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

Sub: Submission of Annual Report FY 2016-17
Regulation 34(1) of SEBI (LODR) Regulations, 2015

Dear Sir(s),

The annual General Meeting of the shareholders of the Company held on 29 August, 2017.

Enclosed please find copy of the Annual Report of the Company for the year 2016-17, pursuant to Regulation 34(1) of the SEBI (LODR) Regulations, 2015.

This is for your information and records please.

Thanking you.

Yours faithfully,
For MINDA INDUSTRIES LTD.



H.C. DHAMIJA
V.P. Group Accounts, Legal, Secretarial
Indirect Taxation & Co. Secretary

Encl: As above.



MINDA INDUSTRIES LTD.
25th Annual Report 2016-17



CONNECTING
IDEAS TO TECHNOLOGIES

NURTURING IDEAS FOR TOMORROW, DEVELOPING FUTURISTIC TECHNOLOGIES.

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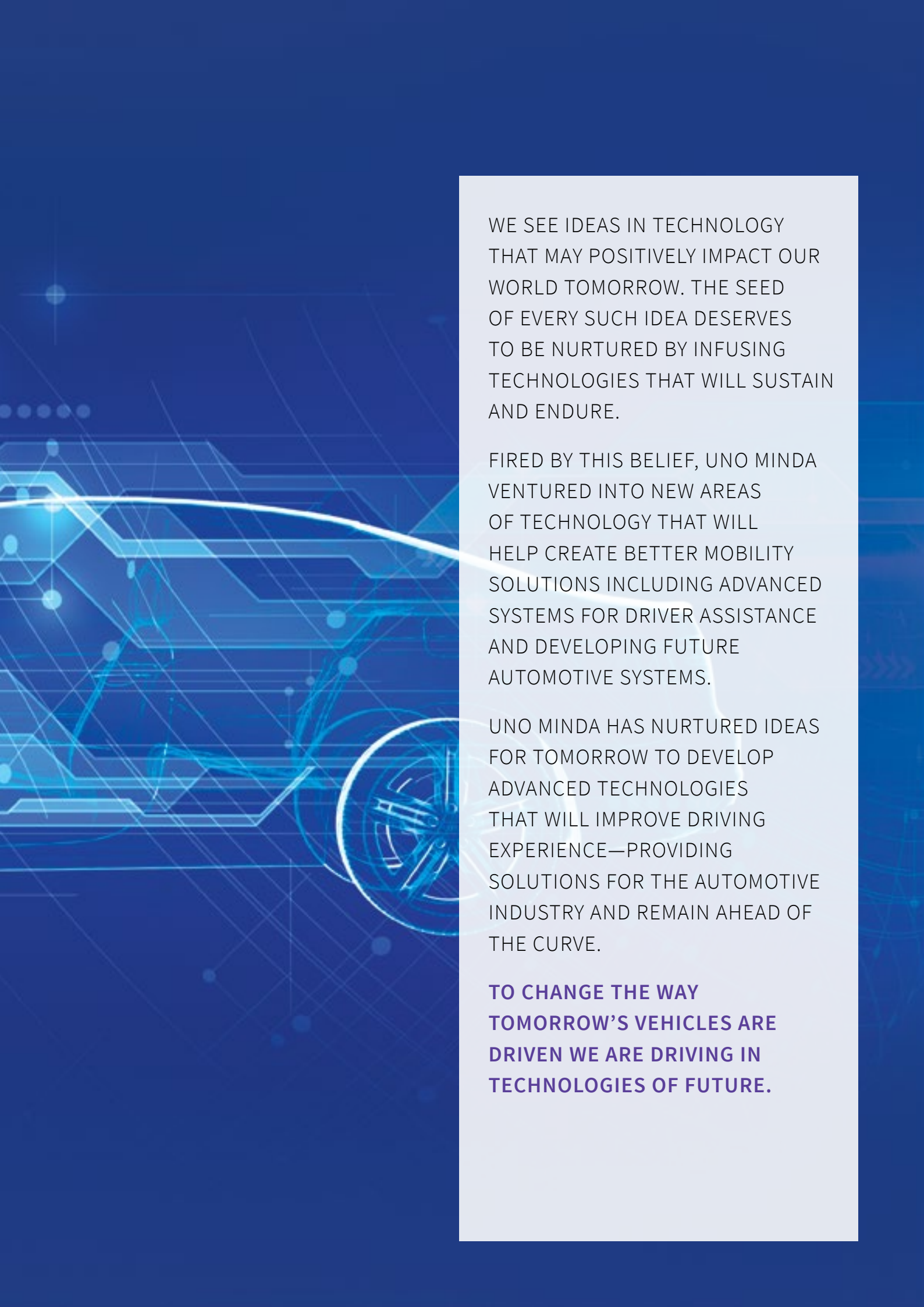
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Financial Statements

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Forward looking Statement

We have exercised utmost care in the preparation of this report. It contains forecasts and/or information relating to forecasts. Forecasts are based on facts, expectations, and/or past figures. As with all forward looking statements, forecasts are connected with known and unknown uncertainties, which may mean the actual result deviate significantly from the forecast. Forecasts prepared by the third parties, or data or evaluations used by third parties and mentioned in this communication, may be inappropriate, incomplete, or falsified. We cannot assess whether information in this report has been taken from third parties, or these provide the basis of our own evaluations, such use is made known in this report. As a result of the above mentioned circumstances, we can provide no warranty regarding the correctness, completeness, and upto-date nature of information taken, and declared as being taken, from third parties, as well as for forward looking statements, irrespective of whether these derive from third parties or ourselves. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



WE SEE IDEAS IN TECHNOLOGY THAT MAY POSITIVELY IMPACT OUR WORLD TOMORROW. THE SEED OF EVERY SUCH IDEA DESERVES TO BE NURTURED BY INFUSING TECHNOLOGIES THAT WILL SUSTAIN AND ENDURE.

FIRED BY THIS BELIEF, UNO MINDA VENTURED INTO NEW AREAS OF TECHNOLOGY THAT WILL HELP CREATE BETTER MOBILITY SOLUTIONS INCLUDING ADVANCED SYSTEMS FOR DRIVER ASSISTANCE AND DEVELOPING FUTURE AUTOMOTIVE SYSTEMS.

UNO MINDA HAS NURTURED IDEAS FOR TOMORROW TO DEVELOP ADVANCED TECHNOLOGIES THAT WILL IMPROVE DRIVING EXPERIENCE—PROVIDING SOLUTIONS FOR THE AUTOMOTIVE INDUSTRY AND REMAIN AHEAD OF THE CURVE.

**TO CHANGE THE WAY
TOMORROW'S VEHICLES ARE
DRIVEN WE ARE DRIVING IN
TECHNOLOGIES OF FUTURE.**

MIL CONSOLIDATED (MINDA) IN FIGURES



MINDA is present
in 4 continents
and more than
7 countries



MINDA owns
43 manufacturing
facilities globally



MINDA, a supplier of choice to
4W, 3W and 2W as
well as off-road
vehicles



MINDA has created
a strong supplier
base of more than
1000



MINDA offers
a bouquet of
products to over 50
OEMs

MINDA invests
in 4 R&D and 21
design centres across
the globe



MINDA holds
145+ product patents
and 165+ design
registrations



MINDA collaborates
with 12 distinguished
global technology
leaders



MINDA reaches out
to its customers
through 10,000+
touch points



MINDA has
a 15,000+ strong &
diversified workforce
including 70%
women (on shop
floor)

COMPANY PROFILE



Identity and heritage

Established in 1958, by Late Shri S. L. Minda, the organisation has acquired rich industry experience growing both organically and by strategic acquisitions. Currently headed by Nirmal K Minda, the Company has 12 direct subsidiaries and 7 step-down subsidiaries, 3 joint venture companies and 5 associate entities with their headquarters in Manesar, Gurgaon (Haryana), India.

From just one product in 1958 to more than 20 products in 2017, UNO MINDA has emerged as one of the leading suppliers of proprietary automotive solutions to OEMs over more than six decades. With a consolidated turnover of over ₹3,505 crore reported on 31 March, 2017, the company has established an entrenched presence in the automotive replacements market with a revenue share of 13%. as a B2B company we have forged strong bonds with our global business partners providing them top-of-the-line technology products.

Portfolio (MIL Consolidated)

- Switching Systems
- Acoustic Systems
- Lighting Systems
- Alternate Fuel Systems
- Sensors, Actuators & Controllers
- Fuel Caps
- Blow Molding Systems
- Aluminum Casting
- Alloy Wheels
- Hoses
- Batteries
- Air Filtration Systems & Canisters
- Speakers
- PCBs and Box Build Assemblies
- RPAS & DAPS

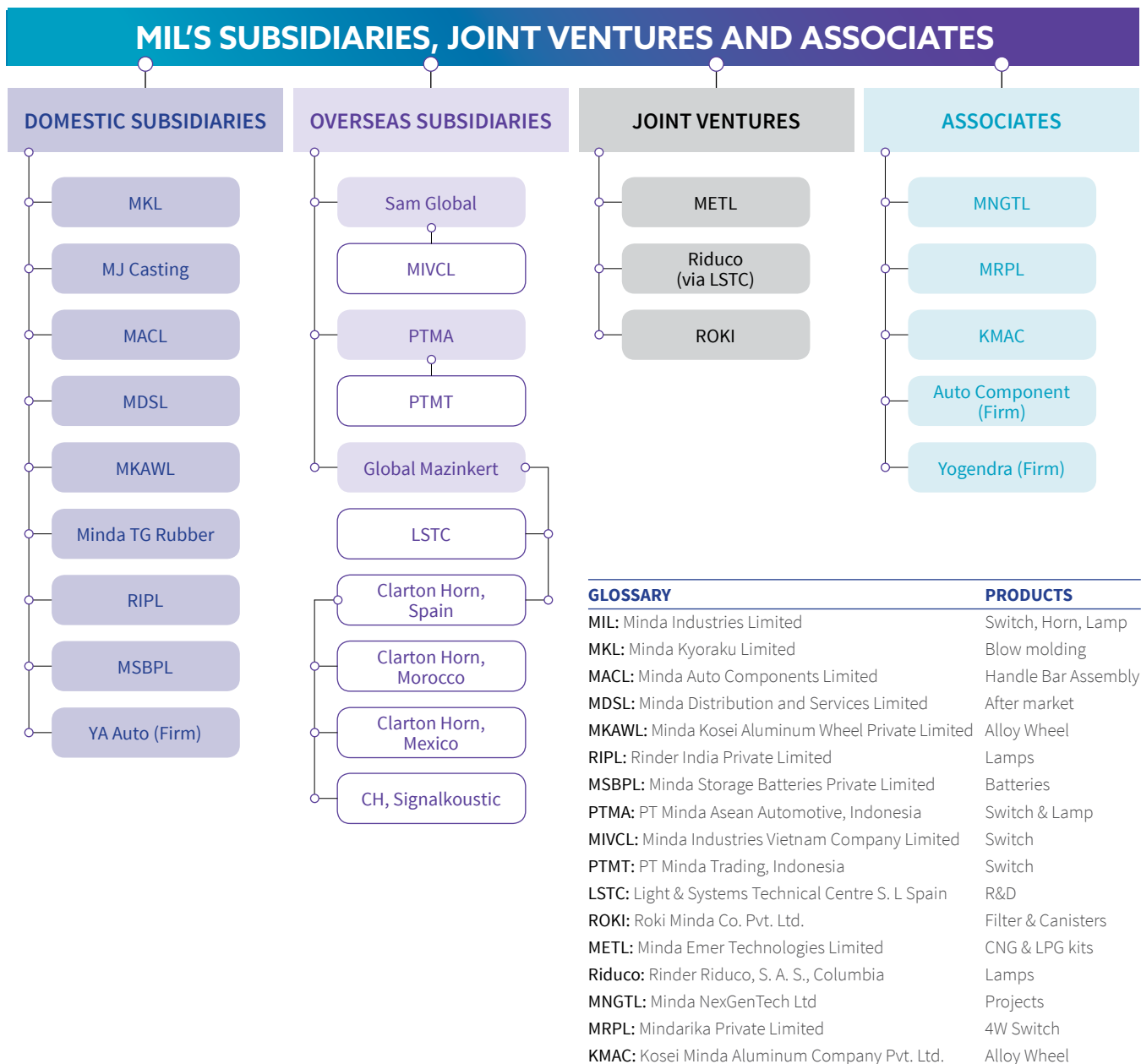
We are

- A trusted partner for leading OEMs across the globe
- A global player with a strong domestic and international presence
- A component player engaged in design, development and manufacturing of world-class products

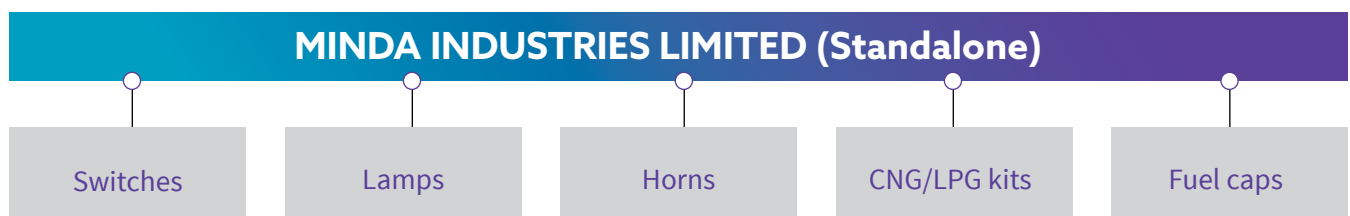
Our Core Values

- Treat customer as supreme
- Live the quality you deliver
- Encourage creativity & innovation to drive the 3Ps (people, processes & products)
- Respect each human being
- Maintain ethics at workplace

MIL'S ORGANISATIONAL STRUCTURE



Our business verticals



INNOVATING FUTURE-READY PRODUCTS

1 Handle Bar Switches using Dome technology

UNO MINDA – Switch Div has for the first time developed 2-Wheeler Low Ampere Switch using Dome technology. The Dome technology ensures an extremely reliable contact system that can withstand even the most rugged system. It is lightweight and low profile design, helping meet the low ampere switching requirement.

