Subsidiary of 'SAI'	100	100
PT Minda Automotive Indonesia ('PT Minda')	Indonesia	Subsidiary of 'Almighty'	100	100
PT Minda Automotive Trading Indonesia	Indonesia	Subsidiary of 'PT Minda'	100	100
Minda Vietnam Automotive Company Limited	Vietnam	Subsidiary of 'Almighty'	100	100
Minda Corporation Ltd. Employees Stock Option Scheme	India	Subsidiary	100	100
Spark Minda Foundation	India	Subsidiary	100	100
Jointly Controlled Entities/Associates				
Minda Vast Access Systems Private Limited	India	Jointly Controlled Entity of MMSL	50	50
Furukawa Minda Electric Private Limited (formerly Minda Furukawa Electric Private Limited)	India	Jointly Controlled Entity/ associate	25	51
Minda Stoneridge Instruments Limited	India	Jointly Controlled Entity of SAI	51	51

*refer note 2.49 to the financial statements

During the year ended 31 March 2018, one of the Company's subsidiaries i.e Minda SAI Limited has made an acquisition of 387,000 equity shares (representing 100% stake) of Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) at a consideration of ₹ 84 million. Pursuant to the acquisition, Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) has become a step subsidiary of the Company w.e.f. 1 September 2017.

E. **Business Combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair value of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group.
- fair value of any asset or liability resulting from contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets

Acquisition related costs are expenses as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition date fair value of any previous equity interest in the acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest is remeasured to fair value at the acquisition date. Any gains arising from such remeasurement are recognized in the Consolidated Statement of Profit and Loss or Other Comprehensive Income, as appropriate.

F. **Summary of significant accounting policies**

i) **Foreign currency transactions and translations**

Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of transactions and monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, are translated at the balance sheet date exchange rates. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the balance sheet date exchange rates are generally recognised in statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing cost are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments (other than investment in subsidiaries and joint ventures) held at fair value through profit or loss are recognized in statement of profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments (other than investment in subsidiaries and joint ventures) classified as FVOCI are recognized in other comprehensive income.

The derivative financial instruments such as forward exchange contracts to hedge its risk associated with foreign currency fluctuation are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to the statement of profit or loss.

Foreign Operations

The assets and liabilities of foreign operations (subsidiaries, associates, joint arrangements) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, 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.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in an associate or a joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss, are translated into the functional currency using the exchange rates at the dates of transactions and monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, are translated at the balance sheet date exchange rates. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the balance sheet date exchange rates are generally recognised in statement of profit and loss.

ii) **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/ Goods and Services Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

Effective 1 April 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. 1 April 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the consolidated Statement of Profit and Loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 2.F.ii) – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the Consolidated Financial Statements of the Group is insignificant.

Sale of goods

The Group recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition:

a) The Group's contracts with customers could include promises to transfer products to a customer. The Group assesses the products promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

b) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

c) The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

d) The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Export benefits

Export incentive entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made, and where there is no uncertainty regarding the ultimate collection of the relevant export proceeds.

Other operating income

Service income including job work income is recognized as per the terms of contracts with customers when the related services are rendered. Income from royalty, technical know-how arrangements is recognized on an accrual basis in accordance with the terms of the relevant agreement.

Dividend and interest income

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognized using the effective interest method.

iii) Property, plant and equipment

(b) Recognition and measurement

Item of property, plant and equipment are carried at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, import duties and non-refundable purchase taxes, duties or levies, after deducting trade discounts and rebates, any other directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and removing the items and restoring the site on which it is located. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note 2.A.iv regarding significant accounting judgements, estimates and assumptions.

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.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognized.

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.

A property, plant and equipment is eliminated from the Consolidated Financial Statements on disposal or when no further benefit is expected from its use and disposal. Assets retired from active use and held for disposal are generally stated at the lower of their net book value and net realizable value. Any gain or losses arising disposal of property, plant and equipment is recognized in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, property, plant and equipment are no longer depreciated.

Gains or losses arising from de-recognition of property, plant and equipment 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 when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Advance paid towards the acquisition of fixed assets are shown under non-current asset and tangible fixed assets under construction are disclosed as capital work-in-progress. Capital work in progress includes cost of assets at site, direct and indirect expenditure incidental to construction and interest on the funds deployed for construction.

(c) Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The costs of the day to day servicing of property, plant and equipment are recognised in the consolidated statement of profit and loss as incurred.

(d) Derecognition

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the consolidated statement of profit and loss.

(e) Depreciation

Depreciation on property, plant and equipment is provided on the straight-line method at the rates reflective of the estimated useful life of the assets estimated by the management.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date the assets are ready to use. Depreciation on sale/deduction from property, plant and equipment is provided upto the date of sale, deduction as the case may be.

Premium paid on leasehold land and site development is amortised over the period of lease. Leasehold

Improvements are amortised on the straight-line basis over the lower of primary period of lease.

Depreciation on leased assets is in line with the depreciation policy of the Group and is depreciated over the lower of useful life of such assets and the lease period.

iv) Goodwill and other intangible assets

a) Recognition and measurement

Intangible assets comprises goodwill, computer software, patents and technical know-how acquired for internal use and are recorded at the consideration paid for acquisition of such assets are carried at cost less accumulated amortization and accumulated impairment, if any.

Cost of intangible assets under development as at the reporting date are disclosed as intangible assets under development.

Goodwill on consolidation represents the excess of purchase consideration over the net book value of the assets acquired of the subsidiary companies as on the date of acquisition. Other goodwill represents the excess of purchase consideration over the fair value of net assets/liabilities purchased.

b) Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

c) Derecognition

Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the consolidated statement of profit and loss.

d) Amortisation

The intangible assets (except goodwill on consolidation) are amortized over a period of five years, which in the management's view represents the economic useful life. Amortization expense is charged on a pro-rata basis for assets purchased during the year. The appropriateness of the amortization period and the amortization method is reviewed at each financial year-end. Goodwill on consolidation is tested for impairment on an annual basis.

A property, plant and equipment and intangible assets is derecognised 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 a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss.

v) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or development of qualifying assets are capitalized. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Other borrowing costs are recognized as an expense in the consolidated statement of profit and loss in the year in which they are incurred.

vi) Inventories

Inventories are valued at lower of cost and net realizable value. The basis of determination of cost for various categories of inventory is as follows:

Raw materials, components and stores and spares and stock in trade	:	Cost is determined on weighted average basis.
Finished goods	:	Material cost plus appropriate share of labour and production overheads. Cost of finished goods includes excise duty, wherever applicable.
Work in progress	:	Material cost plus appropriate share of the labour and production overheads depending upon the stage of completion, wherever applicable.
Tools, moulds and dies	:	Material cost plus appropriate share of the labour and production overheads, depending upon the stage of completion and includes excise duty, wherever applicable.

Inventory is valued on weighted average basis, but in case of one subsidiary i.e. Minda Automotive Solutions Limited, inventory is valued at First in first out basis. The impact on account of different accounting policy followed by these subsidiaries is not ascertainable.

vii) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. 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 an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are 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 asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

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. An impairment loss is reversed 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 amortization, if no impairment loss had been recognized.

viii) Research and Development

Revenue expenditure on research is expensed off under the respective heads of account in the year in which it is incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses, if any. Property, plant and equipment used for research and development are depreciated in accordance with the Group's policy as stated above. Expenditure incurred at development phase, where it is reasonably certain that outcome of development will be commercially exploited to yield economic benefits to the Group, is considered as an intangible asset and amortized over the estimated life of } the assets.

ix) Government Grant and Subsidies

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grant relating to income are deferred and recognized in the consolidated statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income other than export benefits which are accounted for in the year of export based on eligibility and there is no uncertainty in receiving the same.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the consolidated statement of profit and loss on a straight line basis over the expected lives of the related assets and presented within income.

x) Employee Benefits

Short – term employee benefits

All employee benefits payable / available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the consolidated statement of profit and loss in the period in which the employee renders the related service.

Defined contribution plan :

Provident fund: Eligible employees of the Indian entities receive benefits from the provident fund, which is a defined contribution plan. Both the employees and the Indian entity make monthly contributions to the provident fund (with Regional Provident Fund Commissioner) equal to specified percentage of the covered employee's basic salary. The Group has no further obligations under the plan beyond its monthly contributions.

Eligible employees of certain overseas entities receive benefits from the social security contribution plans, which is a defined contribution plan. These entities have no further obligations under the plan beyond its monthly contributions.

Defined benefit plan :

Gratuity: The Indian entities provide for gratuity, a defined benefit retirement Plan (the "Gratuity Plan") covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. Liabilities related to the Gratuity Plan are determined by actuarial valuation as at the balance sheet date.

Other long term employee benefit:

Compensated absence : Un-availed leaves for the year are accumulated and allowed to carried over to the next year and are within service period of the employees in accordance with the service rules of the Group. Provision for compensated absence is made by the Indian entities based on the amount payable as per the above service, based on actuarial valuation as at the balance sheet date.

Other employee benefit plans:

Actuarial valuation :

The liability in respect of all defined benefit plans and other long term employee benefit is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary primarily using the Projected Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows.

The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized immediately in the Consolidated Statement of profit and loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in 'other equity' in the consolidated statement of Changes in Equity and in the consolidated Balance Sheet.

xi) Accounting for warranty

Warranty costs are estimated by the Group on the basis of technical evaluation and past experience of costs. Provision is made for the estimated liability in respect of warranty costs in the year of recognition of revenue 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.

xii) Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

a) Determining whether an arrangement contains a lease

(i) Determining whether an arrangement contains a lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the incremental borrowing rate.

(ii) Assets held under lease

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policies applicable to similar owned assets. Assets held under leases that do not transfer to the Group substantially all the risk and rewards of ownership (i.e. operating lease) are not recognized in the Group's Balance Sheet.

(iii) Lease payments

Payments made under operating leases are generally recognized in the Consolidated Statement of Profit and Loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentive received are recognized as an integral part of the total lease expense over the term of the lease.

Payments made under finance lease are allocated between the outstanding liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

xiii) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current/ non-current classification scheme.

xiv) Income taxes

Income tax expense comprises current and deferred tax. It is recognised in consolidated statement of profit and loss except to the extent that it relates to items recognised directly in equity.

a. 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.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. 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. Significant management judgement is required to determine the probability of deferred tax asset. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or 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.

Minimum Alternative Tax ("MAT") credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Group and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Group becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in consolidated balance sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

Deferred tax assets and 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.

xv) Earnings per Share

Basic earnings/ (loss) 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 average number of equity shares outstanding during the year is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) 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 converted as of the beginning of the period, unless they have been issued at a later date.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

xvi) Provisions, contingent liabilities and contingent assets

A provision is created when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligation and the amount of such obligation can be reliably estimated. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value money and risks specific to the liability. When discounting is used, the increase in the provision due to passage of time is recognised as finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Group. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provision for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

The Group does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognized in the consolidated financial statements of the period in which the change occurs.

xvii) Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash balance with bank, and highly liquid investments with maturity period of three months or less from the date of investment.

xviii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- Amortized cost;
- Fair Value through Other Comprehensive Income ('FVOCI') – debt instrument;
- FVOCI – equity investment; or
- FVTPL

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 (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables. Group has recognized financial assets viz. security deposit, trade receivables, employee advances at amortized cost.

A debt instrument 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 (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is re-classified from the equity to Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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.

All financial assets not classified as measured at amortized 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 amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

Investments in joint ventures/ associate

Investments in 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 joint ventures, the difference between net disposal proceeds and the carrying amounts are recognized in the Consolidated Statement of Profit and Loss.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial Assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

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 recognized in profit or loss. However, see Note 2.46 for derivatives designated as hedging instruments.
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 investment 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 recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized 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 recognized 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.

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 derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognizes 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 recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

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.

Derivative financial instruments and hedge accounting

The Company uses derivative instruments such as foreign exchange forward contracts and currency swaps to hedge its foreign currency and interest rate risk exposure. 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 recognized in profit and loss.

Compound financial instruments - convertible preference shares

Compound financial instruments issued by the Group comprise of convertible preference shares that can be converted to equity shares of the Group. Convertible preference shares are bifurcated into liability and equity components based on the terms of the contract.

The liability component of convertible preference shares 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 convertible preference shares is not remeasured subsequently.

Interest related to the liability component is recognised in Consolidated Statement of Profit and Loss. On conversion, the liability component is reclassified to equity and no gain or loss is recognised.

Impairment of financial assets

The Group recognizes loss allowances for expected credit losses on:

- Financial assets measured at amortized cost; and
- Financial assets measured at FVOCI – debt instruments.

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt instruments at FVOCI 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.

Evidence that a financial asset is credit – impaired includes the following observable data:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

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 allowance for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to the Consolidated Statement of the Profit and Loss and is recognized in OCI.

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 Group's procedures for the recovery of amount due.

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for the measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortized cost e.g., deposits and advances

b. Trade receivables that result from transactions that are within the scope of Ind AS 115

c. Financial guarantee contracts which are not measured as at FVTPL.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Consolidated Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost and contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

xix) Employee stock option schemes

The Group has adopted the policy to account for Employees Welfare Trust as a legal entity separate from the Group but as a subsidiary of the Group. Any loan from the Group to the trust is accounted for as a loan in accordance with its term. The cost is calculated based on the fair value method i.e. the excess of fair value of underlying equity shares as of the date of the grant of options over the exercise price of such options is regarded as employee compensation and in respect of the number of options that are expected to ultimately vest, such cost is recognised on a straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares. The grant date fair value of options granted to employees of the Group is recognized as an employee expense, and those granted to employees of subsidiaries is considered as the Group's equity contribution and is added to the carrying value of investment in the respective subsidiaries, with a corresponding increase in share option outstanding account, over the period that the employees become unconditionally entitled to the options. The cost recognised at any date at least equals the fair value of the vested portion of the option at that date. Adjustment, if any, for difference in initial estimate for number of options that are expected to ultimately vest and related actual experience is recognised in the Statement of Profit and Loss of that period. In respect of vested options expire un-exercised, the related cumulative cost is credited to the General Reserve. Note – 2.42.

The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "employee stock option outstanding account". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest. For the option awards, grant date fair value is determined under the option-pricing model (BlackScholes Merton). Corresponding balance of a share based payment reserve is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee, as the Group is operating the Employee Stock Option schemes through Minda Corporation Ltd. Employee Stock Option Scheme Trust, which has purchased share from the Group.

G. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective from 1 April 2019:

1. Ind AS 116 - 'Leases'

Ind AS 116 sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Consolidated Statement of Profit and Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements as per Ind AS 17. This new standard provides two approaches to transition:

1. Full retrospective approach- Under this approach, the lessee applies the new standard retrospectively to each prior period presented and recognised an adjustment in equity at the beginning of the earliest period presented in accordance with Ind AS -8.
2. Modified retrospective approach- Under this approach, the lessee applies the new standard from the beginning of the current period and recognised an adjustment in equity at the beginning of the current and does not restate its prior financial information.

The effective date for adoption of this standard is annual period beginning on or after 1 April 2109. The Group will adopt this standard using modified retrospective approach effective 1 April 2019 for transition to IND AS 116 and will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

The Group has completed an initial assessment of the potential impact on its Consolidated Financial Statements but has not yet completed its detailed assessment. The quantitative impact of adoption of Ind AS 116 on the Consolidated Financial Statements in the period of initial application is not reasonably estimable as at present.