3 LED Head Lamps

Rinder India, an UNO Minda Group Company, introduced LED Head Lamps for motorcycles and scooters in India. This helped substantially enhance the night visibility and therefore increase the road safety.

LED technology opens a new path for intelligent motorcycle and scooter head lamps that will adapt the light to the user requirements enabling new features that the new digital environment can offer.

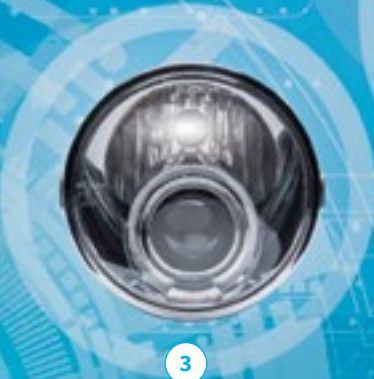
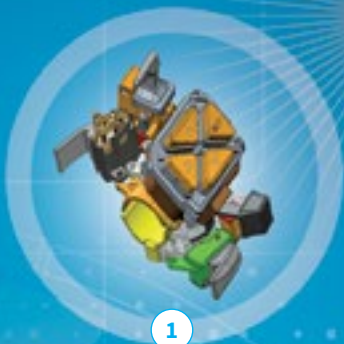
2 Acceleration Position Sensor

UNO MINDA – Sensor, Actuator & Controllers Div. introduced a new mechanism of cruise control cancellation with 'Accelerator Position Sensor' used in Automotive applications for 2-Wheelers.

Electronic throttle control system is used in motorcycles to improve drivability and improve safety by addition of adaptive cruise control function.

4 Electronic Horns

Clarton Horn, an UNO MINDA Group Company designed and developed a 79mm diameter electronic horn with extensive durability of more than 2,000,000 cycles 1on-4off. It is inbuilt with an intelligent adaptation of adequate control of battery voltage and protected against extreme temperatures. Each horn is programmed with an optimal frequency with electronics shielded from coil and protected by encapsulation. The overall components in the Horns are reduced with an optimum membrane designed to prevent temperature induced variations of resonance.



Transforming mobility...

...BY CONNECTING IDEAS TO TECHNOLOGY

With each passing day new technologies are changing the way we live, the way we do business and the way we move from one place to another. This new age of mobility is expected to transform the way vehicles are driven in India.

UNO MINDA IS COMMITTED TO BRINGING THESE NEW TECHNOLOGIES TO INDIA TO NOT JUST EVOLVE THE INDUSTRY BEYOND ITS CURRENT PARADIGM, BUT ALSO ACCELERATE IN OUR FUTURE GROWTH.

The organisation embarked on this transformational path equipped with a host of state-of-the-art solutions that can save lives, reduce emission, provide a better driving experience and solve other challenges faced by people while driving. We forge partnerships to procure technologically advanced automotive equipment such as driving assistance products and systems, printed circuit boards, box build assemblies, advanced controller systems and telematics solutions to meet consumer expectations.

As India transforms towards a digital age, we intend to be ready to capitalise on it in the context of automotive components landscape. The convergence of technologies with MINDA's ideas of safer and greener automotives gives us the unique position of industry pioneers.



We have embarked on this transformational path equipped with a host of mobility solutions that enhances safety, reduce emission and provide a better driving experience.

Growing and how...

...BY CONNECTING IDEAS TO TECHNOLOGY

UNO MINDA is a leader in key products like automotive switches and horns for two, three- and four-wheelers, lamps and alloy wheels among others. We will continue to offer products with top of the features/technology which will ensure our increasing presence of content per vehicle.



WE ARE ACHIEVING THIS IN THREE WAYS— GREEN FIELD EXPANSION, ACQUISITIONS AND BY REALIGNING THE BUSINESS TO CREATE A COHESIVE ENTITY.

Our methodology of technology-driven inorganic growth revolves around accessing well-developed R&D bases of established players to manufacture top-of-the-line products and systems. These acquisitions synergise our product mixes, enhancing operational and cost efficiencies. As a result we are now the second largest in automotive horns in the world and third largest in lighting systems in India.

In two- and three-wheeler switches, MINDA is the leader across OEMs and global platforms. In lighting systems we have widened our presence across OEMs to improve utilisation levels across units. We have also leveraged existing relationships with OEMs and JV partners to expand in the alloy wheels segment.

Our growth objectives are supported by focused R&D initiatives. Our team of 150+ in-house personnel working across four DSIR-approved centres has generated 145+ product patents and 165+ design registrations.

1st **AUTOMOTIVE SWITCHES**

India's largest Switch Player, diversified across the 2W and 4W segments

Present in 4W Switches through a JV with Tokai Rika

2nd **AUTOMOTIVE HORNS**

World's 2nd largest Horns Player (post acquisition of Clarton Horns)

3rd **AUTOMOTIVE LIGHTING**

India's 3rd largest Automotive Lighting Player, post-acquisition of Rinder Group.

CHAIRMAN'S MESSAGE



Nirmal K Minda, Chairman & Managing Director

Revenue

↑ 39%

Growth over 2015-16

EBIDTA

↑ 61%

Growth over 2015-16

PAT

↑ 51%

Growth over 2015-16

Dear shareholders

Last year at UNO MINDA we had promised ourselves that we would:

Achieve growth upholding our time-tested values

Experiment with ideas and take calculated risks

Tap and prioritise growth opportunities

Bravely face challenges

It is indeed gratifying to present to you our performance for 2016-17 that stands testimony to our success in keeping our promises to our shareholders and delivering double-digit EPS growth. We withstood unprecedented challenges from economic ups and downs, especially in the domestic business landscape. We not only sustained the revenue momentum and enhanced margins but also invested in future business opportunities creating value for all stakeholders. Strengthening our presence in the aftermarket segment alone brought us a CAGR of 16% in revenues during 2012-17.

We achieved all this by doing what we are good at-focus and innovation with operational excellence.

Customer Focus

We manufactured good quality innovative products that perform better to benefit our customers; made incremental improvements using best-in-class automation and undertook select initiatives that will give us assured future growth. We continue to enrich our relationship with OEMs by offering them contemporary mobility solutions.

During the year UNO MINDA also entered into three joint ventures (JVs) with the global leaders-Onkyo, Japan to manufacture Katolec Corporation, Japan to develop and manufacture box build assemblies and TTE, Taiwan for RPAS & Advanced Driver Assistance Products.

We continued to invest in making UNO MINDA future-ready, channelising time and resources to bolster R&D and hone the skills of our workforce. UNO MINDA's four state-of-the-art R&D centres continue to develop retro-engineered products for global OEMs.

Synergistic Strategic Alliances

Our strong technological partnerships with global leaders like Tokai Rika, Emer, Toyoda Gosei, Kyoraku, Torica, Kosei, Katolec Corp, Onkyo & TTE have cemented our identity as an organisation that not just innovates but also sustains and builds on it.

We have also been systematically undertaking technology-led inorganic growth. With the acquisition of Clarton Horn, Rinder and consolidation of PTMA and SAM Global we have now created a formidable worldwide presence through partnerships and subsidiaries.

UNO MINDA has earned the status of preferred supplier with OEMs through sustained efforts in building multi-year relationships. More than 700 business partners and 10,000 touch points ensure that our products reach the farthest corners of India and are exported to USA, UK, Europe & South East Asia and ASEAN countries.

Forging long-term bonds with a focus on innovation to cater to multiple market segments across product lines has put UNO MINDA ahead of the pack, earning us respect from our competition.

Consolidation and Portfolio Optimisation

A unique cohesive entity with better financial strength enhances an organisation's ability to compete in the marketplace. To be future ready and embark on an aggressive growth trajectory, we therefore needed to reorganise ourselves-consolidating product lines across the group. This consolidation also allows us to substantially cut down overheads by unifying overlapping activities. We appointed KPMG to work on a scheme to simplify our corporate structure. As of 31 March, 2017, UNO MINDA successfully accomplished Phase-I of this restructuring process, which we expect to complete in the ensuing financial year.

This business realignment plan will lead to greater harmonisation across our products, research and markets which we hope to gain

from. We are confident of dominating most market segments our product portfolio caters to and be significant players in the rest in the foreseeable future.

Innovation-disruptive or otherwise-for us is relevant not only in the technology space that our products belong to but also in business processes that support the planning and movement of our products. At UNO MINDA we have chosen to focus on optimising the product mix by maximising content per vehicle. Powered by our strong customer relationships this optimal product portfolio will lead to enhanced profitability. It is this business process innovation that is changing the game in our favour in the emerging automotive solutions industry. We shall continue to do so in the years to come.

Responding to Evolving Market

India's ambitious 'Make in India' programme is another opportunity that UNO MINDA aims to tap. India's passenger vehicles production is expected to increase to 8.7 million by 2020. Consequently, the demand for vehicular accessories too will rise steeply. To gain from this opportunity, we are adding speakers, infotainment systems, electronics manufacturing services (EMS) and driving assistance products and systems (DAPS) to our ever-growing product portfolio.

In addition, as India develops into a sourcing hub for global OEMs, we intend to make the most of UNO MINDA's competitive advantage by setting up export-oriented production units across the country.

Innovation & Technology

A technology or product by itself is neither sustaining nor disruptive. Therefore, it is our responsibility at UNO MINDA to choose between a sustaining path and a disruptive one while embarking on technology-led growth. We have always been led by the interests of our customers. We will continue to adapt to the dynamics of what technology is able to supply

and the demand our customers make from our products. Our effort will be to smartly allocate resources to prioritise innovative sustenance of high-margin products in large markets while also serving disruptive innovations to niche markets.

As vehicles are progressively fitted with technologically advanced systems, it is imperative for MINDA to keep pace and stay ahead. Our emphasis on utilising technology to transform driving experience, vehicle safety, technical features and environmental consciousness is in turn driving a change in the automotive components industry. Challenged by our innovative products, competitors will be compelled to defend their market share. This in turn will put us on a strong wicket financially to pursue attractive investment opportunities.

Outlook

Our journey till date and ahead is incomplete without our team members. Their passion and commitment towards the Company has contributed largely to our growth over the years.

I would also like to thank the stakeholders for their trust and faith in our Company. Your enthusiasm in what we do open up many possibilities for MINDA to play a catalytic role in shaping the future of automotive systems market in India. We promise that we shall relentlessly strive to maximise benefits to all stakeholders in the most efficient manner. We seek your partnership for another year to continue our journey of internal and external transformation and delivering value to you, our shareholders.

Regards,

Nirmal K Minda
Chairman & Managing Director

FINANCIAL HIGHLIGHTS

We aim at increasing returns for our stakeholders by investing in long-term growth opportunities. Our mission is to steam ahead on our path of sustainable growth by focusing on attractive niche segments and offering innovative products.

Shaping a platform for growth

Revenue

↑ 39%

2016-17
₹3,505 crore

2015-16
₹2,527 crore

EBIDTA

↑ 61%

2016-17
₹384 crore

2015-16
₹238 crore

PAT

↑ 51%

2016-17
₹168 crore

2015-16
₹111 crore

Cash profit

↑ 49%

2016-17
₹304 crore

2015-16
₹204 crore

Earnings per Share

↑ 51%

2016-17
₹21.17

2015-16
₹13.99

Market capitalisation

↑ 122%

March 17
₹3,525 crore

March 16
₹1,590 crore

Gross block

↑ 39%

2016-17
₹1,995 crore

2015-16
₹1,430 crore

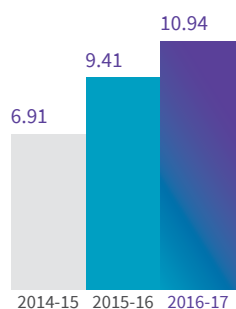
Net worth

↑ 54%

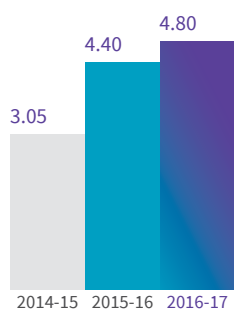
2016-17
₹727 crore

2015-16
₹472 crore

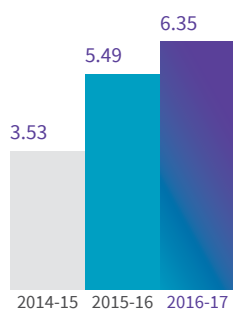
EBIDTA margin (%)



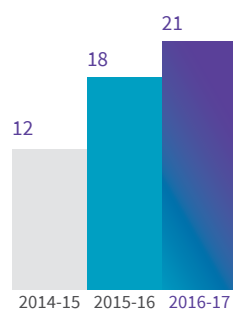
PAT margin (%)



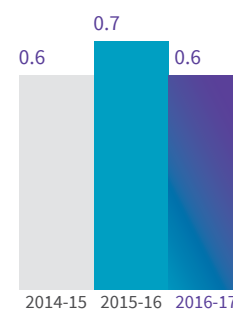
PBT margin (%)



RoCE (%)



Debt equity ratio



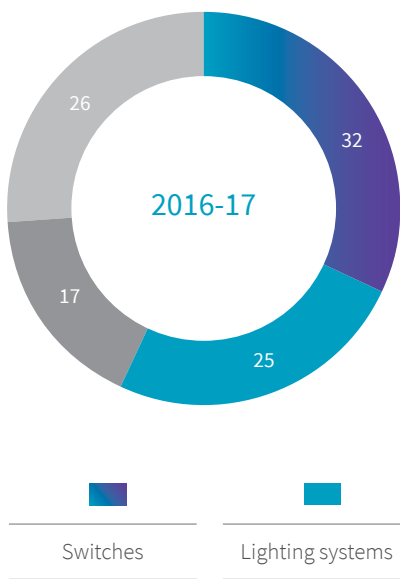
For UNO MINDA, the equation is:

Innovation + Operational Excellence → Quality & Cost Leadership → Customer Satisfaction

Revenue

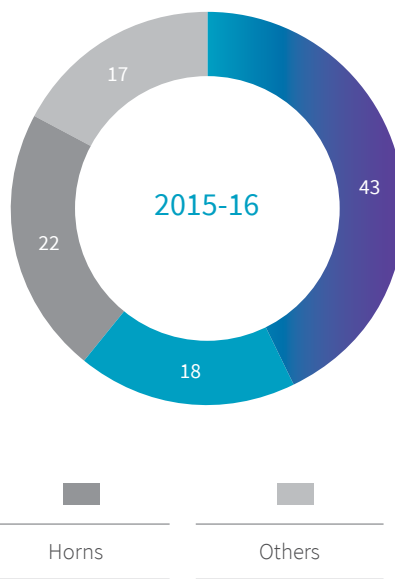
₹3,505 crore

Contributors to the revenue mix (%)



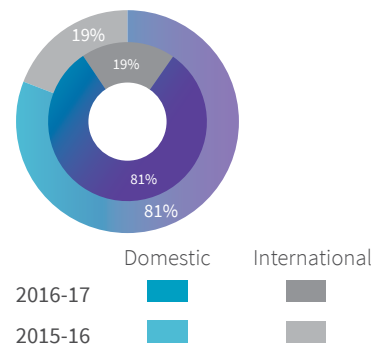
₹2,527 crore

Contributors to the revenue mix (%)

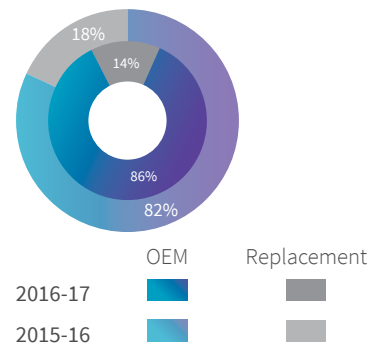


2016-17 versus 2015-16

Geography-wise revenue breakup

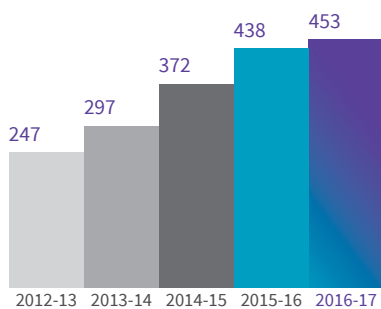


Channel-wise revenue breakup



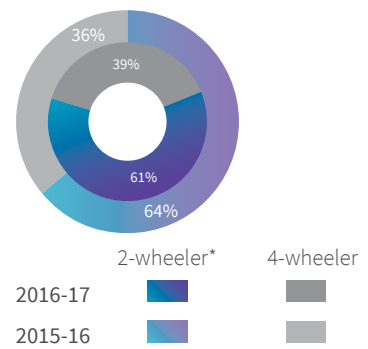
Making our presence felt in the replacement segment

Revenue (₹ crore)



↑ 16%
CAGR growth in the last five years

Segment-wise revenue breakup



* includes OR/3W

IN CONVERSATION WITH THE GROUP CFO



Mr. Sudhir Jain, Group CFO



We believe technological automation will be the next big thing in India. Soon people will demand smart cars with advanced automotive systems that enrich their driving experience, make driving safer and minimise impact on the environment.

Q: What are your reflections on the performance of UNO MINDA during the financial year 2016-17?

A: While the year 2016-17 threw many macroeconomic and industry specific challenges at us, we were able to navigate the choppy waters to turn it into a satisfying year for UNO MINDA. The biggest disruption to economic activity during the financial year came with demonetisation. This diminished cash spending power of consumers. Almost every industry that had downstream cash businesses took a hit. Despite this, UNO MINDA kept its ship steady and weathered the storm with very little impact.

Our strategy coupled with implementation skills helped UNO MINDA post a record revenue of ₹3,505 crore—an increase of almost 39%. Our consolidated EBIDTA increased by nearly 61% to ₹384 crore while the EBIDTA margin of close to 11% was the highest ever. Our PAT margin improved by over 50% to generate the highest ever PAT at ₹168 crore. UNO MINDA's earnings per share (EPS) for the year zoomed to ₹21.17 per share compared to the ₹13.99 per share in 2015-16. It was truly gratifying to be able to return a dividend of 110% of the face value to our shareholders.

Q: What were some of the major business decisions and initiatives taken during the year?

A: We realised that in a rapidly changing global automotive components landscape, our experience of driving will undergo an unprecedented shift in the foreseeable future. To manufacture technologically advanced automotive components we therefore invested time, money and energy to forge suitable technological partnerships.

We entered into JVs with well known global names such as Onkyo and Katolec of Japan and finalised setting up of the plant to manufacture electronics systems with Katolec at Pune. We have announced a plant in Gujarat

under the Mindarika banner for manufacturing of four-wheeler switches.

These initiatives would allow us not only to stay relevant but also a step ahead of our competitors in adopting these technologies. We shall be able to offer products suitable for Indian roads, conditions and drivers.

Q: What are the gains that UNO MINDA is expecting to draw from these new agreements?

A: While each of these projects has its own set of financial goals and timelines, they are all going to contribute substantially to UNO MINDA's revenue growth once they become operational.

Q: In what ways are these steps relevant and how are they going to impact your offerings?

A: We live in a highly connected world today. A change in any one part is instantly communicated to another. Take the case of the e-commerce industry. Who would have thought that e-commerce industries would grow at such a rapid pace in our country where majority of the people relied on cash transactions? But, it did. With a growing penetration of smartphones, the demand for technology and convenience has grown manifold.

We believe technological automation will be the next big thing in India. Soon people will demand smart cars with advanced automotive systems that enrich their driving experience, make driving safer and minimise impact on the environment. We are incessantly moving towards automation with several technological upgrades already available for cars in India. So, our decisions and initiatives are extremely relevant for the long-term growth of the company.

Features like driver assist points would become a reality soon and we are preparing ourselves

to capture the future growth opportunity. A majority of these technologically advanced offerings would be in the four-wheelers segment as UNO MINDA has a strong presence in it. It is true that the current market for these products is pretty small (₹250-₹300 crore). However, some of the recent draft regulations shared by the central government will eventually make e-reverse parking and other eco-friendly norms imperative. So, it is encouraging manufacturers to shape up or die out. Once the regulations are notified, the market is expected to expand to ₹1,700-₹1,800 crore, and UNO MINDA wants to be the first to tap this opportunity.

Q: What impact will the new tax reform will have on the operations?

A: The year witnessed a number of regulatory changes in the domestic marketplace which could take down an organisation unwilling to adapt. The implementation of GST is expected to create a level playing field for organised players by unifying the taxation regime for the entire nation. While this tax reform will lead to long-term gains for the economy there is a likelihood of short-term pains for the industry. We prepared pro-actively for the GST roll-out well in time. As we step into the next financial year, we are ready to seamlessly migrate to the new GST regime.

Q: What were the major achievements in R&D during the financial year?

A: Like other departments, R&D too leaped ahead in 2016-17. As a result we have been able to partner not only a number of Indian OEMs but also renowned global OEMs such as KTM.

The success of our strong R&D team is validated by the fact that they came up with a solution to completely do away with the cable connecting the accelerator grip with the engine valve opening.

On the technology side R&D is exploring ways to increase fuel efficiency of vehicles. The teams are working on developing alloy wheels to reduce the weight of the vehicle in the car and passenger vehicles segment. Our R&D teams are working on systems that will reduce the number of moving parts, reduce wear and tear and increase durability and reliability of the products.

Q: How do you see UNO MINDA moving ahead over the next two to three years?

A: 'Connecting ideas and technology' shall continue to act as our core guiding principle. Since automotive technology is progressively moving towards electronics, as an organisation we are responding by evolving our product portfolio into electronics-based automotive components. We aim to be market leaders in each product category space to sync with the increasing electronic content in vehicles.

We have a portfolio of technologically advanced competitive products researched, designed and manufactured by our own teams of dedicated employees, backed by a pragmatic and proactive management team. We shall continue to invest in R&D, manufacturing technology and our people, so that we can remain a prominent player across segments. This gives us the platform and confidence to bring about significant technological transformation in the automotive components industry in India.

We successfully completed the first phase and nearly 2/3rd of the second phase of our realignment strategy. By 2018, the realignment of our group structure to the future growth needs of the organisation will be completed.

We are equally committed to improving our internal efficiencies to reduce cost incurred on every rupee of revenue earned. This will enhance our margins, allowing us to deliver better returns to our stakeholders.

OUR ESTEEMED CUSTOMERS

International

Domestic

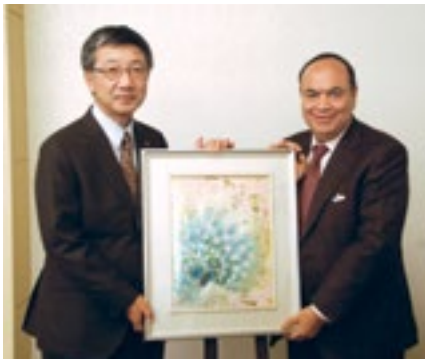
LOOKING BACK AT 2016-17



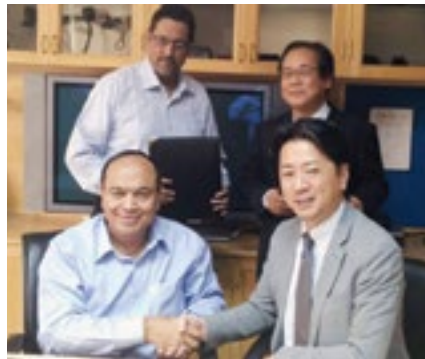
Joint Venture signing ceremony with TTE, Taiwan



We were awarded with the CII Industrial Innovation Awards as among the 25 most Innovative company



A glimpse from the 25 years celebration with Tokai Rika



Joint Venture signing ceremony with Onkyo Corporation, Japan



Joint Venture signing ceremony with Katolec Corporation, Japan

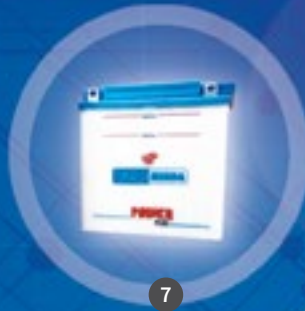
Reliving the moments that makes us proud

- Entered into JV with TTE Electronics for Driver Assistance Products and Systems – a step towards the technology of tomorrow
- Entered into JV with Katolec for Electronics System Design & Manufacturing (ESDM). Embarked on the path of setting up it's plant in Pune
- Our rating was upgraded to AA- by ICRA
- Entered into JV with Onkyo Corporation of Japan for manufacturing speakers especially for PV and SUV's
- We emerged as one of the largest manufacturers in the automotive lighting segment with the acquisition of global lighting business of Europe-based Rinder Group
- We embarked on the path of setting up a new manufacturing unit in Gujarat with an investment outlay of around ₹300 crore with a capacity of 1,20,000 wheels per month for Minda Kosei Alloy
- Celebrated 25 years of strong bonding with our JV Partner Tokai Rika of Japan which started in way back in 1992 with a Technical Alliance
- We successfully completed our Qualified Institutional Placement of ₹300 crore

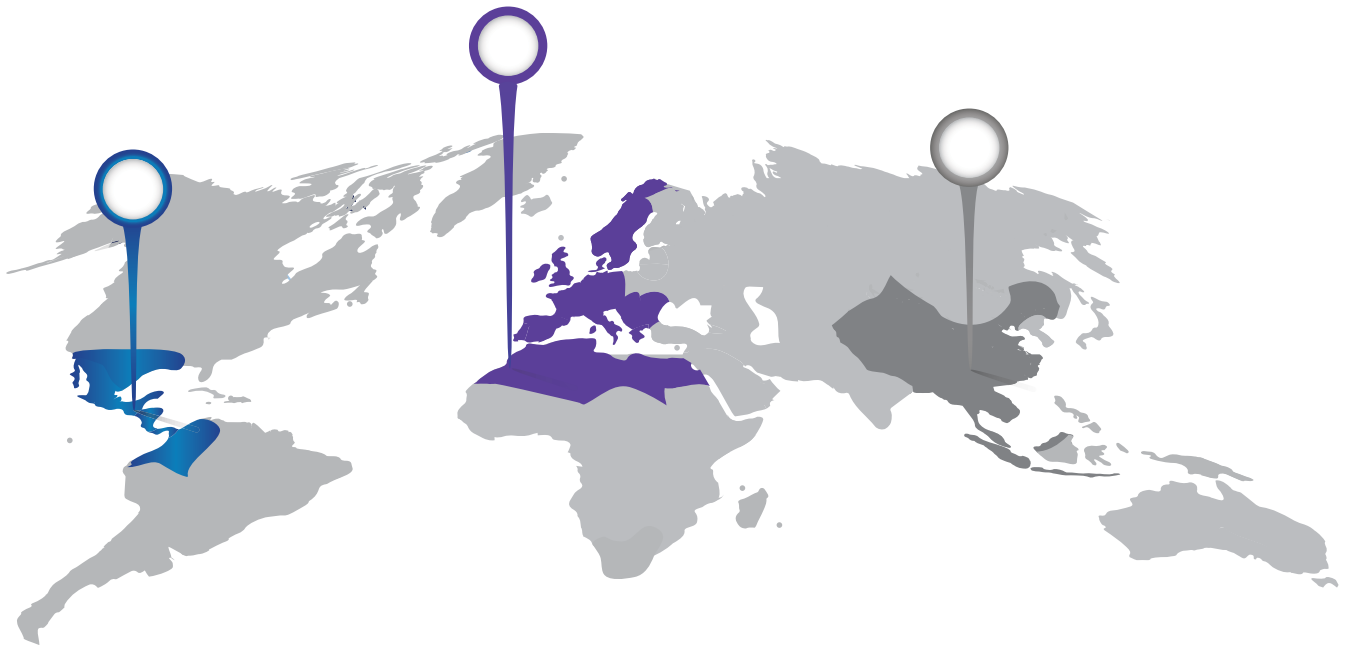
WHAT SETS MIL APART?