2. Amendment to Ind AS 19 – 'Employee benefits'

The amendments to Ind AS 19, clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its Consolidated Financial Statements.

3. Amendments to Ind AS 12 - 'Income taxes'

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

2.1 Property, plant and equipment

(₹ in Million)

	Gross block					Accumulated depreciation					Net block
	Balance as at 1 April 2018 Re-presented (refer note 2.49)	Additions	Disposals	Translation Adjustment	Balance as at 31 March 2019	Balance as at 1 April 2018 Re-presented (refer note 2.49)	Depreciation	Disposals	Translation Adjustment	Balance as at 31 March 2019	Balance as at 31 March 2019
	(a)	(b)	(c)	(d)	(e) = (a+b-c-d)	(f)	(g)	(h)	(i)	(j) = (f+g-h-i)	(k) = (e-j)
Freehold land	26	19	-	-	45	-	-	-	-	-	45
Leasehold land	357	21	-	(7)	385	7	4	-	(4)	15	370
Buildings	1,162	22	4	(75)	1,255	110	65	4	(31)	202	1,053
Other land and building	106	3	-	36	73	1	3	-	-	4	69
Leasehold improvements	153	14	-	2	165	25	13	-	-	38	127
Plant and equipment	3,931	903	55	(72)	4,851	845	584	49	(44)	1,424	3,427
Furniture and fixtures	128	11	4	(5)	140	33	18	4	(5)	52	88
Vehicles	188	49	29	(6)	214	29	44	11	(5)	67	147
Office equipment	239	42	5	(2)	278	94	40	5	(1)	130	148
Computer hardware	114	23	9	(12)	140	50	30	7	(12)	85	55
Assets under finance lease											
Freehold land	399	-	-	15	384	-	-	-	-	-	384
Plant and equipment	292	10	-	80	222	37	17	-	27	27	195
Office equipment	16	-	-	4	12	2	1	-	-	3	9
Total (A)	**7,111**	**1,117**	**106**	**(42)**	**8,164**	**1,233**	**819**	**80**	**(75)**	**2,047**	**6,117**
Capital work-in-progress	161	170	120	1	210	-	-	-	-	-	210
Total (A)	**161**	**170**	**120**	**1**	**210**	-	-	-	-	-	**210**
Total (A+B)	**7,272**	**1,287**	**226**	**(41)**	**8,374**	**1,233**	**819**	**80**	**(75)**	**2,047**	**6,327**

2.1 Property, plant and equipment

(₹ in Million)

	Gross block						Accumulated depreciation						Net block
	Balance as at 1 April 2017 Re-presented (refer note 2.49)	Additions	Addition arising out of Acquisition	Disposals	Translation Adjustment	Balance as at 31 March 2018 Re-presented (refer note 2.49)	Balance as at 1 April 2017 Re-presented (refer note 2.49)	Depreciation	Addition arising out of Acquisition	Disposals	Translation Adjustment	Balance as at 31 March 2018 Re-presented (refer note 2.49)	Balance as at 31 March 2018 Re-presented (refer note 2.49)
	(a)	(b)	(c)	(d)	(e)	(f) = (a+b+c-d-e)	(g)	(h)	(i)	(j)	(k)	(l) = (g+h+i-j-k)	(m) = (f-l)
Freehold land	26	-	-	-	-	26	-	-	-	-	-	-	26
Leasehold land	360	-	-	-	3	357	3	4	-	-	-	7	350
Buildings	907	259	-	-	4	1,162	55	52	-	-	(3)	110	1,052
Other land and building	100	-	-	-	(6)	106	1	-	-	-	-	1	105
Leasehold improvements	103	49	-	-	(1)	153	10	15	-	-	-	25	128
Plant and equipment	2,329	1,602	-	71	(71)	3,931	389	477	-	43	(22)	845	3,086
Furniture and fixtures	109	20	-	1	-	128	17	16	-	-	-	33	95
Vehicles	20	180	-	12	-	188	6	30	-	7	-	29	159
Office equipment	191	45	-	8	(11)	239	48	48	-	5	(3)	94	145
Computer hardware	85	29	1	1	-	114	24	27	-	-	1	50	64
Assets under finance lease													
Freehold land	343	-	-	-	(56)	399	-	-	-	-	-	-	399
Plant and equipment	178	94	-	-	(20)	292	15	17	-	-	(5)	37	255
Office equipment	8	8	-	-	-	16	1	1	-	-	-	2	14
Total (A)	**4,759**	**2,286**	**1**	**93**	**(158)**	**7,111**	**569**	**687**	**-**	**55**	**(32)**	**1,233**	**5,878**
Capital work-in-progress	**731**	**1,352**		**1,930**	**(8)**	**161**							**161**
Total (B)	**731**	**1,352**	**-**	**1,930**	**(8)**	**161**	**-**	**-**	**-**	**-**	**-**	**-**	**161**
Total (A+B)	**5,490**	**3,638**	**1**	**2,023**	**(166)**	**7,272**	**569**	**687**	**-**	**55**	**(32)**	**1,233**	**6,039**

2.2 and 2.3 Goodwill and Intangible Assets

(₹ in Million)

	Gross block					Accumulated amortization					Net block
	Balance as at 1 April 2018 Re-presented (refer note 2.49)	Additions	Disposals	Translation Adjustment	Balance as at 31 March 2019	Balance as at 1 April 2018 Re-presented (refer note 2.49)	Amortization	Disposals	Translation Adjustment	Balance as at 31 March 2019	Balance as at 31 March 2019
	(a)	(b)	(c)	(d)	(e) = (a+b-c-d)	(f)	(g)	(h)	(i)	(j) = (f+g+h-i)	(k) = (e-j)
Goodwill on consolidation	1,010	-	-	-	1,010	-	-	-	-	-	1,010
Total (A)	**1,010**	**-**	**-**	**-**	**1,010**	**-**	**-**	**-**	**-**	**-**	**1,010**
Other goodwill	2	-	-	-	2	-	-	-	-	-	2
Brands/trademarks	136	-	-	-	136	39	24	-	(4)	67	69
Computer software	179	12	6	(2)	187	54	24	6		72	115
Technical knowhow	-	17	-	-	17	-	15	-	-	15	2
Assets under finance lease											
Software Installation	4	-	-	-	4	2	1	-	-	3	1
Total (B)	**321**	**29**	**6**	**(2)**	**346**	**95**	**64**	**6**	**(4)**	**157**	**189**
Total (A+B)	**1,331**	**29**	**6**	**(2)**	**1,356**	**95**	**64**	**6**	**(4)**	**157**	**1,199**
Intangible assets under development	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

2.2 and 2.3 Goodwill and Intangible Assets

(₹ in Million)

	Gross block												Net block
	Deemed cost at 1 April 2017 Re-presented (refer note 2.49)	Additions	Addition arising out of Acquisition	Disposals	Translation Adjustment	Balance as at 31 March 2018 Re-presented (refer note 2.49)	Balance as at 1 April 2017 Re-presented (refer note 2.49)	Amortization	Addition arising out of Acquisition	Disposals	Translation Adjustment	Balance as at 31 March 2018 Re-presented (refer note 2.49)	Balance as at 31 March 2018 Re-presented (refer note 2.49)
	(a)	(b)	(c)	(d)	(e)	(f) = (a+b+c-d-e)	(g)	(h)	(i)	(j)	(k)	(l) = (g+h+i-j-k)	(m) = (f-l)
Goodwill on consolidation	970	-	40	-	-	1,010	-	-	-	-	-	-	1,010
Total (A)	**970**	**-**	**40**	**-**	**-**	**1,010**	**-**	**-**	**-**	**-**	**-**	**-**	**1,010**
Other goodwill	1	-	-	-	(1)	2	-	-	-	-	-	-	2
Brands/trademarks	82	-	53	-	-	135	18	21	-	-	-	39	96
Computer software	94	69	13	-	(3)	179	21	30	3	-	-	54	125
Assets under finance lease													
Software Installation	3	-	-	-	(1)	4	1	1	-	-	-	2	2
Total (B)	**180**	**69**	**66**	**-**	**(5)**	**320**	**40**	**52**	**3**	**-**	**-**	**95**	**225**
Total (A+B)	**1,150**	**69**	**106**	**-**	**(5)**	**1,330**	**40**	**52**	**3**	**-**	**-**	**95**	**1,235**
Intangible assets under development	11	13	-	24	-	-	-	-	-	-	-	-	-
Total	**11**	**13**	**-**	**24**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

2.4 Investments

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Investment in Preference Shares		
520,000 (31 March 2018: 520,000) 0.001% Cumulative redeemable preference shares of ₹100 each in Minda Capital Private Limited	13	12
Investment in equity instruments of equity investee		
Interest in joint ventures		
21,332,700 (31 March 2018: 21,332,700) equity shares of ₹ 10 each fully paid up in Minda Vast Access Systems Private Limited	478	443
6,069,000 (31 March 2018: 6,069,000) equity shares of ₹ 10 each fully paid up in Minda Stoneridge Instruments Limited	1,015	850
Nil (31 March 2018: 50,235,000) equity shares of ₹ 10 each fully paid up in Furukawa Minda Electric Private Limited (formerly known as Minda Furukawa Electric Private Limited)*	-	88
Interest in associate		
29,375,000 (31 March 2018: Nil) equity shares of ₹ 10 each fully paid up in Furukawa Minda Electric Private Limited (formerly known as Minda Furukawa Electric Private Limited)*	144	-
	1,650	**1,393**
Aggregate amount of unquoted investments	**1,650**	**1,393**
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of impairment in value of investments	-	-

* Refer note 2.41

2.5 Loans

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
(unsecured, considered good)		
Security deposits	87	65
Security deposits to related parties (refer note 2.39)	34	37
	121	**102**

2.6 Other financial assets

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Balances with banks		
-Deposits due to mature after 12 months from the reporting date*	141	2
Advances to employees	-	3
Others	382	206
	523	**211**

* ₹ 1 million (31 March 2018: ₹1 million) is held as margin money against letter of credit and bank guarantees.

2.7 Income tax assets

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Advance income tax (net of provision)	67	73
	67	**73**

2.8 Other non-current assets

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Capital advances	32	65
Prepaid expenses	8	-
Balance with government authorities	-	78
Others	-	29
	40	172

2.9 Inventories

(Valued at lower of cost or net realisable value) (₹ in Million)

Particulars	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.49)	
Raw materials (including packing materials, tools and dies)	1,606		1,508	
Add: Material-in-transit	82	1,688	85	1,593
Work-in-progress		1,731		2,153
Finished goods	663		512	
Add: Goods-in-transit	336	999	189	701
Stock in trade		2		2
Stores and spares		44		30
		4,464		4,479

2.10 Trade receivables

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Unsecured		
- Considered good	5,344	5,378
- Considered doubtful	26	16
Receivable from related parties (refer note 2.39)	120	327
Less: Provision for expected credit loss	(26)	(16)
	5,464	5,705

2.11 Cash and cash equivalents

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Cash and cash equivalents		
Cash on hand	3	3
Cheques, drafts on hand	-	15
Balance with banks		
- Deposits with original maturity of 3 months or less	42	27
- On current accounts	247	147
- Other bank balance	11	-
	303	193

2.12 Other bank balances

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Deposits due to mature within 12 months of the reporting date**	3,227	68
	3,227	68

**Out of these, ₹ 2 million (31 March 2018: ₹ 6 million) is held as margin money against letter of credit and bank guarantees.

2.13 Loans

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
(unsecured, considered good)		
Security deposits	19	7
Loan to employees	-	16
Loans to related parties (refer note 2.39)	3	48
	22	**71**

2.14 Other financial asset

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Interest accrued on fixed deposits and others	199	3
Receivable from related parties (refer note 2.39)	-	58
Insurance claim receivable	-	2
Unbilled revenue	18	30
Advance to employees	22	17
Others receivable	42	4
	281	**114**

2.15 Other current assets

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Prepaid expenses	120	165
Balance with government authorities	269	186
Advances to suppliers	216	196
Export benefit/rebate claims receivables	65	47
Forward cover receivable [net of forward payable of ₹ 122 millions (31 March 2018: ₹ Nil)]	20	13
Others	42	50
	732	**657**

2.16 Equity share capital

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
2.16.1 Authorised		
250,000,000 (31 March 2018: 250,000,000,) equity shares of ₹ 2 each.	500	500
240,000 (31 March 2018: 240,000) 0.001% cumulative redeemable preference shares of ₹ 800 each.	192	192
	692	**692**
2.16.2 Issued, subscribed and fully paid up		
a) Equity shares of ₹ 2 each (previous year ₹ 2 each)	453	416
226,233,025 (31 March 2018: 207,976,180) equity shares of ₹ 2 each		
b) 0.001% cumulative redeemable preference shares of ₹ 800 each	-	-
Nil (31 March 2018: Nil) shares		
	453	**416**

2.16.3 Reconciliation of share capital outstanding as at the beginning and at the end of the year

a) Equity shares of ₹ 2 each (31 March 2018: ₹ 2 each) fully paid up

(₹ in Million)

	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.49)	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year (face value ₹ 2 per share)	207,976,180	416	207,976,180	416
Add: Issued during the year (face value ₹ 2 per share) (refer to note 2.16.8)	17,910,645	36	-	-
Add: Issue of shares under Company's employee share option scheme (face value ₹ 2 per share) (refer to note 2.42)	346,200	1	-	-
Balance as at the end of the year [face value of ₹ 2 each (31 March 2018: ₹ 2 each)]	226,233,025	453	207,976,180	**416**

Pursuant to the approval of the shareholders on 23 March 2014, the Company had allotted Bonus shares in the ratio of 1:1 and the nominal value of shares of the Company has been sub-divided from ₹ 10 (Rupees Ten) per share to ₹ 2 (Rupees Two) per share. Consequent to the same, the number of the equity shares of the Company has increased from 20,931,164 equity shares of ₹ 10 each to 209,311,640 shares of ₹ 2 each.

b) 0.001% cumulative redeemable preference shares of ₹ 800 each fully paid up

(₹ in Million)

	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.49)	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	-	-	240,000	-
Redeemed during the year	-	-	240,000	-
Balance as at the end of the year	-	-	-	-

2.16.4 Rights, preferences and restrictions attached to each class of shares

a) Equity shares of ₹ 2 each (31 March 2018: ₹ 2 each) fully paid up

The Company has one class of equity shares having a par value of ₹ 2 per share (31 March 2018 : ₹ 2 per share). Each shareholder is eligible for 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, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b) 0.001% cumulative redeemable preference shares of ₹ 800 each fully paid up

The Company had 240,000 cumulative redeemable preference shares of ₹ 800 each. The shares carry right of fixed preferential dividend at a rate of 0.001%. The holders of these shares do not have the right to vote and are compulsorily redeemable at par on or before the expiry of 20 years from the date of allotment. The dividend on the shares shall be cumulated and any unpaid dividend shall be added to the amount payable as dividend in the following year and no dividend can be paid on equity shares until the entire backlog of unpaid dividends on these shares is cleared. In the event of liquidation, these share holders are entitled to get their capital after satisfaction of dues for secured creditors, but they get preference over equity share capital. The shares have been redeemed during the previous year.

2.16.5 Details of shareholder holding more than 5% shares as at year end

Equity shares of ₹ 2 each fully paid up

Name of shareholders	As at 31 March 2019		As at 31 March 2018 Re-presented (refer note 2.49)	
	% of holdings	Number of shares held	% of holdings	Number of shares held
(i) Ashok Minda	36.01%	81,466,380	31.33%	65,581,280
(ii) Sarika Minda	14.76%	33,394,900	15.95%	33,394,900
(iii) Minda Capital Limited	17.05%	38,581,298	7.60%	15,904,162
(iv) Aakash Minda	-	-	7.59%	15,885,100
(v) Bhagwat Sewa Trust	-	-	5.18%	10,850,700
		153,442,578		**141,616,142**

2.16.6 Shares allotted as fully paid up by way of bonus shares (during five years immediately the reporting date)

Particulars	Years (number and aggregate number of shares)					
	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Fully paid up equity shares of ₹ 2 each*	-	-	-	-	104,655,820	-
Cumulative number of shares of ₹ 10 each*	-	-	-	-	-	17,570,522
Cumulative number of shares of ₹ 2 each*	192,508,430	192,508,430	192,508,430	192,508,430	192,508,430	-

* Refer to note 2.16.3

2.16.7 Issue of shares to Minda Corporation Limited Employees' Stock Option Scheme

Pursuant to the Board of Director's approval in Board meeting held on 29 September 2011, the Company has constituted a trust under the name "Minda Corporation Limited Employee Stock Option Scheme Trust" (MCL ESOS Trust), with the objective of acquiring and holding of shares, warrants or other securities of the Company for the purpose of implementing the Company's ESOP Scheme. The Company has contributed a sum of ₹ 0.1 million towards initial trust fund and later on advanced a sum of ₹134 million to fund the purchase of Company's equity shares by MCL ESOS trust. During previous year, the Company had issued and allotted, 267,092 equity shares of the Face Value ₹ 10 each at the premium of ₹ 490 per equity share to the MCL ESOS Trust, as approved in the Extra ordinary general meeting dated 24 October 2011. Further, the Company had issued bonus shares in proportion of one equity share for one share held on 29 March 2012, as decided in Extra ordinary general meeting held on 16 March 2012. However, in earlier years the Company had also inadvertently adjusted the corresponding amount of bonus shares against the share premium account, which has been corrected in the previous year. During the financial year ended 31 March 2017, the members of the Company had approved 'Employee Stock Option Scheme, 2017' through Postal Ballot on 10 February 2017. The plan envisaged grant of stock options to eligible employees at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee. Refer note 2.42.

2.16.8 Qualified Institutional Placement (QIP) of equity shares

During the year ended 31 March 2019, the Company has raised funds amounting to ₹ 3,056 million (net of expenses of ₹ 50 million) by way of Qualified Institutional Placement (QIP) of equity shares for the objects of working capital requirement, repayment of outstanding loan, investment in subsidiaries and joint ventures, to fund growth and expansion and towards corporate general purpose. The Company has issued 17,910,645 shares at a price of ₹ 173.47 per share whereby equity share capital has increased by ₹ 36 millions and securities premium is increased by ₹ 3,020 million (net of expenses).

Details of utilization of QIP proceeds are as follows: (₹ in Million)

Objects of the issue as per prospectus	Proceeds from QIP	Utilized upto 31 March 2019	Unutilized amount as at 31 March 2019
Working capital requirement, repayment of outstanding loan, investment in subsidiaries and joint ventures, to fund growth and expansion and towards corporate general purpose	3,056	-	3,056

The unutilized amount of the issue as at 31 March 2019 has been temporarily deployed in bank accounts

2.17 Other Equity

(₹ in Million)

	Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
2.17.1	**Capital reserve**		
	Opening balance	567	567
	Closing balance	**567**	**567**
2.17.2	**Securities premium**		
	Opening balance	984	**984**
	Premium on issue of shares	3,071	-
	Less: transaction loss arising on share issue	(50)	-
	Premium on issue of shares issued by ESOP Trust	6	-
	Closing balance	**4,011**	**984**
2.17.3	**Equity component of compound financial instrument-Cumulative re-deemable preference share**		
	Opening balance	47	89
	Less: Preference shares redeemed during the year	-	(42)
	Closing balance	**47**	**47**
2.17.4	**Employee stock compensation outstanding**		
	Opening balance	21	2
	Add: Employee stock compensation expense	17	19
	Closing balance	**38**	**21**
2.17.5	**General reserve**		
	Opening balance	412	342
	Add: Amount transferred from surplus during the year	106	70
	Closing balance	**518**	**412**
2.17.6	**Retained earnings**		
	Opening balance	5,161	4,135
	Add: Profit on dilution of stake in joint venture	43	-
	Add: Net profit for the year	1,692	1,427
		6,896	**5,562**
	Less : Interim dividend		
	- equity shares at ₹ 0.25 per share (31 March 2018: ₹ 0.25 per share)]	(57)	(51)
	Tax on interim dividend	(16)	(19)
	Less : Final dividend		
	- 0.001% cumulative redeemable preference shares at ₹ 0.008 per share (31 March 2018 : ₹ 0.008 per share)]	-	-
	- equity shares at ₹ 0.45 per share (31 March 2018: ₹ 0.30 per share)]	(79)	(61)
	Tax on final dividend	(23)	(13)
	Less: Amount transferred to capital redemption reserve during the year	-	(192)
	Less: Amount transferred to general reserves during the year	(106)	(70)
	Remeasurement of defined benefit liability (asset)	(5)	5
	Closing balance	**6,610**	**5,161**
2.17.7	**Remeasurement of define benefit obligation**		
	Opening balance	-	-
	(Less)/ Add : Remeasurement of define benefit obligation	**(5)**	**5**
	Transferred to retained earnings	**5**	**(5)**
	Closing balance	-	-
2.17.8	**Capital redemption reserve**		
	Opening balance	192	-
	Add: Amount transferred from surplus during the year	-	192
	Closing balance	**192**	**192**

(₹ in Million)

	Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
2.17.9	**Foreign currency translation reserve**		
	Opening balance	(393)	(292)
	Add: Amount transferred during the year	(92)	(101)
	Closing balance	**(485)**	**(393)**
		11,498	**6,991**
2.17.10	The Board of Directors, in their meeting held on 28 May 2019 (re-affirmed on 12 August 2019) recommended a final dividend of ₹ 0.45 per equity share (face value of ₹ 2 per share), subject to the approval of shareholders at the forthcoming Annual General Meeting of the Company. The total dividend declared/ recommended on equity shares of the Company for the year 2018-19 is ₹ 0.70 per equity share of ₹ 2 each.		

2.17.11 Earning per share

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Net profit attributable to equity shareholders	1,692	1427
Number of weighted average equity shares		
Basic	219,728,994	209,311,640
Diluted	224,742,944	212,011,640
Nominal value of equity share (₹)	2	2
Earnings per share (₹) (Basic)	7.69	6.99
Earnings per share (₹) (Diluted)	7.52	6.81

2.17.12 Nature and purpose of other equity

- **Securities premium**

  The unutilized accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

- **General reserve**

  This represents appropriation of profit by the Company and is available for distribution of dividend.

- **Employee stock compensation outstanding**

  The fair value of the equity settled share based payment transactions with employees of the Company and its subsidiary is recognised in Consolidated Statement of Profit and Loss with corresponding credit to Employee stock compensation outstanding account. Corresponding balance of a ESOP outstanding is transferred to general reserve upon expiry of grants or upon exercise of stock options by an employee, as the Company is operating the Employee Stock Option scheme.

- **Remeasurements of defined benefit obligation**

  Remeasurements of defined benefit obligation comprises actuarial gains and losses.

- **Equity component of compound financial instrument - Cumulative redeemable preference share**

  The Company had issued compulsory redeemable preference shares @0.001% (below market rate). The same were recorded at cost under previous GAAP. The Company has redeemed such preference shares during the current year. Under Ind As, the preference shares is treated as compound financial instruments and accordingly, classified as financial liability and equity. The same is recognised at amortized cost and is discounted using market rate. The differential between Fair Value and Book Value is considered as equity portion of compound financial instrument.

- **Foreign currency translation reserve**

  Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the Group dispose or partially dispose off its interest in a foreign operation through sale, liquidation, repayment of share capital or abandonment of all, or part of, that entity.

- **Capital reserve**

  Accumulated capital surplus not available for distribution of dividend and expected to remain invested permanently.

- **Capital redemption reserve**

  This represents the unutilised accumulated amount set aside at the time of redemption of preference share. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

2.18 Non current borrowings

(₹ in Million)

	Particulars	Footnote	Non-current maturities		Current maturities	
			As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
2.18.1	**Secured**					
	Term loans					
	from banks	[1]	1,362	2,589	1,337	1,059
	Finance lease obligation					
	For vehicle loan	[2]	29	30	26	17
2.18.2	**Unsecured**					
	Finance lease obligations					
	for land, building and plant and machinery	[3]	57	97	34	29
	Term loans					
	from banks	[4]	-	-	-	71
	from others	[5]	-	74	72	149
	Deferred sales tax liabilities					
	from State Industrial and Investment Corporation of Maharashtra Limited (SICOM)	[6]	8	14	8	9
			1,456	**2,804**	**1,477**	**1,334**
	Less: Amount shown under other current liabilities [refer to note 2.25]	-	-		**1,477**	**1,334**
			1,456	**2,804**	-	-

Footnotes:

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
1	Kotak Mahindra Bank	• Repayment terms : Monthly instalments • Date of maturity : 17 April 2022 • Number of instalments : Total instalments: 60, Balance instalment: 37 • Amount of instalments : ₹ 3 million • Rate of interest : 6 months MCLR- plus 5 bps	111	147	First Pari Passu charge by way of hypothecation on the entire fixed assets of the Company, (before the impact of amalgamation, refer note 2.49) both present and future (excluding assets exclusively charged to other lenders) and Second Pari Passu charge by way of hypothecation on the entire current assets of the Company (before the impact of amalgamation, refer note 2.49).
	HDFC Bank Limited	• Repayment terms : Quarterly installments • Date of maturity : 27 March 2021 • Number of installments :18 Balance installments: 8 • Installment amount : ₹ 11 million • Rate of interest: Base Rate plus 1.20% p.a.	89	132	First pari passu charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except those exclusively charged to other banks).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Standard Chartered Bank	• Repayment terms : Quarterly installments • Date of maturity : 22 July 2020 • Number of installments :17, Balance installments: 6 • Installment amount : ₹ 7 million • Fixed rate 5.50% plus libor and margin rate 2.25%.	49	77	First pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at uttaranchal and second pari passu charge over current assets in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 8 million (₹ 519 million) granted / to be granted to Minda Corporation Limited (before the impact of amalgamation, refer note 2.49).
	Standard Chartered Bank	• Repayment terms : Quarterly installments • Date of maturity : 23 March 2021 • Number of installments : 17, Balance installments: 8 • Installment amount: ₹ 8 million • Fixed rate 5.50% plus libor and margin rate 2.25%.."	65	91	The security by way of first pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at uttaranchal and second pari passu charge over current assets has been created in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 7.5 million (₹ 519 million) granted / to be granted to Minda Corporation Limited (before the impact of amalgamation, refer note 2.49).
	Standard Chartered Bank	• Repayment terms : Quarterly installments • Date of maturity : 06 Nov 2022 • Number of installments :17, Balance installments: 15 • Installment amount : ₹ 13 million • Fixed rate 4.35% and margin rate 2.95%.	213	229	The security by way of first pari passu charge over movable fixed assets (excluding assets exlusively charged to term lenders) and immovable fixed assets at uttaranchal and second pari passu charge over current assets has been created in favour of standard chartered bank for the purpose of securing the external commercial borrowing facility to the extent of USD 7.5 million (₹ 519 million) granted / to be granted to Minda Corporation Limited (before the impact of amalgamation, refer note 2.49).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Standard Chartered Bank (External commercial borrowings)	• Repayment terms: Quarterly installments • Date of maturity : 24 July 2023 • Number of installments : 17 Balance installments: 17 • Installment amount : USD - million • Rate of interest : 7.40% p.a. • Moratorium Period : 1 year	165	-	1. First Pari - passu charge on the entire fixed asset of the erstwhile Minda SAI Limited (refer note 2.49) both movable and immovable (excluding assets exclusively charged to other lenders). 2. Second Pari passu charge on all existing present and future current assets of the erstwhile Minda SAI Limited (refer note 2.49).
	Kotak Mahindra Bank	• Repayment terms : Monthly installments • Date of maturity : 23 April 2020 • Number of installments : 60, Balance installments: 13 • Installment amount : ₹ 1 million • Rate of interest : Base rate plus 70 bps	15	29	First Pari Passu charge by way of hypothecation on the entire Movable Fixed Assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (excluding assets exclusively charged to other lenders) and Second Pari Passu charge by way of hypothecation on the entire Current Assets of the Company (before the impact of amalgamation, refer note 2.49).
	Kotak Mahindra Bank	• Repayment terms : Monthly installments • Date of maturity : 10 Oct 2021 • Number of installments :60, Balance installments: 31 • Installment amount : ₹ 9 million • Rate of interest : 6 Months MCLR- 9.20% plus 5 bps	274	380	First Pari Passu charge by way of hypothication on all existing and future movable fixed assets of the Company (before the impact of amalgamation, refer note 2.49), (excluding assets exclusively charged to other lenders) of the borrower. Second Pari Passu charge on all the existing and future current assets of the borrower (also refer note 2.49).
	HSBC Limited	• Repayment terms : Monthly installments • Date of maturity : 18 Jul 2020 • Number of installments :14, Balance installments: 6 • Installment amount : ₹ 25 million • Rate of interest : 9% p.a. Fixed	150	248	First pari passu charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49) including plant and machinery, stores, tools and accessories, furniture, fixtures and other moveable accessories both present and future (except those exclusively charged to other banks).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Kotak Mahindra Bank	• Repayment terms : Monthly installments • Date of maturity : 13 June 2023 • Number of installments : 60, Balance installments: 51 • Installment amount : ₹ 3 million • Rate on interest: 6 Months MCLR plus 5 bps	137	-	First Pari Passu charge by way of hypothication on all existing and future movable fixed assets of the Company (before the impact of amalgamation, refer note 2.49), (excluding assets exclusively charged to other lenders) of the borrower. Second Pari Passu charge on all the existing and future current assets of the borrower.
	Kotak Mahindra Bank Limited Term Loan - III	• Repayment terms: Monthly installments • Date of maturity : 26 October 2018 • Number of installments : 29 Balance installments: nil • During this year company has paid entire outstanding loan amount. • Rate of interest : 0.25 % above 6 months MCLR rate applicable from time to time.	-	4	1. Second Pari Passu charge by way of hypothecation on the entire current assets of the erstwhile Minda SAI Limited (refer note 2.49) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari Passu charge by way of hypothecation on the entire movable fixed assets of the erstwhile Minda SAI Limited (refer note 2.49) both present and future. 3. First Pari Passu charge on Immovable properties situated at a) DP No. G42 SIDCO, Industrial Estate, Kakkalur (Chennai). b) Gut No. 221, 222, 235, 249, 253, 254, 268, 269, 270, 271, 272, 278, 282 and 283, Dhanivalli Village, Taluka Mubad Thane (Mumbai).
	Kotak Mahindra Bank Limited Term Loan - IV (a)	• Repayment terms: Monthly installments • Date of maturity : 21 September 2021 • Number of installments : 54 Balance installments: 30 • Amount of installment ₹ 1 million • Rate of interest : 0.25 % above 6 months MCLR rate applicable from time to time.	22	31	1. First Pari - passu charge on all existing and future movable fixed assets of the borrower erstwhile Minda SAI Limited (refer note 2.49), (excluding assets exclusively charged to other lenders) 2. First pari passu charge on immovable properties of the borrower erstwhile Minda SAI Limited (refer note 2.49) being land and building situated in Chennai, and Mumbai. 3. Second Pari - passu charge on all existing and future current assets of the borrower erstwhile Minda SAI Limited (refer note 2.49).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Kotak Mahindra Bank Limited Term Loan - IV (b)	• Repayment terms: Monthly installments • Date of maturity : 21 September 2021 • Number of installments : 52 Balance installments: 30 • Amount of 30 installments ₹ 1 million • Rate of interest : 0.25 % above 6 months MCLR rate applicable from time to time.	18	26	1. First Pari - passu charge on all existing and future movable fixed assets of the borrower erstwhile Minda SAI Limited (refer note 2.49) (excluding assets exclusively charged to other lenders) 2. First pari passu charge on immovable properties of the borrower erstwhile Minda SAI Limited (refer note 2.49) being land and building situated in Chennai, and Mumbai. 3. Second Pari - passu charge on all existing and future current assets of the borrower erstwhile Minda SAI Limited (refer note 2.49).
	Kotak Mahindra Bank Limited	• Repayment terms: Monthly installments • Date of maturity : 20 September 2021 • Number of installments : 60 Balance installments: 30 • Amount of 30 installment ₹ 2 million • Rate of interest : 0.25 % above 6 months MCLR rate applicable from time to time.	50	70	1. First Pari-passu charge by way of hypothecation on the entire Movable Fixed asset (excluding assets exclusively charged to other lenders) of the erstwhile Minda SAI Limited (refer note 2.49) both present and future. 2. Second Pari-passu charge by way of hypothecation on the entire Current assets of the erstwhile Minda SAI Limited (refer note 2.49) both present and future. 3. First Pari-passu charge by way of Equitable Mortgage on Immovable properties situated at Chennai and Mumbai of the erstwhile Minda SAI Limited (refer note 2.49).
	HDFC Bank Limited	• Repayment terms: Quarterly installments • Date of maturity : 26 May 2018 • Number of installments : 16 Balance installments: nil • During the year company has paid the entire outstanding loan amount. • Rate of interest : 1.45 % above 1 year MCLR rate applicable from time to time	-	9	1. First Pari - passu charge on the entire fixed asset of the erstwhile Minda SAI Limited (refer note 2.49) both movable and immovable (excluding assets exclusively charged to other lenders). 2. Second Pari passu charge on all existing present and future current assets of the erstwhile Minda SAI Limited (refer note 2.49).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	HDFC Bank	• Repayment terms : Quarterly installments • Rate of interest: 10.80% in April 17 and 9.50% in May 17 to Mar 19 • Date of maturity : April 2019 • Number of installments : 12, Balance installments: 1 • Installment amount : ₹ 2 million"	2	10	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari-passu chargeon the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49).
	HDFC Bank	• Repayment terms : Quarterly installments • Rate of interest: 10.80% in April 17 and 9.50% in May 17 to Mar 19 • Date of maturity : August 2020 • Number of installments : 16 Balance installments: 6 • Installment amount : ₹ 2 million	13	22	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49) both present and future (excluding assets exclusively charged to other lenders). 2. First Pari-passu chargeon the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49).
	Kotak Mahindra Bank	• Repayment terms : Quarterly installments, will start from July 2019 • Rate of interest: @ 9.20% • Date of maturity : June 2022 • Number of installments : 10 Balance installments: 10 • Installment amount : ₹ 1 million	31	-	1. Second Pari-passu charge on the entire current assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49) both present and future. 2. First Pari-passu chargeon the entire moveable and immovable fixed assets of the erstwhile Minda Autoelektrik Limited (refer note 2.49), (excluding assets exclusively charged to other lenders).