▶ WHAT SETS MIL APART?



GROWING INTERNATIONAL PRESENCE



Sales Office





Plants









Design Centre

NORTH & SOUTH AMERICA

- Mexico 
- Colombia (Manizales) 

EUROPE & AFRICA

- Morocco (Tangier) 
- Spain (La carolina)  
- France (Epernon) 
- Germany (Ettlingen/Konzell) 
- Italy (Turin) 

ASIA

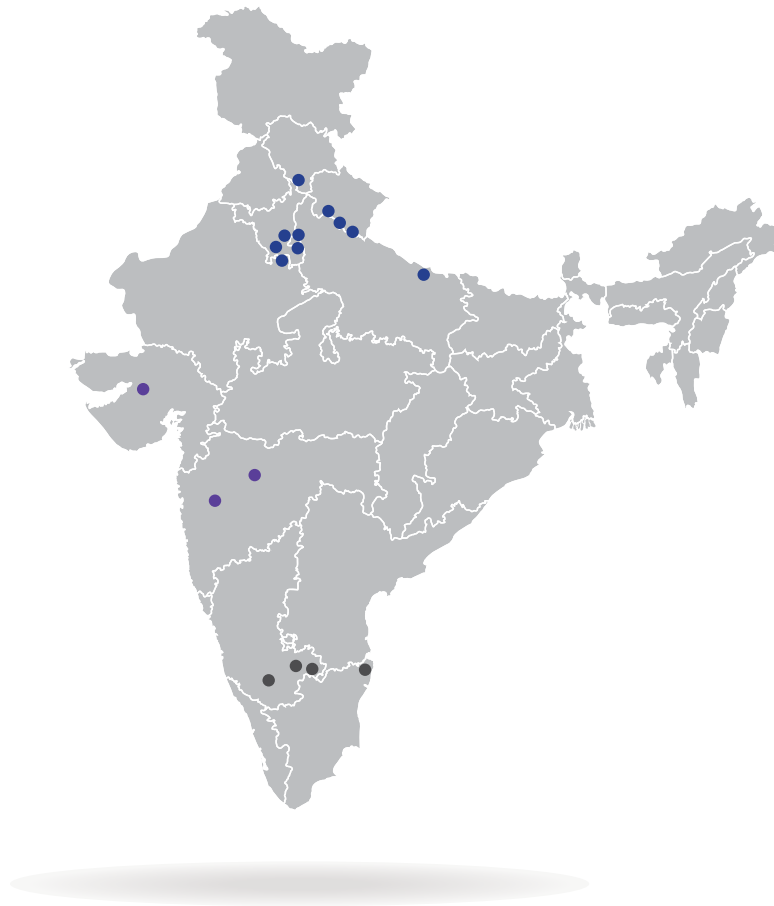
- Indonesia (Karawang)  
- Vietnam (Vin Phuc)  
- Taiwan (Tainan) 
- Japan (Kasugai - Shinagoya) 
- Thailand 



Inside View of Clarton Horn - La Carolina Plant, Spain

- ▶ GROWING INTERNATIONAL PRESENCE
- ▶ STRATEGIC MANUFACTURING LOCATIONS

STRATEGIC MANUFACTURING LOCATIONS



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

NORTH ZONE

- Delhi
- Manesar
- Sonepat
- Bawal
- Pantnagar
- Surajpur
- Haridwar
- Rudrapur
- Bahadurgarh
- Nalagarh

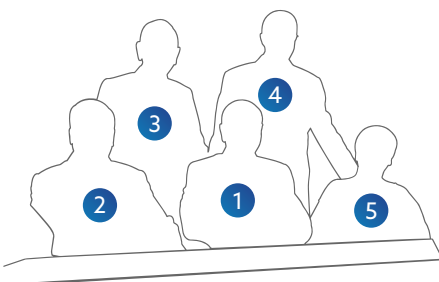
WEST ZONE

- Gujarat
- Pune
- Aurangabad

SOUTH ZONE

- Bengaluru
- Chennai
- Hosur
- Mysore

PROFILE OF BOARD OF DIRECTORS



Sitting

- Mr. Nirmal K Minda
- Mr. Anand Kumar Minda
- Ms. Renu Challu

Standing

- Mr. Satish Sekhri
- Mr. Alok Dutta

1

Mr. Nirmal K Minda

Mr. Nirmal K Minda is the Chairman & Managing Director. He is an industrialist with a rich business experience of more than three decades in the Auto Components Sector. He has been instrumental in forging new alliances and joint venture partnership with globally renowned names.

Leading the USD 875 mn UNO MINDA Group, he has various laurels to his name. 'Haryana Ratna Award' has been bestowed upon Mr. Nirmal K Minda for his professional and social achievements. Under his dynamic leadership, the Group has grown manifold, established footprints across the globe and has received numerous awards and recognitions.

He held many offices in bodies like CII as Vice Chairman, Haryana State Council & Special Invitee, Northern Regional Council. He has served as the Chairman of ACMA, Northern Region for three consecutive years. Currently, he is designated as Vice President of ACMA for the year 2016-17.

2

Mr. Anand Kumar Minda

Mr. Anand Kumar Minda is the Non-Executive Director of our Company. He has over 36 years of hands on experience in financial control, reviews, manufacturing, and project management. He has been appointed as member of the Board since 2011. He plays a pivotal role in new projects and strategy formulation. He is also the member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee of the Company.

3

Mr. Satish Sekhri

Mr. Sekhri is an Engineering Graduate in Mechanical stream from Delhi College of Engineering and a Master of Business Administration (MBA). He has more than 40 years of experience in the field of automotive industry. He has held various senior positions, including Managing Director of Bosch Chassis Systems India Ltd. (from 1995 to March 2010). He has been a member of the Executive Committee of professional bodies like Automotive Components Manufacturers Association, Maharashtra Chamber of Commerce Industries and Agriculture and CII Pune Zone Council. He is also Director on the Board of Rico Auto Industries Ltd., Automotive Axles Ltd., Minda Distribution and Services Ltd., Minda Storage Batteries Pvt. Ltd., Rico Aluminum and Ferrous Auto Components Ltd., Rinder India Pvt. Ltd. and Minda TG Rubber Pvt. Ltd.

4

Mr. Alok Dutta

Mr. Dutta is a Mechanical engineer from IIT, Kharagpur and a Cost Accountant from ICWA, Kolkata. He has a work experience of over 40 years, including a long association of 25 years with the Eicher Group of Companies. He had held various senior leadership as well as Board positions while working with Eicher and his last assignment was as the Managing Director of one of the group companies. He has in depth experience in Greenfield projects, M&A, operational and financial turnaround, financial control and reviews, managing joint venture relationships, international business and organisation building and talent development. Currently, he is also engaged in leadership development activities including executive coaching as an independent consultant. Presently, he is also Director on the Board of Minda Kyoraku Ltd. and Engineering First Enterprises Pvt. Ltd.

5

Ms. Renu Challu

Ms. Challu is a Gold Medallist in MA (Economics) and an Associate of the Indian Institute of Bankers, with nearly four decades of experience in banking and financial markets. She has held various senior positions in State Bank of India and its Subsidiaries, like President & COO of SBI Capital Markets Ltd., MD & CEO of SBIDFHI, Dy. Managing Director (Corporate Strategy and New Businesses) at SBI Corporate Centre and MD of State Bank of Hyderabad. She serves as an Independent Director on the Boards of Fullerton India Credit Co. Ltd, FAG Bearings India Ltd, Reliance Nippon Life Insurance Co Ltd, SMS Ltd, NCC Ltd, Netafim Agricultural Financing Agency Private Ltd., Fullerton India Home Finance Co. Ltd. and Torrent Pharmaceuticals Ltd. She is the Chairperson of the Audit and Stakeholders Relationship Committees in FAG Bearings India Ltd. and also the Chairperson of Stakeholders Relationship Committee of Torrent Pharmaceuticals Ltd. She is a member of various Committees of the Board of Directors (Audit, CSR, Nomination and Remuneration, etc) in other companies.

THE LEADERSHIP TEAM



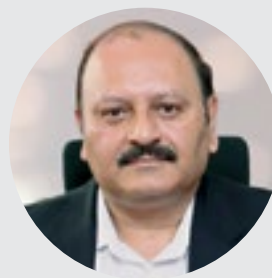
Mr. Sudhir Jain

Group CFO



Mr. Anand K Minda

CEO, Battery & Aftermarket
Business



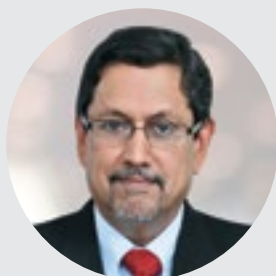
Mr. Rajiv Kapoor

Head Group HR



Mr. Pradeep Tewari

CEO, Body & Structure
Domain



Mr. J K Menon

CEO, Electrical & Electronics
Domain



Mr. Ravi Mehra

CEO, Interior, Controls &
Safety Domain



Mr. Kundan K Jha

CEO, Light Metal
Technology Domain



Mr. Amit Jain

Head- Adv. Electronics
Technology & Dev.



Mr. Naveesh Garg

Chief Strategy & Technology
Officer



Mr. Rajeev Gandotra

Chief Marketing Officer

CORPORATE INFORMATION

Board of Directors

Mr. Nirmal K Minda
Chairman & Managing Director

Mr. Anand Kumar Minda
Non - Executive Director

Mr. Alok Dutta
Independent Director

Mr. Satish Sekhri
Independent Director

Ms. Renu Challu
Independent Director

Auditors

B S R & Co. LLP
Chartered Accountants

Internal Auditors

Protiviti Consulting

Listed at

BSE Limited
National Stock Exchange of India Ltd.

Depositories

National Securities Depositories Ltd.
Central Depository Services (India) Ltd.

Company Secretary

Mr. H. C. Dhamija

Registered Office

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

Corporate Office

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

Bankers

Canara Bank
State Bank of India
Citibank
Axis Bank
HDFC Bank
Standard Chartered Bank
Kotak Mahindra Bank
Banco Bilbao Vizcaya Argentaria S.A.

Works

Village Naharpur Kasan P.O. Nakhrola Distt.
Gurgaon (Haryana)

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

34-35 K.M. G.T. Karnal Road Village Rasoi,
Sonapat (Haryana)

37, Rajasthan Udyog Nagar, Delhi -110033.

Plot No. 5, Sector-10, IIE, Pant Nagar, Udham
Singh Nagar, Uttrakhand

Survey No. 209, Upparapalli Village, Periya
Mathagondapally (Post) Hosur - Thally Road,
Denkanikottai(Taluk), Krishanagiri District,
Tamilnadu

Plot No. B-3, SIPCOT Industrial Park at
Pillaipakam Vengadu Taluk, Sriperumpudur,
Chennai.

A-35, MIDC Waluj, Aurangabad, Maharashtra

B-1/5, Chakan Industrial Area,
Village-Mahalunge, Taluka-khed
Distt. Pune, Maharashtra

B-1/4/2, MIDC, Chakan Industrial Area,
Village Nigoje, Taluka Khed,
Distt. Pune, Maharashtra.

B-6, Chakan Industrial Area,
Village-Mahalunge, Taluka-khed
Distt. Pune, Maharashtra

C-41, MIDC, Chakan Industrial Area,
Village Mahalunge (Ingle), Taluka Khed,
Distt. Pune, Maharashtra

BOARD'S REPORT

To the Members of
Minda Industries Limited

The Board of Directors hereby submits the report on business and operation of your Company, alongwith the audited financial statements, for the financial year ended on 31 March, 2017. The standalone performance of the Company and consolidated with its subsidiaries, joint venture and associate companies is summarised below:

Results of our Operation

(₹ in Crores, except per equity share data)

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Sales / Income from Operations	1639.45	1468.74	3505.03	2527.34
Other Income	24.81	22.38	13.87	13.97
Profit Before Tax	118.99	98.85	222.45	138.70
Tax Expense	24.17	19.47	48.85	27.74
Profit before minority interest and share in net profit of associate	94.82	79.38	173.60	110.96
Share in net profit of associate	-	-	14.51	11.67
Minority interest	-	-	(20.03)	(11.49)
Profit for the year	94.82	79.38	168.08	111.14
Dividend				
Preference shares	0.11	0.11	0.11	0.11
Equity shares				
Interim Dividend	9.52	4.76	9.52	4.76
Final Dividend	8.64	6.35	8.64	6.35
Total Dividend	18.16	11.11	18.16	11.11
Dividend Tax	1.94	2.28	1.94	2.28
Earnings per share (EPS)				
Basic (in ₹)	11.94	9.99	21.17	13.99
Diluted (in ₹)	11.88	9.99	21.08	13.99

Financial - Standalone

Revenue from operations on a standalone basis increased to ₹1639.45 Crores from ₹1468.74 Crores in previous year, at a growth rate of 12%. The profit before tax was ₹118.99 Crores as against ₹98.85 Crores in the previous year. Net profit was ₹94.82 Crores as against ₹79.38 Crores in the previous year.