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Indusind Bank	• Repayment terms : Half Yearly installment Starting from 31 December 2016 • Date of maturity : 31 December 2018 • Number of installments : 4 ; Balance installments : nil • Installment amount : 5 million EURO . • Rate of interest : 12 month Euribor + 240Bpts • During this year company has paid entire outstanding loan amount.	-	419	1. First Charge overall Current Assets and Fixed assets , 2. Pari pasu charge on the entire Fixed asset of Minda KTSN Plastic Solutions GmbH and Co. KG"
	Union Bank of India	• Repayment terms : Half Yearly installment Starting from 1 January 2018 • Date of maturity : 30 July 2022 • Number of installments : 10 Balance installments : 7 • Installment amount : 1 million EURO • Rate of interest : 3.93%.	381	513	First Pari-passu charge over partial Fixed Assets of 7 millon Euro and all current and future inventory/receivables (Converted to Term Loan) of of Minda KTSN Plastic Solutions GmbH and Co. KG"
	Sber Bank	• Repayment terms : Starting from 31 December 2018 • Date of maturity : 31 March 2019 • Number of installments : 4 Remaining installments : 3 • Installment amount : Various • Rate of interest : 3.5% • Other significant terms : Term Loan	621	847	Assignment of the receivables related to the contracts between VW/Audi for the project Q3/Q6 and Q8 of Minda KTSN Plastic Solutions GmbH and Co. KG

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Union Bank of India	• Repayment terms : Half yearly installment starting from 30 September 2018 • Date of maturity : 30 September 2023 • Number of installments : Total installments : 10, Remaining installments : 8 • Installment amount : - million EURO • Rate of interest : 3.93% • Other significant terms : Term Loan	281	364	Secured by hypothecation of inventories and book debts, both present and future and also secured by charge on all fixed assets of Minda KTSN Plastic Solutions Tooling and Co. Kg , both present and future
	Raiffeisen Bank	• Repayment terms: Monthly installments • Date of maturity: 29 January 2021 • Number of installment Total 29 ; Balance installments: 23 • Amount of installment: - million EURO • Rate of Interest: 3.61% p.a."	12	-	A Blank Bills of Exchange with B/E Declaration.
2	Kotak Mahindra Prime Limited	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates	18	14	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarters by way of payment of quarterly installments beginning from the date of distribution. The rate of interst is in the range of 9% - 9.5%
	Kotak Mahindra Prime Limited	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates	20	32	Secured againts hyphotication of respective vehicle financed by them.
	Kotak Mahindra Prime Ltd.	• Repayment terms: Quarterly installments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates	17	1	Vehicle loan is secured by way of hypothecation of respective vehicle and repayable in quarterly installments over 9-16 quarter by way of payment of quarterly installments beginning from date of distribution. This rate is in the range of 9% -9.5%.

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
3	Societe Generale (3D Drucker)	• Repayment terms : Monthly installments • Date of maturity : 1 April 218 • Number of installments : 36, Balance installment: nil • Installment amount : - million EURO • Rate of interest : 5% per annum	-	-	Unsecured
	Deutsche Leasing ARBURG	• Repayment terms : Monthly installments • Date of maturity : 1 August 2019 • Number of installments : 60, Balance installments: 5 • Installment amount : - million EURO • Rate of interest : 5% per annum	2	7	Unsecured
	Deutsche Leasing	• Repayment terms : Monthly installments • Date of maturity : 1 June 2019 • Number of installments : 60, Balance installments: 3 • Installment amount : - million EURO • Rate of interest : 5% per annum	-	3	Unsecured
	Deutsche Leasing	• Repayment terms : Monthly installments • Date of maturity : 30 December 2020 • Number of installments : 60, Balance installments: 21 • Installment amount : - million EURO • Rate of interest : 5% per annum	3	6	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Würth Leasing	• Repayment terms : Monthly installments • Date of maturity : 1 May 2022 • Number of installments : 60, Balance installments: 38 • Installment amount : - million EURO • Rate of interest : 1% per annum	21	29	Unsecured
	Societe Generale (Messmachine)	• Repayment terms : Monthly installments • Date of maturity : 30 December 2020 • Number of installments : 60, Balance installments: 22 • Installment amount : - million EURO • Rate of interest : 4.65% per annum	6	10	Unsecured
	Deutsche leasing Millennium Leasing Sp. z o.o. in EURO	• Repayment terms : Monthly installments • Date of maturity : 31 March 2020 • Number of installments : 60, Balance installments: 12 • Installment amount : - million EURO • Rate of interest : 5% per annum	1	2	Unsecured
	Millennium Leasing Sp. z o.o.	• Repayment terms : Monthly installments • Date of maturity : 31 May 2020 • Number of installments : 60, Balance installments: 14 • Installment amount : - million EURO • Rate of interest : 3% per annum	3	5	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	SG leasing	• Repayment terms : Monthly installments • Date of maturity : 15 July 2022 • Number of installments : 85, Balance installments: 40 • Installment amount : - million EURO • Rate of interest : 3% per annum	6	9	Unsecured
	Raiffeisen Bank	• Repayment terms : Monthly installments • Date of maturity : 31 July 2018 • Number of installments : 48, Balance installment: nil • Installment amount : - million EURO • Rate of interest : 1.5% per annum	-	1	Unsecured
	Raiffeisen Bank	• Repayment terms : Monthly installments • Date of maturity : 30 November 2018 • Number of installments : 48, Balance installment: nil • Installment amount : - million EURO • Rate of interest : 1.5% per annum	-	-	Unsecured
	Volkswagen Leasing	• Repayment terms : Monthly installments • Date of maturity : 15 May 2021 • Number of installments : 48, Balance installments: 32 • Installment amount : - million EURO • Rate of interest : 1.5% per annum	2	3	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Volkswagen Leasing	• Repayment terms : Monthly installments • Date of maturity : 22 May 2021 • Number of installments : 48, Balance installments: 32 • Installment amount : - million EURO • Rate of interest : .5% per annum	2	2	Unsecured
	Volkswagen Leasing	• Repayment terms : Monthly installments • Date of maturity : 22 May 2021 • Number of installments : 48, Balance installments: 32 • Installment amount : - million EURO • Rate of interest : 1.5% per annum	2	2	Unsecured
	Raiffeisen Bank EURO	• Repayment terms : Monthly installments • Date of maturity : 30 June 2019 • Number of installments : 20, Balance installments:3 • Installment amount : - million EURO • Rate of interest : 1.5% per annum	1	5	Unsecured
	IKB Leasing	• Repayment terms : Monthly installments • Date of maturity : 31 March 2022 • Number of installments : 48, Balance installments:37 • Installment amount : - million EURO • Rate of interest : 1.5% per annum	11	14	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
	Würth Leasing	• Repayment terms : Monthly installments • Date of maturity : 1 May 2022 • Number of installments : 60, Balance installments: 46 • Installment amount : - million EURO • Rate of interest : 4.65% per annum	22	29	Unsecured
	Trafostation NSHV uber Sudleasing	• Repayment terms : Monthly installments • Date of maturity : 1 May 2024 • Number of installments : 72 Balance installments: 62 • Installment amount : - million EURO • Rate of interest : 4.65% per annum	9	-	Unsecured
	IKB Leasing (STILLElektrostapler R 20-14)	• Repayment terms : Monthly installments • Date of maturity : 1 May 2020 • Number of installments : 24, Balance installments: 14 • Installment amount : - million EURO • Rate of interest : 4.65% per annum	-	-	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Loan outstanding as at 31 March 2019*	Loan outstanding as at 31 March 2018*	Details of security / guarantee
4	Standard Chartered Bank	• Repayment terms: Quarterly installments • Date of maturity : 7 August, 2018 • Number of installments : 17, Balance installments: nil. • Amount of installment: ₹ 35 million • Rate of interest : 9.50% (During the year company has paid entire outstanding amount of loan)	-	71	Secured by assets of the Minda Corporation Limited (Holding Company). The Corporate guarantee by Minda Corporation Limited has since been vacated.
5	Customer (Audi/ Volkswagan/ Daimler/ Opel)	• Repayment terms : Quarterly installments , Starting from 1 October 2015 • Date of maturity : 1 October 2019 • Number of installments : 16, Balance installments: 1 • Installment amount : Varying installment.	72	223	Unsecured
6	SICOM	• Repayment terms : Annual installments • Date of maturity : 30 April 2021 • Number of installments : 11, Balance installments: 3 • Installment amount : Varying installment. • Rate of interest : Not applicable	16	23	Unsecured

*net of transaction cost

2.18 (a) Movement in current and non current borrowings

(₹ in Million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49
Borrowings at the beginning of the year	7,232	5,346
Movement due to cash transactions per the statement of cash flows	(446)	1,933
Movement due to non-cash transactions:		
- Foreign exchange movement	20	(47)
Borrowings at the end of the year	6,806	7,232

2.19 Other financial liabilities

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Non-current		
Deferred consideration payable (refer note 2.46)	12	18
	12	**18**

2.20 Income tax

A. Amounts recognised in statement of profit and loss

The major components of income tax expense for the years ended 31 March 2019 and 31 March 2018 are:

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Current tax		
Current year	686	457
Adjustment for prior years	(19)	(5)
	667	**452**
Deferred tax		
Origination and reversal of temporary differences	(2)	35
	(2)	**35**
Income tax expense reported in the statement of profit and loss	**669**	**487**

B. Amounts recognised in other comprehensive Income

The major components of income tax expense for the years ended 31 March 2019 and 31 March 2018 are:

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Income tax		
Remeasurement of post employment benefit obligation	(3)	1
Income tax charges to other comprehensive (income)/expense	**(3)**	**1**

C. Reconciliation of effective tax rate

Reconciliation of tax expense and the accounting profit/ (loss) multiplied by India's domestic tax rate for the year ended 31 March 2019 and 31 March 2018:

(₹ in Million)

Particulars	For the year ended 31 Mar 2019		For the year ended 31 Mar 2018 Re-presented (refer note 2.49)	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations excluding share of profit / (loss) of joint venture and including exceptional item	34.94%	2,081	34.59%	1,782
Tax using the Company's domestic tax rate		727		617
Tax effect of:				
Effect of non deductible expense and exempt income	1.26%	26	-0.45%	(8)
Incremental allowance for research and development expenditure	-1.91%	(40)	-1.74%	(31)
Tax incentives	-6.32%	(131)	-2.23%	(40)
Change/ difference in tax rates	-0.20%	(4)	-2.57%	(46)
Changes in estimates related to prior years	-0.93%	(19)	-0.29%	(5)
Difference in tax rate in foreign jurisdiction	0.69%	14	-3.26%	(58)
Others	4.62%	96	3.24%	58
Effective tax rate	**32.15%**	**669**	**27.28%**	**487**

D. **Movement of temporary differences**

(₹ in Million)

Particulars	As at 1 April 2017 Re-presented (refer note 2.49)	Deferred tax arising on business combination	Credited/ (charge) in profit or loss during 2017-18	Foreign currency translation	Credited/ (charge) in OCI during 2017-18	As at 31 March 2018 Re-presented (refer note 2.49)	Credited/ (charge) in profit or loss during 2018-19	MAT of Previous year(s) utilised during the year	Foreign currency translation	Credited/ (charge) in OCI during 2018-19	As at 31 March 2019
Deferred tax assets											
Accrued expense deductible on payment	13	-	2	-	-	15	15	-	(1)	-	29
Provision for gratuity and compensated absences	84	-	(3)	1	(1)	81	4	-	-	3	88
Loss allowance for trade receivables	6	-	-	-	-	6	4	-	-	-	10
MAT credit entitlement	55	-	10	-	-	65	-	(65)	-	-	-
Employees Stock Compensation Expense	-	-	2	-	-	2	(2)	-	-	-	-
Brought forward losses	32	-	-	-	-	32	15	-	1	-	48
Others	-	-	9	-	-	9	(28)	-	-	-	(19)
A	19 0	-	20	1	(1)	210	8	(65)	-	3	156

(₹ in Million)

Particulars	As at 1 April 2017 Re-presented (refer note 2.49)	Deferred tax arising on business combination	Credited/ (charge) in profit or loss during 2017-18	Foreign currency translation	Credited/ (charge) in OCI during 2017-18	As at 31 March 2018 Re-presented (refer note 2.49)	Credited/ (charge) in profit or loss during 2018-19	MAT of Previous year(s) utilised during the year	Foreign currency translation	Credited/ (charge) in OCI during 2018-19	As at 31 March 2019
Deferred tax liabilities											
Difference in book written down value and tax written down value of property, plant and equipment	183	(9)	63	-	-	237	10	-	-	-	247
Undistributed earnings of subsidiary companies	-	-	-	-	-	-	-	-	-	-	-
Others	2	-	(8)	-	-	(6)	-	-	-	-	(6)
B	185	(9)	55	-	-	231	10	-	-	-	241
Net deferred tax (A)-(B)	5	9	(35)	1	(1)	(21)	(2)	(65)	-	3	(85)

Reflected in Balance Sheet as follows:

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Deferred tax assets	98	80
Deferred tax liabilities	182	101
Deferred tax liabilities (net)	**(85)**	**(21)**

2.21 Non current provisions

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Provision for employee benefits (refer to note 2.21.2)		
- Gratuity	44	68
- Compensated absence	100	89
- Other retirement benefits	26	22
Others		
-Provision for warranties (refer to note 2.21.1)	5	6
	175	**185**

2.21.1 Movement in warranty cost provision

The Group warrants that its products will perform in all material respects in accordance with the Group's standard specifications for the warranty period. Accordingly based on specific warranties, claims history, the Group provides for warranty claims. The activity in the provision for warranty costs is as follows:

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
At the beginning of the year	30	30
Provided during the year	59	61
Utilised during the year	(63)	(61)
At the end of the year	**26**	**30**
Current portion	21	24
Non- current portion	5	6
	26	**30**

2.21.2 Employee benefits

2.21.2.1 For Indian entities

a) Defined contribution plans

The Company's employee provident fund and employee's state insurance schemes are defined contribution plans. The following amounts have been recognised as expense for the year and shown under Employee benefits expense in note 2.33.

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Contribution towards		
-Provident fund	120	106
-Employee state insurance	13	14
	133	**120**

b) Defined benefit plans- Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity as a defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested period of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India by whom the plan assets are maintained.

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Changes in the present value of the defined benefit obligation is as follows:		
Present value of defined benefit obligation at the beginning of the year	259	216
Interest cost	20	15
Acquisition adjustment	8	3
Current service cost	33	28
Past service cost	(1)	25
Benefits paid	(39)	(22)
Actuarial (gain)/ loss on obligation	10	(6)
Present value of defined benefit obligation at the end of the year	**290**	**259**
Changes in the present value of the plan asset is as follows:		
Fair value of plan asset at the beginning of the year	146	116
Return on plan asset	12	9
Contributions	31	24
Benefits paid	(2)	(3)
Actuarial (gain) / loss on obligation	-	-
Fair value of plan asset at the end of the year	**187**	**146**
Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:		
Present value of defined benefit obligation at the end of the year	290	259
Fair value of plan asset at the end of the year	187	146
Net (liability) as at the close of the year	(103)	(113)
Expenses recognized in the statement of profit and loss:		
Current service cost	33	30
Past service cost	(1)	25
Interest cost	20	15
Expected return on plan assets	(12)	(9)
Expenses recognized in the statement of profit and loss:	**40**	**61**
Remeasurements income recognised in other comprehensive income:		
Actuarial loss / (gain) on defined benefit obligation	10	(5)
	10	(5)

(₹ in Million)

Particulars	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Actuarial assumptions:		
Discount rate	6.95% to 7.66%	7.40% to 7.80%
Expected rate of return on plan assets	7.40% to 7.65%	7.40% to 7.71%
Expected salary increase rates	5.5% to 10%	5.5% to 10%
Mortality	100% of IALM 2006-08	100% of IALM 2006-08
Employee attrition rate		
-Up to 30 years of age	3% to 30%	3% to 30%
-From 31 years of age to 44 years of age	2% to 20%	2% to 20%
-Above 44 years of age	1% to 10%	1% to 10%

Note:

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The discount rate is estimated based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligation.

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions holding other assumptions constant would have affected the defined benefit obligation by the amounts shown below.

Particulars	For the year ended 31 Mar 2019		For the year ended 31 Mar 2018 Re-presented (refer note 2.49)	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 1%)	(23)	26	(23)	26
Future salary growth (- / + 1%)	23	(21)	22	(22)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

Maturity profile:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
1 year	22	17
2 to 5 years	81	74
More than 5 years	408	372

c) **Other long term benefit - Compensated absences**

The Company operates compensated absences plan, where in every employee is entitled to the benefit as per the policy of the Company in this regard. The salary for calculation of earned leave is last drawn salary. The same is payable during the service, early retirement, withdrawal of scheme, resignation by employee and upon death of employee.

An actuarial valuation of Compensated absence has been carried out by an independent actuary on the basis of the following assumptions:

(₹ in Million)

Assumptions	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Discount rate	6.95% to 7.71%	7.4% to 7.8%
Expected salary increase rates	5.5% to 10%	5.5% to 10%
Mortality	100% of IALM 2006-08	100% of IALM 2006-08
Employee attrition rate		
-Up to 30 years of age	3% to 30%	3% to 30%
-From 31 years of age to 44 years of age	2% to 20%	2% to 20%
-Above 44 years of age	1% to 10%	1% to 10%

The other long- term benefit of compensated absence in respect of employees of the Company as at 31 March 2019 amounts to ₹ 100 million (previous year ₹ 89 millions).

Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	For the year ended 31 Mar 2019		For the year ended 31 Mar 2018 Re-presented (refer note 2.49)	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 1%)	(7)	8	(7)	9
Future salary growth (- / + 1%)	8	(8)	9	(7)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

Maturity profile:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
1 year	10	8
2 to 5 years	37	32
More than 5 years	146	131

c) **Risk Exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) **Asset volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under-perform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company intends to maintain the above investment mix in the continuing years.

b) **Changes in discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's bond holdings.

c) **Inflation risks**

In the plans, the payment are not linked to the inflation so this is a less material risk.

d) **Life expectancy**

The plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Group ensures that the investment positions are managed within an asset- liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Group's ALM objective is to match assets to the obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. The Group uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. The Group uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

2.21.1.2 For overseas entities

a) **Social security contributions**

The Group's employee social security contributions are defined contributions plans. The following amounts have been recognised as expense for the year and shown under employee benefits expense in note 2.33.

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Contribution towards		
-Social security	213	208
	213	**208**

b) Vacations

The Group pays for vacations, wherein every employee entitled to the benefit as per the policy of the Group in this regard. The liability of vacation in respect of employees of the Group as at 31 March 2019 amounts to ₹ 54 million (31 March 2018: ₹ 2 million) and the expense recognised in the consolidated statement of profit and loss during the year for the same amounts to ₹ 11 million (31 March 2018: ₹ 9 million)

c) Retirement and service anniversary

Employees of certain entities in the Group are entitled to retirement benefits, which provides for a lump sum payment to the employees at the time of separation from service and long service awards on completion of vested period of employment. The liability on account of such benefits is based on actuarial valuation as at the end of the financial year.

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Changes in the present value of the benefit obligation is as follows :		
Opening balance	28	17
Actuarial (Gain) / Loss on Obligation	(2)	2
Service cost	4	6
Interest cost	2	2
Net balance	32	27
Translation adjustment	-	1
Closing balance	32	28
Current portion	7	6
Non- current portion	25	22
Actuarial assumptions:		
Discount rate		
- Others	8.33%	7.25%
Expected rate of return on plan assets	5.00%	3.00%
Expected salary increase rates		
- for PT Minda Automotive Indonesia	10.00%	10.00%
- for Minda KTSN Plastic Solutions GmbH & Co. KG	1.00%	1.00%
- for Minda Vietnam Automotive Company Limited	Year 1 to 3: 10% Year 4 & 5: 8% Thereafter: 6.5%	Year 1 to 3: 10% Year 4 & 5: 8% Thereafter: 6.5%
Mortality	TMI 2011	TMI 2011
Employee attrition rate		
- for PT Minda Automotive Indonesia		
-Up to 30 years of age	12.00%	12.00%
-From 31 years of age to 44 years of age	8.00%	8.00%
-Above 44 years of age	5.00%	5.00%
- for Minda KTSN Plastic Solutions GmbH & Co. KG		
-Up to 40 years of age	5.00%	5.00%
-From 41 years of age to 45 years of age	4.00%	4.00%
-From 46 years of age to 50 years of age	3.00%	3.00%
-Above 50 years of age	1.00%	1.00%

The impact of sensitivity analysis on actuarial assumptions for overseas entities is considered insignificant, hence the same has not been disclosed

2.22 Other non current liabilities

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Security deposits	26	28
Forward cover payable [net of forward receivable of ₹ Nil (31 March 2018: ₹ 88 million)]	-	18
Deferred revenue	4	9
	30	55

2.23 Short term borrowings

(₹ in Million)

	Particulars	Footnote	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
2.23.1	**Secured**			
	Cash credit and working capital demand loan			
	from banks	[1]	2,833	2,562
			2,833	**2,562**
2.23.2	**Unsecured**			
	Purchase order financing facility			
	from banks	[2]	546	34
	from others	[3]	494	498
			1,040	**532**
			3,873	**3,094**

Footnotes:

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
1	Kotak Mahindra Bank Limited	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	322	478	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)
	Standard Chartered Bank	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	29	259	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
	Indusind Bank	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	160	25	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)
	HDFC Bank	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	464	200	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)
	HSBC Bank	• Repayment term: On demand • Rate of interest : Linked to bank base rate applicable from time to time	100	-	Secured by hypothecation of inventories and book debts, both present and future and also secured by a second charge on all fixed assets of the Company (before the impact of amalgamation, refer note 2.49), both present and future (except land and building situated at Gurugram and assets exclusively charged to other banks)
	Kotak Mahindra Bank Limited	• Repayment term: On demand • Rate of interest : 0.50% above 6 month MCLR rate	115	108	1. First pari - passu charge on all existing and future current assets of the erstwhile Minda SAI Limited (refer note 2.49). 2. Second pari - passu charge on all existing and future movable fixed assets (excluding assets exclusively charged to other lenders) of the erstwhile Minda SAI Limited (refer note 2.49). 3. Second pari- passu mortgage charge on immovable fixed assets of erstwhile Minda SAI Limited (refer note 2.49) being land and building situated in Chennai, Mumbai and Noida.
	HDFC Bank Limited	• Repayment term: On demand • Rate of interest : 1.15% above 1 year MCLR rate	104	146	First pari passu charge on current assets of the erstwhile Minda SAI Limited (refer note 2.49) both present and future. Second pari passu charge on all existing & future fixed assets of the Company Limited including equitable mortgage for company's plant at Mumbai, Chennai and Noida.
	Indusind Bank Limited	• Repayment term: On demand • Rate of interest : 1.50% above 1 year MCLR rate	26	-	First pari passu charge on entire current assets of Company (erstwhile Minda SAI Limited, refer note 2.49), present and future. Second pari passu charge on immovable assets of the Company (erstwhile Minda SAI Limited, refer note 2.49) situated at Mumbai, Noida and Chennai.

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
	Standard Chartered Bank	• Repayment term: On demand • Rate of interest : One month MCLR plus applicable margin	-	66	First pari passu charge on the entire current asset of Company (erstwhile Minda SAI Limited, refer note 2.49), present and future. Second pari passu charge on all existing and future movable fixed assets of the Company limited. Second pari passu charge on immovable fixed assets of the Company (erstwhile Minda SAI Limited, refer note 2.49) located at Mumbai, Noida and Chennai.
	HDFC Bank	• Repayment term: On demand • Rate of interest : 9.50%	23	80	The cash credit is secured by exclusive first charge on the entire current assets of the (erstwhile Minda Autoelektrik Limited, refer note 2.49), both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of the Company (erstwhile Minda Autoelektrik Limited, refer note 2.49) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: 1. Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq meters, belonging to (erstwhile Minda Autoelektrik Limited, refer note 2.49) (formerly known as Panalfa Autoelektrik Ltd) (Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq meters allotted by HSIIDC at Bawal). 2. Corporate guarantee of Panalfa Automotive Private Limited. 3. Pledge of shares of (erstwhile Minda Autoelektrik Limited, refer note 2.49) (formerly known as Panalfa Autoelektrik Limited) held by Panalfa Automotive Private Limited and its affiliates equivalent to 30% of total holding of 1st phase of project i.e. share value of ₹ 17,400,000.
	Kotak Mahindra Bank	• Repayment term: On demand • Rate of interest : 9.50%	31	31	Exclusive charge on the entire current assets of the (erstwhile Minda Autoelektrik Limited, refer note 2.49), both present and future with value of ₹ 195 Million as on FY 2014-15. Exclusive charge on the entire moveable and immovable fixed assets of the Company (erstwhile Minda Autoelektrik Limited, refer note 2.49) with WDV of ₹ 240 Million. Corporate Guarantee (CG) of Minda Corporation Limited (before the impact of amalagamation, refer note 2.49) with Audited Net Worth ('NTW') of ₹ 3,314.79 Mn as on FY 2014-15.