Financial - Consolidated

Revenue from operations on a consolidated basis increased to ₹3505.03 Crores from ₹2527.34 Crores in previous year, at a growth rate of 39%. The profit before tax was ₹222.45 Crores, as against ₹138.70 Crores in the previous year. Net profit was ₹168.08 Crores, as against ₹111.14 Crores in the previous year.

Appropriations

Dividend- Equity Shareholders

The Board in its meeting held on 7 February, 2017, declared an interim dividend of ₹1.20 per equity share. Further, the Board in its Meeting held on 16 May, 2017 has recommended a final dividend of ₹1.00 per equity share for the Financial Year ended on 31 March, 2017, subject to the approval of shareholders at the ensuing Annual General Meeting to be held on 29 August, 2017.

The total dividend for 2016-17 aggregates to ₹2.20 per equity share of the face value of ₹2 each, as compared to ₹7 per equity share of the face value of ₹10 each, for 2015-16.

The total dividend declared (excluding dividend tax) for the current year is ₹18.16 Crore as against ₹11.11 Crore.

The Register of Members and Share Transfer Books will remain closed from Wednesday, 23 August, 2017 to Tuesday, 29 August, 2017 (inclusive of both days) for the purpose of payment of final dividend to the equity shareholders of the company for the year ended on 31 March, 2017.

The dividend will be paid to members, whose names appear in the Register of Members as on 22 August, 2017.

Dividend- Preference Shareholders

The dividend of ₹0.30 was paid to the Preference Shares of ₹10 each on 17 February, 2017 on 35,00,000 3% Cumulative Redeemable Preference Shares, amounting to ₹0.11 Crore (previous year ₹0.11 Crore) subject to the approval of shareholders as a final dividend.

Transfer to Reserve

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

Share Capital

As on 31 March, 2017, the paid up equity share capital of the company was ₹15.87 Crores. During the year, 35,00,000 3% Cumulative Redeemable Preference shares of ₹10 each were redeemed on 20 February, 2017 as per the approved terms.

Sub-division of equity Shares

During the year, equity share of the company having face value of ₹10 (Rupees Ten) each fully paid-up was sub-divided into 5 (Five) Equity Shares, having face value of ₹2 (Rupees Two) each fully paid up w.e.f. 14 September, 2016 being the "Record Date".

Qualified Institutional Placement (QIP)

On 3 April, 2017, the Company allotted 70,92,125 equity shares of ₹2 each, to eligible qualified institutional buyers at issue price of ₹423 per equity share aggregating to ₹2999.97 Lacs under QIP.

Employee Stock Option Scheme

In order to motivate, incentivise and reward employees, your Company has introduced Minda Employee Stock Option Scheme-2016 ("ESOS 2016") to provide equity based incentives to the employees of the Company including its subsidiary companies.

The above scheme was approved by the shareholders on August 11, 2016. The Scheme is administered by the Nomination and Remuneration Committee of the Board of Directors. During the year, 9,86,750 options were granted to eligible employees.

Pursuant to the provisions of SEBI (Share Based Employee Benefits), Regulations, 2014, disclosure with respect to the ESOS 2016 Scheme of the Company as on March 31, 2017 is enclosed as Annexure A to this Report and has also been uploaded on the Company's website at www.unominda.com.

The stock option scheme is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 ('Employee Benefits Regulations') and there have been no changes to the plan during the financial year.

A certificate the Statutory Auditors, with respect to the implementation of the Company's ESOS schemes, would be placed before the shareholders at the ensuing Annual General Meeting. A copy of the same will also be available for inspection at the Company's registered office.

During the year under review, the Company has not issued any shares with differential voting rights nor sweat equity.

Deposits

The Company has not accepted any fixed deposits under section 73 of the Companies Act, 2013 during the year and, as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

Listing

The equity shares of the Company are listed with BSE Limited and National Stock Exchange of India Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

Particulars of Loans, Guarantees or Investments

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

Awards and Recognition

During the year, the company was facilitated with several awards, including the Development Award won by Switch Division from HMSI and Quality Award won by Lighting and Acoustic Division from Escorts Ltd. In addition to this, Switch Division was awarded with the CII Industrial Innovative Awards as among the "25 most innovative Company".

Corporate Social Responsibility Initiatives

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

The details of the CSR Policy of the Company are available on our website www.unominda.com. The CSR Report is enclosed as Annexure-B to the Board's 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 stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is enclosed as Annexure-C.

Corporate Governance

The report on Corporate Governance together with the Certificate regarding the Compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is enclosed as Annexure -D.

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements.

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

Risk Management Policy

The Company has laid down the procedures to inform Board members about risk assessment and minimisation procedures. The Board of Directors of the Company has framed Risk Management Policy which can be assessed on Company's website www.unominda.com

The Policy forms part of the internal control and corporate governance process of the Company. The aim of the policy is not to eliminate risks, rather to manage the risks involved in the company activities.

Internal Financial Control and its adequacy

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

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 and its disclosures.

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

Human Resource Management

The management firmly believes that employees' motivation, development and engagement are key aspects of good human resource management. Several forum and communication channels are provided to our employees to share their views and give their feedback. Leadership Development Competency Assessment, Talent Management, Capability Enhancement and Employee Empowerment continues to be key areas.

Particulars of Employees

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

In accordance with the provisions of Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are available with the Company. In terms of provisions of Section 136(1) of the Act, this report is being sent to the members without this annexure. Shareholders interested in obtaining a copy of the annexure may write to the Company Secretary.

Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The reportable matters are to be disclosed to Audit Committee. No personnel has been denied access to the Audit Committee.

Directors and Key Managerial Personnel

As on 31 March 2017 there were five (5) Directors on the Board of your company, consisting of three (3) Independent Directors, one (1) Non-Executive Director and a Chairman & Managing Director (CMD). Mr. Nirmal K Minda is on the Board of the Company since 16 September 1992 and was appointed as Chairman and Managing Director on 25 May 2010.

On the recommendation made by the board at its meeting held on 30 March, 2016 the shareholders at its meeting held on 11 August, 2016, approved the re-appointment of Mr. Nirmal K Minda, as Chairman and Managing Director of the Company for a period of two years from 1 April, 2016 to 31 March, 2018.

In compliance with Section 149 of the Act, Mr. Satish Sekhri, Mr. Alok Dutta and Ms. Renu Challu are the Independent Directors of the Company. They have submitted the declaration(s) that each of them meets the criteria of independence as provided in Section 149(7) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year. Ms. Renu Challu is Independent woman Director of your Company.

Mr. Nirmal K Minda, Chairman & Managing Director; Mr. Sudhir Jain, Group CFO and Mr. H. C. Dhamija, Vice President-Group Accounts, Legal, Secretarial, Indirect Taxation & Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013.

None of the Key Managerial Personnel have resigned or appointed during the year except reappointment of Mr. Nirmal K Minda, Chairman and Managing Director of the Company.

Appointments / Resignations from the Board of Directors

The tenure of appointment of Ms. Renu Challu, as an Independent Director on the Board of the Company was upto 18 December, 2016. The shareholders at their meeting held on 11 August, 2016 approved the re-appointment of Ms. Renu Challu for a further period of 2 years

Ms. Renu Challu has given a declaration to the Board that she meets the criteria of independence as provided under section 149(7) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules for such an appointment.

Directors retiring by rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Nirmal K Minda retires by rotation and is eligible for re-appointment.

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 ("SEBI Listing Regulations"), 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, performance of non-independent directors, performance of the Board as a whole 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.

Familiarisation programme for Board Members

Your Company has in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. Your Company through such programmes familiarises not only the Independent Directors but any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the 'Code of Conduct for Directors and Senior Management Personnel' and the 'Code of Conduct for Prevention of Insider Trading.'

Policy on Directors' appointment and remuneration

The Policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board, and separate its functions of governance and management. On 31 March 2017, the Board consists of five members, out of which, one is executive director, one is non-executive director and remaining three are independent directors. The policy of the company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website www.unominda.com. There has been no change in the policy since the last financial year.

Meetings of Board and Audit Committee

During the year Seven (7) Board Meetings and Seven (7) Audit Committee meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Committees of the Board

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

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

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

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (5) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31 March, 2017, the applicable accounting standards have been followed;
- b) that accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2017 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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 for ethical conduct of business and compliance of law. The Code reflects the values of the Company. A copy of the Code has been put on the Company's website www.unominda.com. The Code has been circulated to Directors and Senior Management Personnel, and its compliance is affirmed by them annually.

Prevention of Insider Trading

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.

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.

Transfer of Battery Division

The shareholders of the Company approved the transfer of Battery Division situated at Pant Nagar, Uttarakhand to its Subsidiary namely, Minda Storage Batteries Private Limited.

The above stated unit has been transferred to Minda Storage Batteries Private Limited on 1 April, 2017.

Joint Venture Agreement(s)

During the year, the company has entered into Joint Venture Agreement with Onkyo Corporation, Japan, to design, develop and manufacture of Speaker and Speaker System(s), wherein the shareholding has been agreed at 50:50. The project will be set up at Bawal, Haryana.

The company has also entered into Joint Venture Agreement with Katolec Corporation, Japan to manufacture Printed Circuit Boards (PCB) and Box Build Assemblies, wherein the shareholding has been agreed at 51:49 i.e. 51% shareholding by Minda Industries Limited and 49% shareholding by Katolec Corporation, Japan. The project will be set up at Pune, Maharashtra.

In addition to above, on 27 April, 2017, the Company has entered into Joint Venture Agreement with Tung Thih Electronic Co. Ltd., Taiwan (TTE), to design, develop and manufacture of Driving Assistance Products and Systems (DAPS), wherein the shareholding has been agreed at 50:50.

Related Party Transactions

The related party transactions during the financial year were in the ordinary course of business and on arm's length basis.

Transactions with related parties are disclosed in Notes to the Financial Statements provided in this Annual Report. Since all the Related Party Transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business, no details are required to be provided in Form AOC-2 prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

The transactions entered into pursuant to the omnibus approval so granted are reviewed and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval.

In accordance with the requirements of SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015, the Company has also adopted the Policy on Related Party Transactions and the same has been uploaded on the website of the company.

Subsidiaries, Joint Ventures and Associates

At the beginning of the year, your Company has 9 direct subsidiaries, 6 step down subsidiaries, 1 joint venture and 5 associates including 2 partnership firms. During the year under review, 3 subsidiaries, 1 step down subsidiary and 2 Joint Ventures were added. As on 31 March 2017, your Company has 12 direct subsidiaries, 7 step down subsidiaries and 5 associates including 2 partnership firms. In addition to this, there are 3 joint venture Companies as on 31 March 2017.

During the year, the following investments/ additional investments were made in the following Companies:

Subsidiaries

Name of the Company	Number of shares	Face value per share	Amount of Investment (₹ in Crore)
Minda Kosei Aluminum Wheel Private Limited	3,27,32,000	₹10	32.73
Minda TG Rubber Private Limited	59,27,730	₹10	5.93
Global Mazinkert, S.L.	21,00,000	Euro 1	15.98
Rinder India Private Limited	84,996	₹100	39.68
Minda Storage Batteries Private Limited	18,86,00,000	₹10	9.05

Joint Venture

Name of the Company	Number of shares	Face value per share	Amount of Investment (₹ in Crore)
Roki Minda Co. Private Limited	4,09,24,800	₹10	43.08

Associates

Name of the Company	Number of shares	Face value per share	Amount of Investment (₹ in Crore)
Kosei Minda Aluminum Company Private Limited	41,78,571	₹10	4.18

Shareholding % in Subsidiaries, Joint Ventures and Associates as on 31 March 2017

Entity	% age of shareholding
Subsidiaries	
Minda Distribution and Services Ltd.	100.00
Minda Auto Components Ltd.	100.00
Rinder India Pvt. Ltd.	100.00
Minda Storage Batteries Pvt. Ltd.	100.00
Global Mazinkert S.L.	100.00
MJ Castings Ltd.	98.00
Minda Kyoraku Ltd.	71.66
Minda Kosei Aluminum Wheel Pvt. Ltd.	69.99
Minda TG Rubber Ltd.	51.00
SAM Global Pte Ltd.	51.00
YA Auto (Partnership Firm)	51.00
PT Minda Asean Automotive	50.68
Step Down Subsidiaries	
Clarton Horn Spain	100.00
Clarton Horn Morocco SARL	100.00
CH Signalakustic GmbH	100.00
Clarton Horn Mexico	100.00
PT Minda Trading	100.00
Minda Industries Vietnam Co. Ltd.	100.00
Light & Systems Technical Center S.L. Spain	100.00
Joint Ventures	
Rinder Riduco, S.A.S., Columbia	50.00
Minda EMER Technologies Limited	49.10
Roki Minda Co. Pvt. Ltd.	49.00
Associates	
Yogendra Engineering (Partnership Firm)	48.90
Auto Components (Partnership Firm)	48.90
Kosei Minda Aluminum Co. Pvt. Ltd.	30.00
Mindarika Pvt. Ltd.	27.08
Minda NexGenTech Ltd.	26.00

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company have been prepared, which forms part of this Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC- 1 forms part of Annual Report. The statement also provides the details of performance and financial position of each of the subsidiaries, Joint Venture Companies and associates and their contribution to the overall performance of the company.

The Financial Statements of the subsidiary companies, are not being attached with the Balance Sheet of the Company. However, in accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the company and audited accounts of each of its subsidiaries are available on our website www.unominda.com. These documents will also be available for inspection during business hours at our registered office.

Auditors and Auditors' Report

Statutory Auditors

M/s. B S R & Co. LLP, Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting (AGM) held on 11 August, 2016 to hold office until the conclusion of third consecutive Annual General Meeting, subject to the ratification by the shareholders at next annual general meeting(s). They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM.