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
	HDFC Bank	• Repayment term: On demand • Rate of interest : 9.50%	20	-	The cash credit is secured by exclusive first charge on the entire current assets of the Company (erstwhile Minda Autoelektrik Limited, refer note 2.49), both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of erstwhile Minda Autoelektrik Limited (refer note 2.49) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq. meters, belonging to erstwhile Minda Autoelektrik Limited (refer note 2.49) (formerly known as Panalfa Autoelektrik Ltd) (Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq. meters allotted by HSIIDC at Bawal).
	HDFC Bank	• Repayment term: On demand • Rate of interest : 6.50%	25	-	The cash credit is secured by exclusive first charge on the entire current assets of the Company erstwhile Minda Autoelektrik Limited (refer note 2.49), both present and future. Further, cash credit is secured by the collateral security of exclusive first hypothecation charge of the entire moveable fixed assets of the Company (erstwhile Minda Autoelektrik Limited, refer note 2.49) both present and future other than vehicles. Further, cash credit is secured by the following collateral security: Equitable mortgage of land and building at Industrial Plot at Bawal measuring 8000 sq. meters, belonging to (erstwhile Minda Autoelektrik Limited, refer note 2.49) (formerly known as Panalfa Autoelektrik Ltd) (Industrial Plot No. 355, Sector-3, Phase-II, at Growth Centre, Bawal of 7875 sq. meters allotted by HSIIDC at Bawal).
	Kotak Mahindra Prime Ltd.	• Repayment term: On demand • Rate of interest : 9.50%	3	-	Exclusive charge on the entire current assets of the Company erstwhile Minda Autoelektrik Limited (refer note 2.49) both present and future with value of ₹ 195 million as on FY 2014-15. Exclusive charge on the entire moveable and immovable fixed assets of the company erstwhile Minda Autoelektrik Limited (refer note 2.49) with WDV of ₹ 240 million Corporate Guarantee (CG) of Minda Corporation Limited (before the impact of amalagamation, refer note 2.49) with Audited Net Worth ('NTW') of ₹ 3,315 million as on FY 2014-15.

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
	HDFC Bank	• Repayment term: On demand • Rate of interest : 3 Months Libor plus 2.5% • Bank : HDFC	149	155	First pari passu charge on the entire current assets of the company both present and future. Second pari passu charge on the entire moveable and immovable fixed assets of the company.
	ICICI Bank	• Repayment term: On demand • Rate of interest : 3 Months Euribor plus 2.5% • Bank : ICICI	-	484	First pari pasu charge on entire fixed asset of Minda corporation limited excluding asset specifically charge to other lenders.
	Indusind bank	Repayment term: On demand Rate of Interest: 3 Month EURIBOR plus 0.75%	466	-	Standby letter of Credit by Minda Corporation Limited
	Standard Chartered bank	Repayment term: On demand Rate of Interest: 3 Month EURIBOR plus 0.75%	350	-	Standby letter of Credit by Minda Corporation Limited
	Canara Bank	• Repayment term: On demand • Rate of interest : 3 Months Euribor plus 4%	350	364	First Pari-passu charge over UBI Bank of 4.5 Mio Euro and all current & future inventory/ receivables of Minda KTSN plastic solution GmBH & Co. , KG, Germany.
	Poland Raiffeisen Bank	• Repayment term: On demand • Rate of interest : 6.65% Date of maturity : 18 April 2018	75	86	Secured Hypothecation of Land & Buildings based on current and future valuation
	CZ Raif. Bank	• Repayment term: On demand • Rate of interest : 2.1%	20	25	Secured by Promissory Note
	Kotak Mahindra Bank	• Repayment terms :On demand • Rate of interest: Linked to fixed ban base applicable from time to time	1	50	Secured by the corporate guaranteed given by Minda Corporation Limited, Holding Company.
	Kotak Mahindra Prime Ltd.	• Repayment terms: Quarterly instalments • Amount of instalment: different amount as per repayment schedule • Rate of interest : linked to prevailing market rates	-	7	Vehicle loan is secured by way of hypothecation of respective vehicle.
2	Kotak Mahindra Bank Limited	• Repayable within 45 days / 64 days from the date of disbursement • Rate of interest: 9.40%	327	-	Unsecured

(₹ in Million)

S. No.	Lender	Terms of repayment	Outstanding as at 31 March 2019	Outstanding as at 31 March 2018 Re-presented (refer note 2.49)	Details of security
	State Bank of India	• Repayable within 45 days from the date of disbursement • Rate of interest: 0.20% above 3m MCLR rate"	177	2	Unsecured
	Indusind Bank Limited	• Repayable within 90 days from the date of disbursement • Rate of interest: 8.75 %	42	32	Unsecured
3	Bajaj Finance Limited	Repayable within 180 days from the date of disbursement	300	300	Unsecured
	Bajaj Finance Limited	• Repayment term: On demand • Rate of interest : Linked to prevailing market rate	194	198	Unsecured

2.24 Trade payables

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	62	109
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,944	4,176
Trade payable to related parties (refer note 2.39)	78	118
Acceptances	18	5
	4,102	**4,409**

2.25 Other financial liabilities

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Current maturities of long term borrowings (refer note 2.18)		
- Term loans	1,409	1,279
- Financial lease obligation	60	46
- Deferred payment liability	8	9
Interest accrued but not due on borrowings	64	11
Mark to market loss on forward cover	1	4
Creditors for capital items	74	125
Salaries, wages and bonus payable	314	365
Other payables	14	14
	1,944	**1,853**

2.26 Other current liabilities

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Statutory dues payable	294	303
Advances from customers	236	139
Deferred revenue	3	3
Forward cover payable [net of forward receivable of ₹ Nil (31 March 2018: ₹ 88 million)]	-	15
Other current liability	8	15
	541	475

2.27 Current Provision

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Provision for employee benefits [refer to note 2.21.2]		
Gratuity	59	45
Compensated absence	10	8
Vacations	54	2
Other retirement benefits	7	6
Others		
Provision for warranty (refer to note 2.21.1)	21	24
Provision for others	19	17
	170	102

2.28 Current tax liabilities

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Provision for income tax (net of advance income tax)	80	89
	80	89

2.29 Revenue from operations

(₹ in Million)

Particular	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Sale of products		
-Manufactured goods	29,608	25,275
-Traded goods	959	757
Sale of products	30,567	26,032
Other operating revenues		
-Technical know how and service income	154	106
-Scrap sales	58	58
-Job work income	40	74
-Duty drawback and other export incentives	61	35
-Subsidy received	1	-
-Exchange fluctuations (net)	39	45
Other operating revenues	353	318
Revenue from operations	30,920	26,350

2.30 Other income

(₹ in Million)

Particular	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Interest income		
-on fixed deposits	211	16
-on others	2	2
-on income tax refund	4	5
Financial assistance fee	5	6
Liabilities / provisions no longer required written back	73	76
Miscellaneous income	60	58
	355	**163**

2.31 Cost of materials consumed

(₹ in Million)

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018 Re-presented (refer note 2.49)	
Raw materials consumed (includes packing material and components)				
Opening stock	1,593		1,165	
Add: Translation adjustment	5		-	
Add: Inventories acquired as part of acquisitions of subsidiaries during the year [refer to note 2.46]	-	1,598	6	1,171
Add: Purchases during the year		18,337		16,290
		19,935		17,461
Less: Closing stock	1,688		1,593	
Add: Translation adjustment	(56)	1,632	(53)	1,540
		18,303		**15,922**

2.32 Changes in inventories of finished goods, stock in trade and work in progress

(₹ in Million)

Particulars	For the year ended 31 March 2019		For the year ended 31 March 2018 Re-presented (refer note 2.49)	
Finished goods (including stock in trade)				
Opening stock	703		537	
Add/ (less): translation adjustment	(50)	653	(49)	488
Closing stock	1001		703	
Add/ (less): translation adjustment	(28)	973	(43)	660
		(320)		**(172)**
Work in progress				
Opening stock	2,153		1,340	
Add: Inventories acquired as part of acquisitions of subsidiaries during the year [refer to note 2.46]	-		1	
Add/ (less): translation adjustment	(211)	1,942	(1)	1,340
Closing stock	1,731		2,153	
Add/ (less): translation adjustment	(221)	1,510	(230)	1,923
		432		**(583)**
Decrease/ (increase) in inventories		**112**		**(755)**

2.33 Employee benefits expense

(₹ in Million)

Particular	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Salaries, wages and bonus	4,420	3,784
Contribution to		
- Provident fund and other funds	369	348
- Gratuity	40	61
Employee stock compensation expense	17	16
Staff welfare expense	246	204
	5,092	**4,413**

2.34 Finance costs

(₹ in Million)

Particular	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Interest expense		
on borrowings from banks	422	313
on borrowings from others	32	45
finance charges under finance leases	-	2
Other borrowing costs	36	11
	490	**371**

2.35 Other expenses

(₹ in Million)

Particular	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Jobwork charges	498	410
Consumption of stores and spare parts	296	255
Power and fuel	621	507
Rent (refer note 2.36)	357	303
Repair and maintenance		
-buildings	64	48
-plant and machinery	189	176
-others	150	123
Travelling and conveyance	381	332
Legal and professional	254	221
Communication	51	48
Charity and donations	2	1
Bad debts/amounts written off	16	-
Allowance for doubtful debts/advances	26	3
Rates and taxes	28	23
Exchange fluctuations (net)	6	10
Warranty expenses	59	61
Corporate social responsibility expenses	35	26
Loss on sale/discard of fixed assets	10	20
Advertisement and business promotion	95	80
Royalty	-	1
Freight and forwarding	377	299
Insurance	67	62
Bank charges	17	27
Security expense	9	10
Miscellaneous expense	264	161
	3,872	**3,207**

2.36 Accounting for leases

Operating lease - as a lessee

The Group has taken on lease accommodation for factory, godowns for storage of inventories, offices and cars, with an option of renewal at the end of the lease term and escalation clause in a few cases. The leases are in the nature of both cancellable and non cancellable operating leases. Lease payments amounting to ₹ 357 million (previous year ₹ 303 million) in respect of such leases have been recognized in the Statement of Profit and Loss for the year.

The future minimum lease payments in respect of non-cancellable operating leases are as follows: (₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Minimum Lease payments due:		
Not later than one year	18	11
Later than one year and not later than five years	36	13
Later than five years	-	-
	54	**24**

2.37 Capital and other commitments

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	106	191
Commitment liability to interest in joint ventures/associates	16	41
	122	**232**

2.38 Contingent liabilities

(₹ in Million)

	Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
a)	Income tax	5	6
b)	Sales tax/ VAT	9	6
c)	Excise duty	3	-
d)	Service tax	1	1
Others			
Corporate guarantees given by the Company			
- Furukawa Minda Electric Private Limited		49	-
- Minda Furukawa Electric Private Limited		-	609
Contingent liabilities related to joint ventures/associates		15	15

1. The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded will not, in the opinion of the management, have a material effect on the results of the operations or financial position.

2. It is not practical for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums/ authorities.

3. Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages for the purpose of provident fund, to include special allowances which are common for all employees. However there is uncertainty with respect to the applicable of the judgement and period from which the same applies. The Group has estimated the impact of the same from 1 March 2019 to 31 March 2019 based on a prospective approach and has recognized the same in the financial statements. Owing to the aforesaid uncertainty and pending clarification from the authority in this regard, the Group has not recognised any provision for the previous years. Further management also believes that the impact of the same on the Group will not be material.

2.39 Related party disclosures as required under India Accounting Standard (Ind AS) – 24 "Related party disclosure":

a) Related parties and nature of related party relationship with whom transactions have taken place

	Description of relationship	Name of the party
(i)	Key Managerial Personnel	Mr. Ashok Minda - Chairman
		Mr. Sudhir Kashyap - Executive Director and CEO
		Mr. Sanjay Aneja - CFO
		Mr. Ashim Vohra - COO
		Mr. Ajay Sancheti - Company Secretary
		Mr. Laxman Ramnarayan - Director
(ii)	Relative of Key Managerial Personnel	Mrs. Sarika Minda - Relative of Mr. Ashok Minda
		Mr. Akash Minda - Relative of Mr. Ashok Minda
(iii)	Jointly controlled entities	Minda Stoneridge Instruments Limited
		Minda Vast Access Systems Private Limited
		Furukawa Minda Electric Private Limited (formerly known as Minda Furukawa Electric Private Limited) (upto 27 December 2018) (refer to note 2.41)
(iv)	Associate	Furukawa Minda Electric Private Limited (formerly known as Minda Furukawa Electric Private Limited, India (w.e.f. 28 December 2018) (refer to note 2.41)
(v)	Other entities over which key management personnel and their relatives are able to exercise significant influence	Minda Capital Private Limited, India
		Minda S.M. Technocast Private Limited, India (Amalgamated with Minda Capital Private Limited w.e.f 15 March 2019)
		Minda Silca Engineering Private Limited, India
		Dorset Kaba Security Systems Private Limited, India
		Minda Spectrum Advisory Limited, India
		Tuff Engineering Private Limited (Amalgamated with Minda Capital Private Limited w.e.f 15 March 2019)

2.39 Related party disclosures as required under Ind AS 24 "Related party disclosure

(₹ in Million)

Party name	Period *	Sale of goods	Job work/ Service income /Exp during the year	Contribution towards CSR activities	Other incomes / expenses recovered	Purchase of goods	Management fee Income	Rent paid	Remuneration paid	Other expenses paid / reimbursed
Minda Vast Access System Private Limited	2018-19	243	4	3	19	138	16	-	-	-
	2017-18	267	4	2	-	248	19	-	-	3
Minda Stoneridge Instruments Limited	2018-19	1	8	3	5	169	54	-	-	6
	2017-18	4	4	-	-	125	48	-	-	9
Minda Furukawa Electric Private Limited	2018-19	17	36	-	-	2	-	-	-	-
	2017-18	46	53	-	-	11	-	-	-	1
Minda Industries Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	394	-	-	-	-	-	-	-	-
Minda Silca Engineering Private Limited	2018-19	27	-	2	-	92	4	-	-	-
	2017-18	22	1	-	-	88	4	-	-	-
Dorset Kaba Security Systems Private Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	5	-	-	-	-	-	-	-	-
Minda Capital Private Limited	2018-19	-	-	-	-	-	6	142	-	4
	2017-18	-	-	-	-	-	5	65	-	-
Minda Spectrum Advisory Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Tuff Engineering Private Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	24	-	-
Minda S.M.Technocast Limited	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	13	-	-
Key Managerial Personnel:										
Mr. Ashok Minda	2018-19	-	-	-	-	-	-	-	48	-
	2017-18	-	-	-	-	-	-	-	44	-
Mr. Sudhir Kashyap	2018-19	-	-	-	-	-	-	-	34	-
	2017-18	-	-	-	-	-	-	-	28	-
Mr Laxman Ramnarayan	2018-19	-	-	-	-	-	-	-	25	-
	2017-18	-	-	-	-	-	-	-	17	-
Mr. Sanjay Aneja	2018-19	-	-	-	-	-	-	-	10	-
	2017-18	-	-	-	-	-	-	-	8	-
Mr. Ajay Sancheti	2018-19	-	-	-	-	-	-	-	7	-
	2017-18	-	-	-	-	-	-	-	5	-
Mr Ashim Vohra	2018-19	-	-	-	-	-	-	-	16	-
	2017-18	-	-	-	-	-	-	-	9	-
Relative of Key Managerial Personnel:										
Mrs. Sarika Minda	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-
Mr. Aakash Minda	2018-19	-	-	-	-	-	-	-	-	-
	2017-18	-	-	-	-	-	-	-	-	-

* Re-presented for 2017-18 (refer note 2.49)

b) **Details of transactions and balances with related parties (continued)**

(₹ in Million)

Party name	Period *	Guarantee Given	Purchase of Fixed Assets	Security Deposit as at the year end	Other receivables	Trade Receivable as at the year end	Payable as at the year end	Loan/ Advances receivable at the year end
Minda VAST Access System Private Limited	31-Mar-19	-	-	-	-	60	10	-
	31-Mar-18	-	-	-	-	81	43	-
Minda Stoneridge Instruments Limited	31-Mar-19	-	-	-	-	17	33	-
	31-Mar-18	-	-	-	-	18	40	-
Furukawa Minda Electric Private Limited	31-Mar-19	207	-	-	-	37	17	-
	31-Mar-18	609	17	-	-	97	16	-
Minda Industries Limited	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	83	-	-
Minda Silca Engineering Limited	31-Mar-19	-	4	-	-	3	14	-
	31-Mar-18	-	2	-	-	1	16	-
Dorset Kaba Security Systems Private Limited	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Minda Capital Private Limited	31-Mar-19	-	-	34	-	4	-	3
	31-Mar-18	-	-	30	58	47	-	48
Tuff Engineering Private Limited	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	5	-	-	-	-
Minda Europe Gmbh	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Minda S.M.Technocast Limited	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	2	-	-	-	-
Key Managerial Personnel:								
Mr. Ashok Minda	31-Mar-19	-	-	-	-	-	1	-
	31-Mar-18	-	-	-	-	-	1	-
Mr. Sudhir Kashyap	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	1	-
Mr Laxman Ramnarayan	31-Mar-19	-	-	-	-	-	1	-
	31-Mar-18	-	-	-	-	-	1	-
Mr. Sanjay Aneja	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Mr. Ajay Sancheti	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Mr Ashim Vohra	31-Mar-19	-	-	-	1	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Relative of Key Managerial Personnel:								
Mrs. Sarika Minda	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-
Mr. Aakash Minda	31-Mar-19	-	-	-	-	-	-	-
	31-Mar-18	-	-	-	-	-	-	-

*** Re-presented for 2017-18 (refer note 2.49)**

2.40 As per Ind-AS 108, Operating segments have been defined based on the regular review by the Group's Chief Operating Decision Maker to assess the performance of each segment and to make decision about allocation of resources. The group's business activities fall within single primary business segment, viz, manufacturing of Automobile Components and Parts thereof. Accordingly, disclosures under Ind AS 108, Operating Segments are not required to be made.

Details of revenue from operation for the period, property, plant and equipment and intangible assets at year end are as follows:

(₹ in Million)

Location	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Revenue (sales, net of excise duty)		
Domestic	21,464	18,330
Overseas		
Asia (excluding domestic)	1,467	1,420
America	2,120	1,473
Europe	5,869	5,127
Total	**30,920**	**26,350**

Carrying amount of assets

(₹ in Million)

Location	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Domestic	17,611	12,719
Overseas		
Asia (excluding domestic)	945	872
America	1,566	2,153
Europe	4,396	4,847
Total	**24,518**	**20,591**

Additions of property, plant and equipment and intangible fixed assets

(₹ in Million)

Location	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Domestic		
- Property, plant and equipment	930	1,413
- Intangible fixed assets	27	156
	957	1,569
Overseas		
Europe		
- Property, plant and equipment	102	195
- Intangible fixed assets	2	19
	104	214
America		
- Property, plant and equipment	63	653
- Intangible fixed assets	-	7
	63	660
Asia (excluding domestic)		
- Property, plant and equipment	21	24
- Intangible fixed assets	-	-
	21	24

Segment revenue in the geographical segments considered for disclosure is as follows:-

- Revenue within India (Domestic) include sale to customers located within India; and
- Revenue outside India (Overseas) include sale of products manufactured in India and outside India to customers located outside India

Segment assets in the geographical segments considered for disclosure represents assets locate outside India and sundry debtor balances against export sales from India operations.

Besides the normal accounting policies followed as described in Note 1, segment revenues and assets include the respective amounts directly identified to each of the segments and amounts / or allocated on a reasonable basis.

2.41 The Board of Directors of the Group vide their meeting held on 20 November 2018 approved the Share Purchase Agreement ('SPA') for sale of 20,860,000 fully paid up equity shares in Furukawa Minda Electric Private Limited ('FMEPL') to its JV partners, namely Furukawa Electric Co., Ltd. and Furukawa Automotive Systems Inc. ('together referred to as FEC entities') and also approved the restated JV agreement between Minda Corporation Limited and FEC entities. In accordance with said SPA, the Group has sold said equity shares on 28 December 2018 which has resulted in reduction in its investment from 51% to 30%. Further, as per the said SPA, FMEPL has issued 19,000,000 equity shares of ₹ 10 each for cash at par on 7 January 2019, thereby diluting the equity share holding of Group to 25%. Pursuant to sale of shares, the Group has recognised gain of ₹ 175 million as an 'exceptional item' in the statement of consolidated profit and loss.

2.42 Employee share-based payment plans

The members of the Group had approved 'Employee Stock Option Scheme, 2017' through Postal Ballot on 10 February 2017. The plan envisaged grant of stock options to eligible employees at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee.

Under the Plan, upto 5,341,840 stock options can be issued to eligible employees of the Group and its subsidiaries, whether working in India or out of India, including any Director of the Group and its subsidiaries, whether whole time or otherwise excluding the Independent Directors. Options are to be granted at price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee. Under the Plan, each option, upon vesting, shall entitle the holder to acquire one equity share of ₹ 2 each. The options granted will vest gradually over a period not earlier than one year and not later than five years from the date of Grant of such Options. Vesting of Options is a function of achievement of performance criteria or any other criteria, as specified by the Committee and communicated in the grant letter.

Summary of vesting and lock-in provisions are given below:

Sr. No.	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	20%	1 April 2018	Nil
2	20%	1 April 2019	Nil
3	20%	1 April 2020	Nil
4	40%	1 April 2021	Nil

The movement in the stock options under the Plan, during the year, is set out below:

(₹ in Million)

Particulars	For the year ended 31 Mar 2019		For the year ended 31 Mar 2018 Re-presented (refer note 2.49)	
	Number of options	Weighted average exercise price (₹)	Number of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	1,830,000	50	2,700,000	50
Granted during the year	(346,200)	-	-	-
Forfeited during the year	(107,800)	50	(870,000)	50
Outstanding at the end of the year	1,376,000	50	1,830,000	50
Exercisable at the end of the year	-	-	-	-

Stock compensation expense in relation to stock options granted to employee of subsidiaries / step-down subsidiaries is ₹ 17 million (previous year ₹ 13 million)

Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model with the following assumptions:

(₹ in Million)

Location	For the year ended 31 March 2019
Expected volatility	47.58%
Risk free interest rate	7.15%
Exercise price (₹)	50
Expected dividend yield	0.54%
Life of options (years)	4.07
Weighted average fair value of options as at the grant date (₹)	92.90

2.43 Additional information as required under schedule III to the Companies Act, 2013 of the Companies consolidated as Subsidiary and Joint Venture

(₹ in Million)

Particulars	Net Assets i.e. total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
Parent Company				
Minda Corporation Limited	87.41%	11,372	96.90%	1,649
Subsidiaries				
Indian				
Spark Minda Foundation	-0.01%	(1)	-0.09%	(1)
Minda Corporation limited - Employee Stock Option Scheme trust	-0.43%	(56)	0.51%	9
Foreign				
PT Minda Automotive Indonesia, Indonesia	1.01%	131	1.30%	22
Almighty International PTE Limited, Singapore	-0.52%	(67)	-0.86%	(15)
PT Minda Automotive Trading, Indonesia	0.02%	2	0.33%	6
Minda Vietnam Automotive Co. Limited , Vietnam	1.21%	157	1.51%	26
Minda Europe BV	0.02%	3	0.00%	-
KTSN Kunststofftechnik Sachsen Beteiligungs- GmbH, Germany	0.00%	-	0.00%	-
Minda KTSN Plastic and Tooling Solutions Sp Z.O.O, Poland	-0.43%	(56)	-7.97%	(136)
Minda KTSN Plastic Solutions GmbH & Co. KG, Germany	0.79%	103	-15.81%	(269)
Minda KTSN Plastic Solutions S.R.O, Czech Republic	-0.76%	(99)	-2.49%	(42)
Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V, Mexico	-0.87%	(113)	10.23%	174
Associate (Investment as per equity method)				
Indian				
Furukawa Minda Electric Private Limited (formerly known as Minda Furukawa Electric Private Limited (Jointly controlled entity upto 27 December 2018)	1.10%	144	4.74%	81
Jointly controlled entity (Investment as per equity method)				
Indian				
Minda Stoneridge Instruments Limited	7.80%	1,015	9.69%	165
Minda VAST Access Systems Private Limited	3.67%	478	2.01%	34
Total	**100.00%**	**13,010**	**100.00%**	**1,702**

2.44. Financial instruments – Fair values and risk management

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i. As on 31 March 2019

(₹ in Million)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
(i) Investments (excluding investment in subsidiaries, jointly controlled entities / associate)	-	-	13	13	-	-	-
(ii) Loans	-	-	121	121	-	-	-
(iii) Other financial assets	-	-	523	523	-	-	-
Current							
(i) Trade receivables	-	-	5,464	5,464	-	-	-
(ii) Cash and cash equivalents	-	-	303	303	-	-	-
(iii) Bank balances other than (ii) above	-	-	3,227	3,227	-	-	-
(iv) Loans	-	-	22	22	-	-	-
(v) Other financial assets	-	-	281	281	-	-	-
Total	**-**	**-**	**9,954**	**9,954**			
Financial liabilities							
Non-current							
(i) Borrowings	-	-	1,456	1,456	-	-	-
(ii) Other financial liabilities	-	-	12	12	-	-	-
Current							
(i) Borrowings	-	-	3,873	3,873	-	-	-
(ii) Trade payables	-	-	4,103	4,103	-	-	-
(iii) Other financial liabilities	-	-	1,944	1,944	-	-	-
Total	**-**	**-**	**11,388**	**11,388**			

ii. As on 31 March 2018

Re-presented (refer note 2.49) (₹ in Million)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
(i) Investments (excluding investment in jointly controlled entities)	-	-	12	12	-	-	-
(ii) Loans	-	-	102	102	-	-	-
(iii) Other financial assets	-	-	211	211	-	-	-
Current							
(i) Trade receivables	-	-	5,705	5,705	-	-	-
(ii) Cash and cash equivalents	-	-	193	193	-	-	-
(iii) Bank balances other than (ii) above	-	-	68	68	-	-	-
(iv) Loans	-	-	71	71	-	-	-
(v) Other financial assets	-	-	114	114	-	-	-
Total	**-**	**-**	**6,476**	**6,476**			
Financial liabilities							
Non-current							
(i) Borrowings	-	-	2,804	2,804	-	-	-
(ii) Other financial liabilities	-	-	18	18	-	-	
Current							
(i) Borrowings	-	-	3,094	3,094	-	-	-
(ii) Trade payables	-	-	4,409	4,409	-	-	-
(iii) Other financial liabilities	-	-	1,853	1,853	-	-	-
Total	**-**	**-**	**12,178**	**12,178**			

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short-term maturities of these instruments. Accordingly, management has not disclosed fair values for financial instruments such as trade receivables, trade payables, cash and cash equivalents, other current assets, interest accrued on fixed deposits, other current liabilities etc.

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.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2019 and 31 March 2018

Valuation technique used to determine fair value

Specific valuation techniques used to value non current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Group at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Group at each balance sheet date.

Valuation processes

The Group has an established control framework with respect to the measurements of the fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements and reports to Senior Management. The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

b. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;

- Liquidity risk ; and

- Market risk - Foreign exchange

- Market risk - Interest rate

Risk management framework

The Parent's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

b. Financial risk management (continued)

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet:

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Investments	1,650	1,393
Trade receivables	5,464	5,705
Cash and cash equivalents	303	193
Other bank balances	3,227	68
Loans	143	171
Other financial assets	804	325

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, and arises principally from the Company's receivables from customers, loans.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss (ECL) model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors such as Company's historical experience for customers.

Movement in the loss allowance in respect of trade receivables: (₹ in Million)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Balance at the beginning of the year	(16)	(18)
Impairment loss recognised/ (reversed), net	(26)	3
Amount written off	16	(1)
Balance at the end of the year	**(26)**	**(16)**

a) Expected credit loss for loans and security deposits

As at 31 March 2019 (₹ in Million)

Particulars		Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loans to employee	-	0%	-	-
		Security Deposits	140	0%	-	140
		Loan to related parties	3	0%	-	3
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit -impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit -impaired	NA	NA	NA	NA	NA

As at 31 March 2018

Re-presented (refer note 2.49) (₹ in Million)

Particulars		**Asset group**	**Estimated gross carrying amount at default**	**Expected probability of default**	**Expected credit loss**	**Carrying amount net of impairment provision**
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Loans to employee	16	0%	-	16
		Security Deposits	109	0%	-	109
		Loan to related parties	48	0%	-	48
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit -impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit -impaired	NA	NA	NA	NA	NA

b) **Expected credit loss for trade receivables under simplified approach**

The Company's exposure to credit risk for trade receivables is as follows: (₹ in Million)

Particular	**As at 31 March 2019**	**As at 31 March 2018 Re-presented (refer note 2.49)**
Current (not past due)	4,275	4,383
1 to 30 days past due	643	789
31 to 60 days past due	223	267
61 to 90 days past due	104	89
More than 90 days past due	246	193
Expected credit losses (Loss allowance provision)	(26)	(16)
Carrying amount of trade receivables (net of impairment)	**5,464**	**5,705**

(ii) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash and cash equivalent and bank balances other than cash and cash equivalent of ₹ 3,530 million as at 31 March 2019 (31 March 2018: ₹ 261 million), anticipated future internally generated funds from operations, and its fully available, revolving undrawn credit facility will enable it to meet its future known obligations in the ordinary course of business. However, if a liquidity needs were to arise, the Company believes it has access to financing arrangements, value of unencumbered assets, which should enable it to meet its ongoing capital, operating, and other liquidity requirements. The Company will continue to consider various borrowing or leasing options to maximize liquidity and supplement cash requirements as necessary.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.

- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

- Maintaining diversified credit lines.

I. Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period: (₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
From Banks - Short Term	1,254	1,157
From banks - Long Term	875	416
From others	6	-
Total	**2,135**	**1,573**

II. Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

(₹ in Million)

As at 31 March 2019	Contractual cash flows			
	0-1 years	1-5 years	More than 5 years	Total
Non-current liabilities				
Borrowings	-	1,456	-	1,456
Other financial liabilities	-	12	-	12
Current liabilities				
Borrowings	3,873	-	-	3,873
Trade payables	4,103	-	-	4,103
Other financial liabilities	1,944	-	-	1,944
Total	**9,921**	**1,468**	-	**11,388**

(₹ in Million)

As at 31 March 2018 Re-presented (refer note 2.49)	Contractual cash flows			
	0-1 years	1-5 years	More than 5 years	Total
Non-current liabilities				
Borrowings	-	2,804	-	2,804
Other financial liabilities	-	18	-	18
Current liabilities				
Borrowings	3,094	-	-	3,094
Trade payables	4,409	-	-	4,409
Other financial liabilities	1,853	-	-	1,853
Total	**9,356**	2,822	-	12,178

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2019 and 31 March 2018 are as below:

(₹ in Million)

Particulars	As at 31 March 2019			
	USD	EURO	CHF	JPY
Financial assets				
Trade receivables	280	708	-	-
	280	**708**	**-**	**-**
Financial liabilities				
Borrowings	-	280	-	-
Trade payables	186	66	1	32
	186	**346**	**1**	**32**

(₹ in Million)

Particulars	As at 31 March 2018 Re-presented (refer note 2.49)			
	USD	EURO	CHF	JPY
Financial assets				
Trade receivables	985	647	-	-
	985	**647**	**-**	**-**
Financial liabilities				
Borrowings	54	59	-	-
Trade payables	187	72	4	47
	241	**131**	**4**	**47**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2019 (previous year ended as on 31 March 2018) would have affected the measurement of financial instruments denominated in functional currency and affected equity and profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in Million)

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2019				
USD	1	(1)	1	(1)
EUR	4	(4)	2	(2)
CHF	-	-	-	-
JPY	-	-	-	-
	5	**(5)**	**3**	**(3)**
For the year ended 31 March 2018 Re-presented (refer note 2.49)				
USD	7	(7)	5	(5)
EUR	5	(5)	4	(4)
CHF	-	-	-	-
JPY	-	-	-	-
	12	**(12)**	**9**	**(9)**

USD: United States Dollar, EUR: Euro, CHF: Swiss Franc, JPY: Japanese Yen

Exposure to currency risk

The group uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities.