The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in the Annual Report.

During the year, the Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

Cost Auditors

The Board of Directors on the recommendation of the Audit Committee has appointed M/s. Jitender Navneet & Co., Cost Accountants, as a Cost Auditors for the Financial Year 2017-18.

Secretarial Auditors

The Board has appointed M/s. Sanjay Grover & Associates, Practising Company Secretaries, to conduct secretarial audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31 March, 2017 is enclosed as Annexure-G. The Secretarial audit report does not contain any qualification, reservation or adverse remarks.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 as prescribed under the Act, form part of this Annual Report.

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

Your Company has always believed in providing a safe workplace to every individual working in Company's premises through various interventions and practices. The Company always endeavours to

create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. During the year, no complaints were received.

Significant and Material Orders

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

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is enclosed as Annexure-H.

Management Discussion & Analysis Report

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

Business Responsibility Report

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

Acknowledgements

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

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

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

Nirmal K Minda

Place: Gurgaon (Haryana)

Chairman & Managing Director

Date : 16 May, 2017

DIN: 00014942

ANNEXURE-A TO BOARD'S REPORT

Disclosures for the financial year 2016-17, pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

Sl. No.	Particulars	Remarks
A	Disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer to Note No. 51- Standalone Financial Statements for 2016-17
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations is disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	₹11.88
C	Details related to Employee Stock Option Scheme (ESOS)	
	i. A description of each ESOS that existed at any time during the year, including general terms and conditions of each ESOS	Details are provided in Annexure-A1
	ii. Method used to account for ESOS – Intrinsic or Fair Value	The Company has calculated the employee compensation cost using the intrinsic value method to account for Options granted under the Minda Employee Stock Option Scheme-2016 ("ESOS 2016")
	iii. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Such expenses will increase by ₹18 Lacs Refer Note 51- Standalone Financial Statements for 2016-17
	iv. Option movement during the year (for each ESOS)	Details are provided in Annexure – A2
	v. Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	N.A.
	vi. A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant including the following information:	Intrinsic Value Method applied with the following assumptions:
	a) Risk-free interest rate	6.13% - 6.51%
	b) Expected option life	1.53 years - 1.85 years
	c) Expected volatility	27.92% - 43.62%
	d) Expected dividends	4.61% - 6.90%
	e) The price of underlying share in the market at the time of option grant	₹265.10 and ₹435.55 on 23 November 2016 and 21 March 2017 respectively
	f) Weighted average market price of Company's shares on NSE at the time of grant	₹268.58 and ₹436.05 on 23 November 2016 and 21 March 2017 respectively
	g) Methods used and assumptions made to incorporate effects of expected early exercise	Not Applicable
	h) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The calculation of expected volatility is based on historical stock prices. Volatility was calculated using standard deviation of daily change in stock price.
	i) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	The expected life of share option is based on historical data. Future market conditions are not used for measurement of fair value.
	vii. Employee wise details of options granted to -	
	a) Senior Managerial Personnel;	Details are provided in Annexure – A3
	b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	Nil
	c) identified employees who were granted option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil

Notes:

- Pursuant to approval of the Members at the Annual General Meeting held on 11 August, 2016, the Company adopted Minda Employee Stock Option Scheme-2016 ("ESOS 2016")
- The Maximum number of options to be issued per employee in a fiscal year did not exceed 1% of the outstanding issued share capital, in the line with Regulation 6(3)(d) of SEBI (Share Based Employee Benefits) Regulations, 2014.

Annexures

Details related to ESOS

Annexure-A1

Sl. No.	Particulars	Minda Employee Stock Option Scheme-2016 ("ESOS 2016")
1	Date of shareholders' approval	11 August, 2016
2	Total number of options approved under ESOS	15,00,000*
3	Vesting requirements	Achieving target of market capitalisation of the Company on or before 31 March 2018
4	Exercise price or Pricing formula	₹180 (date of grant 23 November 2016) and ₹392 (date of grant 21 March 2017)
5	Maximum term of options granted	1 year from the date of vesting
6	Source of shares (primary, secondary or combination)	Primary
7	Variation in terms of options	Nil

* After considering sub-division of shares

Option movement during the year

Annexure-A2

Particulars	Minda Employee Stock Option Scheme-2016 ("ESOS 2016")
Number of options outstanding at the beginning of the year	Nil
Number of options granted during the year	Conditional grant of 986,750 options to subscribe 986,750 equity shares of ₹2/- each
Number of options forfeited / lapsed during the year	Nil
Number of options vested during the year	Nil
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Loan repaid by the trust during the year from exercise price received	NA
Money realised by exercise of options (INR)	N.A.
Number of options outstanding at the end of the year	986,750 options to subscribe 986,750 equity shares of ₹2/- each
Number of options exercisable at the end of the year	NIL

Employee wise details of options granted to Senior Managerial Personnel

Annexure-A3

Sl. No.	Name	Designation	Number of options granted during the year	Exercise Price (In ₹)
1	Mr. J K Menon	CEO	60000	180
2	Mr. Sudhir Jain	Group CFO	60000	180
3	Mr. Pradeep Tewari	CEO	60000	180
4	Mr. Ravi Mehra	CEO	60000	180
5	Mr. Rakesh Kher	President	50000	180
6	Mr. Vikas Bajaj	President	50000	180
7	Mr. V. J. Rao	President	50000	180
8	Mr. Anadi Sinha	President	50000	180
9	Mr. Naveesh Garg	President	50000	180
10	Mr. R S Gupta	President	50000	180
11	Mr. Xabier Eskibel	President	50000	180
12	Mr. Arijit Dutta	President	50000	180
13	Mr. Rajeev Gandotra	President	50000	180
14	Mr. Muralidharan Menon	Vice President	42000	180
15	Mr. S. L. Gupta	Vice President	42000	180
16	Mr. Sunil Srivastava	Vice President	42000	180
17	Mr. Atul Swaroop	Vice President	42000	180
18	Mr. Nitesh Minda	General Manager	30000	180
19	Mr. Rajiv Kapoor	Group HR Head	32500	392
20	Mr. Parna Ghosh	Vice President	26250	392
21	Mr. Kundan K Jha	CEO	40000	392
Total			986750	

ANNEXURE-B TO BOARD'S REPORT

Annual Report on Corporate Social Responsibility (CSR) Activities

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

At UNO MINDA, we continuously strive to improve the life of the people. We believe Corporate Social Responsibility (CSR) is an integral part of our business strategy, and being responsible, it is fundamental to our vision as well.

UNO MINDA is committed to support various social causes and is actively involved in running a number of charitable activities under the support of Suman Nirmal Minda Charitable Trust, Shadi Lal Minda Charitable Trust and Moga Devi Minda Charitable Trust. The trust runs several projects to help and support orphaned and socially underprivileged children.

S.L. Minda Charitable Trust

S.L. Minda Charitable Trust through Samarth Jyoti is running centres at various places i.e. Naharpur Kasan, Nawada, Gurgaon, Bawal (Haryana), Pune (Maharashtra), Udham Singh Nagar (Uttarakhand), Hosur and Chennai (Tamil Nadu). These centres provide different community centric programs in the field of education and vocational training such as Primary education, remedial program (coaching classes), computer literacy, cutting and tailoring and beauty education for underprivileged rural children, adolescent and women in need.

Moga Devi Charitable Trust

Moga Devi Minda Charitable Trust is carrying out various social activities towards CSR including Healthcare and vocational trainings. S. L Minda Seva Kendra provides vocational training to rural youth, including women in Computer programs, Cutting and Tailoring, Beauty Culture and Indian embroidery. The vocational centres are accredited with National Institute of Open Schooling (NIOS). Healthcare equipment were also provided to S.L. Minda Memorial Hospital, Bagla to upgrade the medical facilities for rural people.

Web link: <http://www.unominda.com>



2) Composition of the CSR Committee

Name of the Member	Designation
Mr. Nirmal K Minda	Chairman
Mr. Anand Kumar Minda	Member
Mr. Satish Sekhri	Member
Mr. Alok Dutta	Member

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

Particulars	Amount (₹ in Lacs)
Average Net Profit of the Company for the last three years	6590
Prescribed CSR Expenditure (Two percent of the average net profits computed above)	132
Total amount spent for the financial year	141
Amount unspent if any	Nil

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

Sr. No.	Projects/ Activities	Sector	Locations	Amount Outlay (Budget) Project or programs-wise	Amount spent on the Project or programs	Cumulative Expenditure upto reporting period	Amount spent through implementing agency
			District (State)	(₹/Lacs)	(₹/Lacs)	(₹/Lacs)	
1	Vocational Trainings, Beauty Culture, Cutting and Tailoring, Computer Basics Course, Coaching Classes and Primary Education	Education & Vocational Trainings	Village Naharpur Kasan and Nawada, Gurgaon, Haryana, Bawal (Haryana), Udham Singh Nagar (Uttarakhand), Pune (Maharashtra), Hosur and Chennai (Tamil Nadu)	86	86	86	Samarth Jyoti- A CSR Unit run by S L Minda Charitable Trust
2	Women Empowerment through vocational trainings, cutting & Tailoring, Embroidery, beauty culture, computer courses	Vocational Trainings	Village Bagla, Siswal, Mohabbatpur, Jakhod, Telanwali and Dobhi, Hissar (Haryana)	37	37	37	SL Minda Seva Kendra & SL Minda Memorial Hospital run by Moga Devi Minda Charitable Trust
3	Medical Equipments	Healthcare	Hospital at Bagla, Hissar (Haryana)	18	18	18	

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

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

Nirmal K Minda

Chairman CSR Committee & Managing Director

ANNEXURE-C TO BOARD'S REPORT

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

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

A. Conservation of Energy

We continue to strengthen our energy conservation efforts. The use of Solar Power has been started in the units. At various places, tube lights have been replaced with LED lights. The Auto Controllers are also installed for Street Light. The Express Feeder have been installed at various locations.

Energy savers have been fitted at many places to reduce energy consumption. The adoption of energy conservation measures indicated above resulted in the saving of electricity consumption and also brought awareness among the employees.

B. Technology Absorption

In the year 2012-13 the Company entered into Technical Assistance Agreement with M/s. AMS Company Ltd., Korean Corporation, for manufacturing of Automotive Lighting Equipment including component parts of Head Lamps, Rear Combination Lamps and Small Exterior Lamps. The technology is being absorbed.

Research and Development (R&D)

R & D is a continuous process. During the year the R&D activities on Integrated Dimmer with Pass Switch, Noise Suppressor Cap, LED Tail

Lamps, Mobile Charger Socket, Non-Contact Sealed Type Boots Light Sensor, Intake Air Temperature Sensor have been undertaken.

The R & D efforts have benefited with various product innovations. Our future plans in R & D includes Designing and Development of Light Weighted Front Fog Lamps, Fuel Injection System, Lighting Control System, Speed Sensor, Power Socket, Tactile Switching Technology, Smart Switch System, Integrated Blinker with Hazard Switching System, Winker with Flasher and Engine Stop with Start.

The R & D Centres of the Company are located at Nawada Fatehpur Manesar, Rasoi, Sonapat and Pune which have been approved by Department of Scientific and Industrial Research (DSIR).

Expenditure on R&D ₹/Crore

₹ in Crore

Particulars	Year ended on March 31, 2017	Year ended on March 31, 2016
Capital Expenditure	9.52	9.34
Recurring Expenditure	49.50	41.79
Total	59.02	51.13
Total R&D expenditure as percentage of total turnover.	3.60%	3.48%

Foreign Exchange Earning and Outgo

₹ in Crore

Sl. No	Particulars	Current Year 2016-17	Previous Year 2015-16
1	CIF value of Imports		
	- Raw Material	74.72	69.06
	- Stores and Spares	0.53	1.02
	- Capital Goods	8.86	6.73
	Total	84.11	76.81
2	Expenditure in Foreign Currency		
	- Travel	1.24	0.77
	- Royalty	0.44	0.80
	- Technical Know-How Fee	0.16	0.53
	- Others	3.95	4.72
	Total	5.79	6.82
3	Total Foreign Exchange earned	108.41	74.99

For and on behalf of
Minda Industries Ltd.

Place : Gurgaon (Haryana)
Date : 16 May, 2017

Nirmal K Minda
Chairman & Managing Director

ANNEXURE-D TO BOARD'S REPORT

Corporate Governance Report

1. Our Corporate Governance Philosophy

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

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

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

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

2. Board Composition

Size and composition of Board

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

On 31 March 2017, our Board consists of five members, one of whom is Executive; one is Non-Executive, while the remaining three are Independent Directors, constituting 60% of the Board's strength more than the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The above composition comprise of one Woman Director also. The Board periodically evaluates the need for change in its composition and size.

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

Name of Director	Category of Directorship	Board Meetings attended (total meeting held 7)	Last AGM held on 11/08/2016 Attended Yes/No	Number of other Directorships*	Committee Membership/ Chairmanships**	
					Member	Chairman
Mr. Nirmal K Minda	Chairman & Managing Director	7	Yes	8	-	-
Mr. Anand Kumar Minda	Non- Executive Director	7	Yes	9	1	-
Mr. Alok Dutta	Non- Executive & Independent Director	7	Yes	2	-	3
Mr. Satish Sekhri	Non- Executive & Independent Director	7	Yes	5	6	-
Ms. Renu Challu	Non- Executive & Independent Director	7	Yes	8	6	3

Notes: There are no inter-se relationships between our Board members.

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

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

Board Meetings

Seven (7) Board Meetings were held during the financial year 2016-17. These meetings were held on 21 May, 2016, 28 June, 2016, 11 August, 2016, 21 September, 2016, 10 November, 2016, 7 February, 2017 and 23 March, 2017.