The following table details the foreign currency derivative contracts outstanding at the end of the reporting period:

(₹ in Million)

Outstanding Contracts*	No. of Deals		Contract value of foreign Currency (In Millions)		Maturity: Up to 12 months Nominal Amount* (In Millions)		Maturity: More than 12 months Nominal Amount* (In Millions)	
	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
INR/USD Sell forward	7	13	1	1	51	92	-	-
INR/EUR Sell forward	6	9	1	1	84	75	-	-
INR/USD Buy forward	1	-	-	-	3	-	-	-
Principal only swap								
INR/USD Buy	2	2	4	4	65	61	49	107
Principal and interest rate swap								
INR/USD Buy	2	1	6	4	86	28	292	200

* Computed using average forward contract rates

Sensitivity analysis

The following table details the group's sensitivity to a 1% increase and decrease in the Rupee against the relevant foreign currency. The sensitivity analysis includes only outstanding forward exchange contracts as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

(₹ in Million)

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% depreciation / appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2019				
INR/USD Sell forward	1	(1)	-	-
INR/EUR Sell forward	1	(1)	1	(1)
Principal only swap				
INR/USD Buy	1	(1)	1	(1)
Principal and interest rate swap				
INR/USD Buy	4	(4)	2	(2)
	6	**(6)**	**4**	**(4)**
For the year ended 31 March 2018				
INR/USD Sell forward	1	(1)	1	(1)
INR/EUR Sell forward	1	(1)	1	(1)
Principal only swap				
INR/USD Buy	2	(2)	1	(1)
Principal and interest rate swap				
INR/USD Buy	2	(2)	2	(2)
	5	(5)	4	(4)

USD: United States Dollar, EUR: Euro

(iii) Market risk

Interest rate risk

Interest rate risk is the risk that the 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 expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

(₹ in Million)

Variable-rate instruments	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Non current borrowings	1,163	2,457
Current borrowings	3,734	3,087
Current maturities of non-current borrowings	1,440	1,137
Total	**6,337**	**6,681**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in Million)

Particulars	Profit or loss		Equity, net of tax	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on term loans from banks				
For the year ended 31 March 2019	**(32)**	**32**	**(22)**	**22**
For the year ended 31 March 2018 Re-presented (refer note 2.49)	(33)	33	(24)	24

2.45 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts less cash and cash equivalents divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

(₹ in Million)

Particular	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Current borrowings	3,873	3,094
Non-current borrowings (including current maturities)	2,932	4,139
Less : Cash and cash equivalents	(303)	(193)
Adjusted net debt (A)	**6,502**	**7,040**
Total equity (B)	**11,950**	**7,407**
Adjusted net debt to adjusted equity ratio (A/B)	**54.4%**	**95%**

2.46. Business combination

During the previous year, on 1 September 2017, the erstwhile subsidiary company of the group, Minda SAI Limited (refer note 2.49) had acquired 100% stake in Minda Telematics and Electric Mobility Solutions Private Limited (formerly known as EI Labs India Private Limited ('EI labs')). Control over Minda Telematics and Electric Mobility Solutions Private Limited will enable the Group to diversify into new line of business of connected mobility and internet of things. With the acquisition, group will be able to develop the latest devices and solutions using the Company's technology, thereby introducing automotive connected mobility management devices and solutions in the automotive market.

The computation of goodwill on account of acquisition is as follows:-

(A) Consideration transferred (₹ in Million)

Particulars	
Cost of investment in the subsidiary	70
Deferred consideration payable*	14
Total (A)	**84**

*It represents consideration to be paid based on the performance of the Company over a period of three years commencing from the valuation Date. The performance of the Company for the purpose of determining the incentive shall be based on Revenue and EBITDA of the EI Labs for FY 2018-19 and FY 2019-20

(B) Goodwill

Goodwill arising out of above acquisition has been determined as follows: (₹ in Million)

Particulars	
Consideration transferred (A)	84
Fair value of identifiable assets	44
Goodwill (A-B)	**40**

(C) Identifiable assets acquired and liabilities assumed

The following table summaries the recognised amounts of assets acquired and liabilities assumed as at the date of acquisition

(₹ in Million)

Particulars	
Property, plant and equipment	1
Intangible assets	64
Intangible assets under development	-
Inventories	7
Trade receivables	-
Cash and cash equivalents	-
Other assets	-
Borrowings	(15)
Trade payables	(4)
Other liabilities	(9)
Total net identifiable assets acquired	**44**

2.47 Jointly controlled entities/associate

(a) The following table summarises the financial information of Furukawa Electric Private Limited ('FEPL') (formerly known as Minda Furukawa Electric Private Limited (Joint venture upto 27 December 2018, associate w.e.f. 28 December 2018) based on the audited numbers (also refer note 2.41) and the carrying amount of the Group's interest in jointly controlled entity/associate:

(₹ in Million)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Percentage ownership interest	25%	51%
Cash and cash equivalents	287	152
Other current assets	1,246	1,201
Total current assets	1,533	1,353
Total non-current assets	858	938
Total assets	**2,391**	**2,291**
Current liabilities	880	1,775
Financial liabilities (excluding trade payables and provisions)	1,346	716
Other liabilities	118	54
Total current liabilities	2,344	2,545
Total non-current liabilities	17	96
Total liabilities	**2,361**	**2,641**
Net Assets	**30**	**(350)**
Group's share of net assets	**7**	**(178)**
Other adjustments	**136**	**265**
Carrying amount of interest in joint venture/associate	**144**	**88**

(₹ in Million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Revenue from operations	4,443	4,280
Interest income	33	19
Depreciation and amortisation	125	137
Interest expense	78	126
Income tax expense	2	2
Profit for the year	188	(78)
Other comprehensive income	1	1
Total comprehensive income	**189**	**(77)**
Group's share of Profit	**47**	**(40)**
Group's share of OCI	**-**	**1**
Group's share of total comprehensive income	**47**	**(39)**

(b) The following table summarises the financial information of Minda Stoneridge Instruments Limited ('MSIL') and the carrying amount of the Group's interest in jointly controlled entity:

(₹ in Million)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Percentage ownership interest	51%	51%
Cash and cash equivalents	66	32
Other current assets	1,644	1,363
Total current assets	1,711	1,395
Total non-current assets	752	709
Total assets	**2,463**	**2,104**
Current liabilities	726	716
Financial liabilities (excluding trade payables and provisions)	137	92
Other liabilities	49	60
Total current liabilities	911	868
Total non-current liabilities	87	97
Total liabilities	**998**	**965**
Net Assets	**1,464**	**1,139**
Group's share of net assets	**747**	**581**
Other adjustments	**268**	**269**
Carrying amount of interest in joint venture	**1,015**	**850**

(₹ in Million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Revenue from operations	4,635	4,110
Interest income	28	6
Depreciation and amortisation	142	130
Interest expense	7	13
Income tax expense	125	102
Profit for the year	324	217
Other comprehensive income	2	1
Total comprehensive income	**326**	**218**
Group's share of Profit	**165**	**111**
Group's share of OCI	**1**	**1**
Group's share of total comprehensive income	**166**	**112**

(c) The following table summarises the financial information of Minda Vast Access System Private Limited (MVASPL) and the carrying amount of the Group's interest in jointly controlled entity:

(₹ in Million)

	As at 31 March 2019	As at 31 March 2018 Re-presented (refer note 2.49)
Percentage ownership interest	50%	50%
Cash and cash equivalents	10	65
Other current assets	715	943
Total current assets	725	1,008
Total non-current assets	790	479
Total assets	**1,515**	**1,487**
Current liabilities	369	450
Financial liabilities (excluding trade payables and provisions)	88	65
Other liabilities	64	51
Total current liabilities	521	566
Total non-current liabilities	38	35
Total liabilities	**559**	**601**
Net Assets	**956**	**886**
Group's share of net assets (51%)	**478**	**443**
Carrying amount of interest in joint venture	**478**	**443**

(₹ in Million)

	For the year ended 31 March 2019	For the year ended 31 March 2018 Re-presented (refer note 2.49)
Revenue from operations	2,283	2,611
Interest income	12	16
Depreciation and amortisation	74	66
Interest expense	1	1
Income tax expense	24	39
Profit for the year	69	122
Other comprehensive income	1	(1)
Total comprehensive income	**70**	**121**
Group's share of Profit	**35**	**61**
Group's share of OCI	-	-
Group's share of total comprehensive income	**35**	**61**

2.48. The Group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Group has reviewed and noted that there are no foreseeable losses on long term contracts. Accordingly, no provision is required to be created in the books of account under any law / accounting standards.

2.49 (a) Pursuant to the Scheme of Amalgamation ('Scheme') under the provisions of Section 230 to 232 of the Companies Act, 2013, for amalgamation of Minda SAI Limited, Minda Automotive Solutions Limited, Minda Management Services Limited, Minda Autoelektrik Limited and Minda Telematics and Electric Mobility Solutions Private Limited (formerly EI Labs India Private Limited) (together referred to as "transferor companies"), into Minda Corporation Limited ("Transferee Company") as approved by the Hon'ble National Company Law Tribunal vide its order dated 19 July 2019, all the assets, liabilities, reserves and surplus of the transferor companies have been transferred to and vested in the Company without any consideration. The Company has received the certified copy of the order and shall file the order copy with ROC, Delhi in due course. The Company has given effect of the scheme as it is reasonably certain that post receipt of the certified copy of the order, the same will be filed with ROC. The Transferor Companies being wholly owned subsidiaries of the Company neither any shares are required to be issued nor any consideration is paid. Consequently, the consolidated financial statements for the year ended 31 March 2019 which were earlier approved by Board of Directors at their meeting held on 28 May 2019 have been revised only to give effect to the aforesaid Scheme of Amalgamation.

(b) The amalgamation has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been re-presented for amalgamation with effect from the beginning of the preceding period.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Shashank Agarwal
Partner
Membership No.: 095109

Place : Gurugram
Date : 12 August 2019

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

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

Place : Gurugram
Date : 12 August 2019

FORM NO. AOC 1

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014

Part A - Subsidiaries

(₹ in Million)

Sl. No.	Name of the Subsidiary	Financial period ended	Exchange rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (1)	Turnover	Profit / (Loss) before Taxation	Provision for Taxation	Profit / (Loss) after Taxation	Proposed Dividend	% of shareholding
1	Minda Stoneridge Instruments Limited	31.03.2019	INR	119.00	1345.30	2463.44	2463.44	-	4634.73	448.59	125.08	323.52	-	51%
2	Spark Minda Foundation	31.03.2019	INR	0.10	(1.22)	10.83	10.83	-	-	(1.43)	0.03	(1.46)	-	100%
3	Minda Europe B.V.	31.03.2019	Euro 77.6868	23.31	(1.03)	25.00	25.00	-	-	-	-	-	-	100%
4	Minda KTSN Plastic Solutions GmbH & Co. KG	31.03.2019	Euro 77.6868	2577.03	(660.90)	5469.85	5469.85	-	3730.62	(318.42)	(12.47)	(305.96)	-	100%
5	Minda KTSN Plastic & Tooling Solutions Sp.z.o.o.	31.03.2019	Euro 77.6868	18.74	35.96	307.39	307.39	-	560.24	(135.61)	-	(135.61)	-	100%
6	KTSN Kunststofftechnik Sachsen Beteilingungs GmbH	31.03.2019	Euro 77.6868	1.94	(0.22)	2.33	2.33	-	-	(0.09)	-	(0.09)	-	100%
7	Minda KTSN Plastic Solutions S.R.O, Czech Republic	31.03.2019	Euro 77.6868	78.62	(99.46)	16.67	16.67	-	54.92	(42.39)	-	(42.39)	-	100%
8	Minda KTSN Plastic Solutions Mexico, S. de R.L. de C.V	31.03.2019	Euro 77.6868	738.82	(113.95)	1546.21	1546.21	-	2036.97	168.70	(5.41)	174.10	-	100%
9	Almighty International Pte. Ltd.	31.03.2019	USD 69.1713	196.10	349.48	545.95	545.95	-	-	58.56	-	58.56	78.44	100%
10	PT Minda Automotive Indonesia	31.03.2019	IDR 0.0049	269.30	166.29	572.95	572.95	-	883.72	27.89	7.97	19.92	59.25	100%
11	PT Minda Automotive Trading	31.03.2019	IDR 0.0049	21.71	2.84	57.72	57.72	-	170.51	7.50	1.93	5.57	-	100%
12	Minda Vietnam Automotive Company Limited	31.03.2019	VND 0.0030	30.25	205.00	296.17	296.17	-	407.45	28.00	2.36	25.46	21.00	100%
13	ESOP Trust	-	-	-	(56.03)	126.29	126.29	-	-	(6.82)	-	(6.82)	-	-

Part B- Associates and Joint Ventures

(₹ in Million)

SL. No	Name of the Joint venture	Minda VAST Access Systems Private Limited	Furkawa Minda Electric Private Limited
1	Latest audited Balance Sheet Date	31st March 2019	31st March 2019
2	Shares of Associate/ Joint Ventures held by the company on the year end		
	No.	21,332,700	50,235,000
	Amount of investment in Assoiciates/ Joint Ventures	0*	273
	Extent of Holding %	50%	25%
3	Description of how there is significance influence	We have 50% control on Board.	We have 25% control on Board.
4	Reason why the associate/ Joint Venture is not consolidated	Ind AS 28 does not allow to consoldiate jointly contolled entity.	Ind AS 28 does not allow to consoldiate jointly contolled entity.
5	Net Worth attributable to Shareholding as per latest audited Balance Sheet	248	15
6	Profit/ Loss for the year	68	188
i	Considered in Consolidation	34	47
ii	Not considered in Consolidation	34	141

* Amount in absolute is ₹ 901 (31 March 2018: ₹ 901)

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

Ashok Minda
Chairman and Group CEO
(DIN 00054727)

Sudhir Kashyap
Executive Director and CEO
(DIN 06573561)

Place : Gurugram
Date : 12 August 2019

Sanjay Aneja
Chief Financial Officer

Ajay Sancheti
Company Secretary
Membership No.: F5605

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