Availability of information to the Board members

The Board has unrestricted access to all company related information including that of our employees. At Board Meeting, the representatives who can provide additional insights into the items are being invited for discussion. As a process, information to Directors is submitted along with the Agenda of Board meetings.

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

Code of Conduct

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

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

All Members of the Board and Senior Management personnel have affirmed the compliance with the Code as on 31 March 2017. A declaration to this effect, signed by the CEO in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of the Board's Report is enclosed as Annexure-J.

3. Board Committees

The Board has four Committees: Audit Committee, Corporate Social Responsibility (CSR) Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

The Chairman of the Board, in consultation with the Company Secretary and the respective Committee Chairman, determines the frequency and duration of the committee meetings. Recommendations of the Committees are submitted to the Board for its consideration and approval.

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

a) Audit Committee

Audit Committee comprised three Independent Directors as on 31 March, 2017.

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

Name of the member	Category	Meeting(s) attended (total meetings held 7)	Date on which meeting(s) held
Mr. Alok Dutta	Chairman	7	21/05/2016
Mr. Satish Sekhri	Member	7	28/06/2016
Ms. Renu Challu	Member	7	11/08/2016 20/10/2016 10/11/2016 07/02/2017 23/03/2017

The Company Secretary acts as a Secretary of the Committee.

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

- The Audit Committee consists of the three Independent Directors.
- All members of the committee are financially literate and having the requisite financial management expertise.
- The Chairman of the Audit Committee is an Independent Director.
- The Chairman of the Audit Committee was present at the last Annual General Meeting held on 11 August, 2016.

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

Powers of the Audit Committee

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

Role of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, including Cost Auditors, and fixation of audit fees and other terms of appointment.
- Approving payment to statutory auditors, including cost auditors for any other services rendered by them.
- Reviewing with the management, annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement, in terms of Section 134 (5) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates, based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- 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 utilised for purposes other than those stated in the offer document/ prospectus / notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related party.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.

- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.
- 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.
- Discussion with internal auditors, any significant findings and follow-up thereon.
- 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.
- 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.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO, after assessing the qualifications, experience and background etc. of the candidate.
- Carry out any other functions, as is mentioned in terms of reference of the audit committee.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprised of three directors as on 31 March, 2017.

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

Name of the member	Category	Meeting(s) attended (total meetings held 4)	Date on which meeting(s) held
Mr. Alok Dutta	Chairman	4	21/05/2016
Mr. Satish Sekhri	Member	4	23/11/2016
Mr. Anand Kumar Minda	Member	4	07/02/2017 21/03/2017

The Company Secretary acts as a Secretary of the Committee.

Terms of reference

- To identify persons, who are qualified to become Directors and who may be appointed in senior management in

accordance with the criteria laid down and to recommend to the Board their appointment or removal

- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity.
- To recommend / review remuneration of the Managing Director(s), Whole-time Director(s) and their relatives, based on their performance and defined assessment criteria.
- To carry out any other functions as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- Performance Evaluation Criteria for Independent Directors: The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration committee.
- An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and Independence of behavior and judgement.

Remuneration Policy

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

c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprised of three directors as on 31 March, 2017.

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

Name of the member	Category	Meeting(s) attended (total meetings held 3)	Date on which meeting(s) held
Mr. Alok Dutta	Chairman	3	12/08/2016
Mr. Satish Sekhri	Member	3	10/11/2016
Mr. Anand Kumar Minda	Member	3	07/02/2017

The Company Secretary acts as a Secretary of the Committee.

Terms of Reference

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

Name, Designation and Address of the Compliance Officer

Mr. H.C. Dhamija
Vice President - Group Accounts, Legal,
Secretarial, Indirect Taxes & Co. Secretary
Minda Industries Ltd.
B-64/1, Wazirpur Industrial Area,
Delhi-110052
E-mail: hcdhamija@mindagroup.com
Ph: 011-27374444, 0124-2291604, Fax: 0124-2290676

Share Transfer System

Requests for Transfer/ Transmission of shares held in physical form can be lodged with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. The requests are approved by the Company and the same is generally processed within 15 days of receipt of the documents, if documents are clear and valid in all respects.

The Company obtains from a Company Secretary in practice, a half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations

& Disclosure Requirements) Regulations, 2015 and files the same with the stock exchanges. Also, pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, certification is issued by a Company Secretary in practice regarding timely dematerialisation of the shares of the Company.

d) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee comprised of four directors as on 31 March, 2017.

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

Name of the member	Category	Meeting(s) attended (total meetings held 3)	Date on which meeting(s) held
Mr. Nirmal K Minda	Chairman	3	12/08/2016 10/11/2016 07/02/2017
Mr. Anand Kumar Minda	Member	3	
Mr. Alok Dutta	Member	3	
Mr. Satish Sekhri	Member	3	

The Company Secretary acts as a Secretary of the Committee.

Terms of Reference

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

The CSR Policy of the Company is available on our website www.unominda.com

The CSR Report, as required under the Companies Act, 2013 for the year ended on 31 March 2017 is enclosed as Annexure B to the Board's report.

4. General Body Meeting

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

Year	Date of Meeting	Time	Venue
22nd AGM, 2013 -14	28-08-2014	11.30 a.m.	PHD House, Opposite Asian Games Village, New Delhi

Year	Date of Meeting	Time	Venue
23rd AGM, 2014 -15	10-08-2015	4.00 p.m.	PHD House, Opposite Asian Games Village, New Delhi
24th AGM, 2015 -16	11-08-2016	3.30 p.m.	PHD House, Opposite Asian Games Village, New Delhi

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

24th Annual General Meeting

Sl. No.	Subject Matter of the Special Resolution
1	Re-appointment of Ms. Renu Challu, as an Independent Director
2	Minda Employee Stock Option Scheme-2016 for employees of Minda Industries Limited
3	Minda Employee Stock Option Scheme-2016 for employees of subsidiaries
4	Re-appointment and remuneration of Mr. Nirmal K Minda, as Chairman & Managing Director

23rd Annual General Meeting

Sl. No.	Subject Matter of the Special Resolution
1	No Special Resolution

22nd Annual General Meeting

Sl. No.	Subject Matter of the Special Resolution
1	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.
2	Creation of Charges on the movable and immovable properties of the Companies under Section 180(1)(a) of the Companies Act, 2013 both present and future in respect of borrowings

Postal Ballot

During the financial year, the shareholders passed the resolutions through Postal Ballots. The details of the postal ballot are as follows:

Date of Postal Ballot Notice	: 10 November, 2016
Voting period	: 9 December, 2016 to 7 January, 2017
Date of Declaration of Results	: 9 January, 2017

- 1) Special Resolution under Section 180(1)(a) read with section 110, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, for Consent of the members to hive off, sell, transfer, assign or otherwise dispose off the Battery Division of the Company to its subsidiary viz. Minda Storage Batteries Private Limited on going concern basis.

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	58,716,650	-	-	-	-	-	-
	Postal Ballot		58,716,340	99.9995	58,716,340	-	-	-
	Total		58,716,340	99.9995	58,716,340	-	100.00	0.00
Public-Institutions	E-voting	5,075,610	994,051	19.5849	994,051	-	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		994,051	-	994,051	-	100.00	-
Public-Non Institutions	E-voting	15,534,520	2,695,084	17.3490	2,693,131	1953	99.93	0.07
	Postal Ballot		3,011,916	19.3885	3,010,366	1550	99.95	0.05
	Total		5,707,000	36.7375	5,703,497	3,503	99.94	0.06
Total		79,326,780	65,417,391	82.4657	65,413,888	3503	99.99	0.01

- 2) Special Resolution under Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to issue, offer and allotment of securities of an aggregate amount upto ₹500 Crores by way of a Public issue or Private Placement.

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	58,716,650	-	-	-	-	-	-
	Postal Ballot		58,716,340	99.9995	58,716,340	-	100.00	-
	Total		58,716,340	99.9995	58,716,340	-	100.00	-
Public-Institutions	E-voting	5,075,610	994,051	19.5849	969,919	24132	97.57	2.43
	Postal Ballot		-	-	-	-	-	-
	Total		994,051	0.0000	969,919	24,132	97.57	2.43
Public-Non Institutions	E-voting	15,534,520	2,695,084	17.3490	2,693,086	1998	99.93	0.07
	Postal Ballot		3,011,916	19.3885	3,011,916	-	100.00	-
	Total		5,707,000	36.7375	5,705,002	1,998	99.96	0.04
Total		79,326,780	65,417,391	82.4657	65,391,261	26,130	99.96	0.04

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through a postal ballot.

M/s Sanjay Grover & Associates, Company Secretaries, were appointed as the scrutiniser for carrying out the postal ballot process in a fair and transparent manner.

Procedure for Postal Ballot

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility

to all its members. The Company avails the services of NSDL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

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

- 1) electronic form at the email addresses registered with the depositories; and

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

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

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms, duly completed and signed to the Scrutiniser on or before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The Scrutiniser submits report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by Postal Ballot are then announced by the Chairman/ authorised officer. The results are also displayed on the Company website, www.unominda.com, besides being communicated to the Stock Exchanges. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

5. Holding/ Subsidiary Companies

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

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

As on March 31, 2017, there is no material unlisted subsidiary of the Company

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

The Company oversees and monitors the performance of subsidiary companies by following means:

- i. The Audit Committee reviews the financial statements and, in particular, the investments made by the subsidiary companies;
- ii. The minutes of the Audit Committee and Board meeting of the subsidiary companies are placed before the Audit Committee and Board of the Company for their review;

- iii. A statement of all significant transactions, if any, of the subsidiary companies is placed before the Board of Directors of the Company for its review.

6. Disclosures

i) Related party Transactions

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

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

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

The policy on Related Party Transactions as approved by the Board can be accessed on the Company's website: www.unominda.com.

None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

ii) Disclosure of Accounting Treatment

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

iii) Risk Management

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

iv) Remuneration of Directors.

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

None of the Non-Executive Director had no pecuniary relationship or transaction with the company. However some commercial transactions have taken place where Company's directors hold directorship. Such transactions have taken place in the Ordinary Course of Business and on an Arm's Length basis and have been disclosed to the

Board of Directors in accordance with the provisions of the Companies Act, 2013 and have been entered in the register of contracts and approved by the Board in accordance with the Section 189 of the Companies Act, 2013.

Remuneration paid to the Managing Director during the year 2016-17

(Rupees in Crore)

Name of the Managing Director	Salary & Allowances	Commission	Medical, Lease Rent & Other Expenses	Contribution to Provident Fund etc.	Total
Mr. Nirmal K Minda	2.26	2.92	0.60	0.14	5.92

Remuneration policy for Non-Executive Directors

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

The sitting fees to Non-Executive Independent director(s) amounting to ₹12.30 Lacs pertaining to 2016-17 is detailed below:

Mr. Alok Dutta ₹4.40 Lacs, Mr. Satish Sekhri ₹4.40 Lacs and Ms. Renu Challu ₹3.50 Lacs.

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

Criteria of making payment to Non-Executive Directors

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

Tenure, Notice Period and severance fee

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

Shareholding of Non-Executive Director

Mr. Anand Kumar Minda is holding 18000 equity shares of the Company and Mr. Satish Sekhri is holding 700 equity shares of the Company.

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

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

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

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

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

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

vii) Vigil Mechanism and Whistle Blower Policy

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

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

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

ix) Details of compliance with mandatory requirements

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

x) Details of compliance with Non-mandatory requirements

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

Modified opinion(s) in Audit report:

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

Reporting of Internal Auditor:

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

7. CEO / CFO Certification

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

8. Means of Communication

Quarterly Results

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

News Release and Presentations

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

Presentations to Investors / Analysts

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

Website

The Company's website www.unominda.com contains a separate dedicated section "Investor Relations" which enables stakeholders

to be informed and allows them to access information at their convenience. Up-to-date financial results, annual reports, shareholding patterns, official news releases, Notices and other general information about the Company.

Annual Report

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

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

The Company has complied all the regulations mentioned above.

10. General Shareholders Information

Annual General Meeting

- i) Date : 29 August, 2017
Time : 3:30 p.m.
Venue : PHD House, Opp. Asian Games Village,
New Delhi-110016
- ii) Financial Year 1st April, 2016 to 31st March, 2017

For the year ended on 31.03.2017, the results were announced on

For quarter ending	Date
30 June, 2016	11 August, 2016
30 September, 2016	10 November, 2016
31 December, 2016	7 February, 2017
31 March, 2017 (Audited)	16 May, 2017

For the year ended on 31.03.2018, the results will be announced on following tentative dates

For quarter ending	On or before
30 June, 2017	14 September, 2017
30 September, 2017	14 December, 2017
31 December, 2017	14 February, 2018
31 March, 2018 (Audited)	30 May, 2018

- iii) **Date of Book closure:** 23 August, 2017 to 29 August, 2017 (both days inclusive).
- iv) **Dividend payment date:** Expected on or after 28 September, 2017.

v) Listing on Stock Exchanges

The Company's shares are listed at the BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE).

vi) Stock Code

BSE Limited. : 532539
National Stock Exchange of India Ltd. : MINDAIND

vii) Stock Prices during 2016-17

The performance of the company's scrip on BSE and NSE as compared to the SENSEX and NIFTY during the year 2016-17 are as under:-

Month(s)	SENSEX		MIL share price on BSE (Amount in ₹)	
	High	Low	High	Low
Apr 2016	26100.54	24523.20	1025.00	970.00
May 2016	26837.20	25057.93	1249.00	978.75
Jun 2016	27105.41	25911.33	1230.00	1091.60
July 2016	28240.20	27034.14	1194.20	1145.70
Aug 2016	28532.25	27627.97	1313.20	1071.75
Sep 2016*	29077.28	27716.78	1648.00	1261.95
Oct 2016	28477.65	27488.30	395.00	295.00
Nov 2016	28029.80	25717.93	405.35	263.00
Dec 2016	26803.76	25753.74	333.50	289.75
Jan 2017	27980.39	26447.06	362.00	300.20
Feb 2017	29065.31	27590.10	445.00	343.00
Mar 2017	29824.62	28716.21	452.25	421.65

Month(s)	NIFTY		MIL share price on NSE (Amount in ₹)	
	High	Low	High	Low
Apr 2016	8,000.00	7,533.00	1035.00	980.00
May 2016	8,229.45	7,700.95	1240.00	980.00
Jun 2016	8,318.90	7,927.10	1217.00	1080.00
July 2016	8,888.00	8,295.05	1217.00	1146.00
Aug 2016	8,863.70	8,547.60	1313.35	1073.35
Sep 2016*	8,994.50	8,562.05	1647.00	1262.00
Oct 2016	8,837.75	8,507.35	395.90	292.25
Nov 2016	8,704.60	7,921.00	403.90	262.10
Dec 2016	8,294.00	7,896.35	333.00	290.00
Jan 2017	8,698.15	8,151.00	363.00	297.85
Feb 2017	8,982.90	8,555.00	445.80	342.50
Mar 2017	9,212.85	8,872.70	451.85	420.55

* Shares subdivided on 14 September 2016

viii) Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I,
Near PVR, Naraina, New Delhi-28.

ix) Share Transfer System

As per clause 3 (c) of this report.

x) Distribution Schedule and Shareholding Pattern as on 31st March 2017

Distribution Schedule		
Category (shares)	No. of Shareholders	Shares
Upto 500	12347	1296679
501 - 1000	1005	769476
1001 - 2000	638	1011153
2001 - 3000	282	727045
3001 - 4000	110	395734
4001 - 5000	114	541065
5001 - 10000	150	1163633
10001 and above	173	73421995
Total	14819	79326780

Shareholding Pattern		
Category of Shareholders	No. of Shares	% of Total Shares
Promoters and Promoters Group	58716650	74.02
Mutual Funds/UTI	2312018	2.91
Banks, Financial Institutions, Insurance Companies	67327	0.08
Foreign Institutional Investors	3105478	3.91
Private Bodies Corporate	3871026	4.88
Indian Public	9763007	12.31
Non-resident Individuals / Overseas Corporate Bodies	586609	0.74
Others	904665	1.15
Total	79326780	100

xi) Dematerialisation of shares and liquidity as on March 31, 2017:

78563251 equity shares i.e. 99.04% of shares of the company are in dematerialised form.

xii) Plant Location(s)

- 1) Village Naharpur Kasan P.O. Nakhrola Distt. Gurgaon (Haryana)
- 2) Village Nawada Fatehpur, P.O. Sikanderpur Badda, Distt. Gurgaon (Haryana)
- 3) 34-35 K.M. G.T. Karnal Road Village Rasoi, Sonapat (Haryana)
- 4) 37, Rajasthan Udyog Nagar, Delhi -110033.
- 5) Plot No. 5, Sector-10, IIE, Pant Nagar, Udham Singh Nagar, Uttrakhand
- 6) Survey No. 209, Upparapalli Village, Periya Mathagondapally (Post) Hosur - Thally Road, Denkanikottai(Taluk), Krishnagiri District, Tamilnadu
- 7) Plot No. B-3, SIPCOT Industrial Park at Pillaipakam Vengadu Taluk, Sriperumpudur, Chennai.
- 8) A-35, MIDC Waluj, Aurangabad, Maharashtra
- 9) B-1/5, Chakan Industrial Area, Village-Mahalunge, Taluka-khed Distt. Pune, Maharashtra
- 10) B-1/4/2, MIDC, Chakan Industrial Area, Villalge Nigoje, Taluka Khed, Distt. Pune, Maharashtra.
- 11) B-6, Chakan Industrial Area, Village-Mahalunge, Taluka-khed Distt. Pune, Maharashtra
- 12) C-41, MIDC, Chakan Industrial Area, Village Mahalunge (Ingle), Taluka Khed, Distt. Pune, Maharashtra.

xiii) Address for Correspondence: Minda Industries Ltd.

Regd. Off.: B-64/1, Wazirpur Industrial Area,
Delhi - 110 052.
(Tel) - 011-27374444, 0124-2291604
(Fax) - 0124-2290676
E-mail: hcdhamija@mindagroup.com

ANNEXURE-E TO BOARD'S REPORT

Certificate on Corporate Governance

To The Members
Minda Industries Limited

We have examined the compliance of conditions of Corporate Governance by Minda Industries Limited ("the Company"), for the financial year ended March 31, 2017 as stipulated under the provisions of 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 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

Date : 15 May, 2017
Place: New Delhi

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

Sanjay Grover
Managing Partner
CP No. 3850

ANNEXURE-F TO BOARD'S REPORT

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

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17.

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2016-17 (₹ in Lacs)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Nirmal K Minda Chairman and Managing Director	592.46	54.91%	325:1
2	Mr. Sudhir Jain Group CFO	198.05	30.92%	N.A.
3	Mr. H.C. Dhamija V.P. Group Accounts, Legal, Secretarial, Indirect Taxation and Company Secretary	68.68	4.19%	N.A.

- ii) The median remuneration of employees of the Company during the financial year was ₹1.82 Lacs
- iii) In the financial year, there was an increase of 1.6% in the median remuneration of employees;
- iv) There were 3258 permanent employees on the rolls of Company as on March 31, 2017;
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2016-17 was 11% whereas the increase in the managerial remuneration for the same financial year was 43.28%.
- vi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE-G TO BOARD'S REPORT

Secretarial Audit Report

for the Financial Year Ended on 31st March, 2017

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

To,
The Members
Minda Industries Limited
(CIN: L74899DL1992PLC050333)
B-64/1 WAZIRPUR, INDUSTRIAL AREA,
Delhi-110052

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

We report that-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and standards and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company

has, during the audit period covering the financial year ended on 31st March, 2017 ("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, 2017 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;
- (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;
 - (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;

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

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

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

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

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

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

Adequate notices were given to all directors of the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

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

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

We further report that during the audit period:

- The Shareholders of the Company in the Annual General Meeting dated August 11, 2016 passed the following resolution(s):-
 - Pursuant to Section 62(1)(b) of the Act read with SEBI (Share Based Employee Benefits) Regulations, 2014 approved the Minda Employee Stock Option Scheme - 2016 (hereinafter referred to as 'Minda ESOS-2016') and further accorded the Board to create, grant, issue, offer and allot in one or more tranches under the Minda ESOS 2016 to the present and/or future permanent eligible employees of the Company and its subsidiaries (including Directors of the Company, whether Whole Time Director or not, but excluding Independent Directors) upto 3,00,000 Options (or such other adjusted figure after the stock split as on the date of the Institution of the Scheme);
 - Pursuant to Section 61 of the Act accorded to subdivision of one fully paid up Equity Share of Face value of ₹10/- (Rupees Ten only) each into 5 (Five) Equity Shares of Face value of ₹2 (Rupee Two only) each fully paid up;
 - The re-appointed of Mr. Nirmal K Minda as Chairman and Managing Director, liable to retire by rotation, for a period of 2 (Two) years, commencing from April 1, 2016;
- The Shareholders of the Company through postal ballot (result declared on January 09, 2017) passed the following resolution(s):-
 - Pursuant to Section 180(1)(a), 110 & 188 of the Act authorised the Board of Directors to hive off, to sell, transfer, assign or otherwise dispose off the business related to manufacturing and trading of Batteries to Minda Storage Batteries Private Limited, subsidiary of the Company on or before April 30, 2017;
 - Pursuant to Section 23, 42 & 62(1)(c) of the Act approved the issue of securities of an aggregate amount upto ₹500 Crores (Rupees Five Hundred Crores Only) by way of public issue or private placement.

For **Sanjay Grover & Associates**

Company Secretaries

Firm Registration No. P2001DE052900

Place: New Delhi
Date: May 15, 2017

Sanjay Grover
Managing Partner
CP No.: 3850

ANNEXURE-H TO BOARD'S REPORT

Extract of Annual Return

Form No. MGT-9

as on the financial year ended on 31st March, 2017

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

I. Registration and Other Details

CIN	L74899DL1992PLC050333
Registration Date	16 September, 1992
Name of the Company	Minda Industries Limited
Category/Sub-Category of the Company	Public Company/ Limited by Shares
Address of the Registered Office and Contact details	B-64/1, Wazirpur Industrial Area, Delhi-110052 Phones: 011-27374444, 0124-2290427/28, Fax : 0124-2290676/95
Whether listed company	Yes.
Name, Address and Contact details of Registrar and Transfer Agent, if any.	Link Intime India Private Ltd. 44, Community Centre, Near PVR Naraina, Naraina Industrial Area, Phase-I, New Delhi -110028 Phones : 011- 41410592 - 94 / 25896893, 25897309 Fax 011- 41410591

II. Principal Business Activities of the Company

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

Sl. No.	Name and Description of main products / service	NIC Code of the Product/ Service	% to Total turnover of the Company
1	Switches, Horns and Electronic Components for Automobiles	2930	68%
2	Lightings for Automobiles	2740	28%

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Minda Auto Components Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U25209DL1996PLC083240	Subsidiary	100	2(87)
2.	Minda Distribution & Services Ltd. 301/233, Mukundpur, New Delhi-110042	U34300DL2011PLC227272	Subsidiary	100	2(87)
3.	Minda Storage Batteries Private Limited, B-64/1, Wazirpur Industrial Area, Delhi-110052	U35900DL2011PTC228383	Subsidiary	100	2(87)
4.	Rinder India Private Limited Gut No.148, Mahalunge Ingale Off Chakan Talegaon Road, Taluka Khed, Pune-410501	U31506PN1988PTC045915	Subsidiary	100	2(87)
5.	Global Mazinkert S.L. Calle Paradillo 5, Bajo Ext. DR Madrid, 28002, Spain	-	Subsidiary	100	2(87)
6.	MJ Casting Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U28900DL2010PLC211731	Subsidiary	98	2(87)
7.	Minda Kyoraku Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35122DL2011PLC223819	Subsidiary	71.66	2(87)

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
8.	Minda Kosei Aluminum Wheel Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U29130DL2015PTC278233	Subsidiary	69.99	2(87)
9.	Minda TG Rubber Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U29253DL2015PTC275475	Subsidiary	51	2(87)
10.	Sam Global Pte Ltd. 30, Cecil Street, # 19-08, Prudential Tower, Singapore-049712	-	Subsidiary	51	2(87)
11.	1. PT Minda Automotive Asean JL Permata Raya, LOT CA-7, Kawasan Industry, KIIC, Karawang Bharat, West Java, Indonesia	-	Subsidiary	50.68	2(87)
12.	Roki Minda Co. Private Limited B-64/1, Wazirpur Industrial Area, Delhi-110052	U34300DL2010PTC211292	Joint Venture	49	2(6)
13.	Minda Emer Technologies Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U35999DL2010PLC200859	Joint Venture	48.90	2(6)
14.	Kosei Minda Aluminum Co. Private Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U28910TN2011PLC079581	Associate Company	30	2(6)
15.	Mindarika Pvt. Ltd. B-64/1, Wazirpur Industrial Area, Delhi-110052	U74899DL1995PTC073692	Associate Company	27.08	2(6)
16.	Minda NexGenTech Ltd. 37, Rajasthan Udyog Nagar, Delhi-110033	U31900DL2011PLC217478	Associate Company	26	2(6)
17.	Clarton Horn Spain Avda. Juan Carlos I s/n La Carolina, CP : 23200, Spain	-	Step Down Subsidiary	100	2(87)
18.	Clarton Horn Morocco SARL Lot 102 A-3 Zone Franche de exportation 90000 Tanger (Marruecos)	-	Step Down Subsidiary	100	2(87)
19.	CH Signalakustic GmbH Zehntwiesenstrasse 31 Q 76275 Ettlingen Germany	-	Step Down Subsidiary	100	2(87)
20.	Clarton Horn Mexico Avda. Hercules N° 401 -B Int. No. Bodega 14 Poligono empresarial Santa Rosa Jauregui 76220 Santa Rosa Jauregi Queretaro (Mexico)	-	Step Down Subsidiary	100	2(87)
21.	PT Minda Trading JL Permata Raya, LOT CA-7, Kawasan Industry, KIIC, Karawang Bharat, West Java, Indonesia	-	Step Down Subsidiary	100	2(87)
22.	Minda Industries Vietnam Company Limited Binh Xuyen Industrial Park, Dao Duc Village, Binh Xuyen District, Vinh Phuc Province, Vietnam Zip - 280000	-	Step Down Subsidiary	100	2(87)

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares of ₹10 each held at the beginning of the year				No. of Shares of ₹2 each (after sub-division) held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the Year
A. Promoters									
(1) Indian									
a) Individual/ HUF	6795461	-	6795461	42.83	33977305	-	33977305	42.83	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	4429570	-	4429570	27.92	24631115	-	24631115	31.05	3.13
e) Bank/Fl	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Trust	21646	-	21646	0.14	108230	-	108230	0.14	-
Sub-Total (A) (1)	11246677	-	11246677	70.89	58716650	-	58716650	74.02	3.13
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A) = (A)(1)+(A)(2)	11246677	-	11246677	70.89	58716650	-	58716650	74.02	3.13
B. Public Shareholding									
(1) Institution									
a) Mutual Fund/UTI	263536	-	263536	1.66	2312018	-	2312018	2.91	1.25
b) Banks/Fl	1000	-	1000	0.01	67327	-	67327	0.08	0.07
c) Venture Capital Fund	-	-	-	-	-	-	-	-	-
d) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
e) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
f) Foreign Portfolio Investors	343233	-	343233	2.16	3105478	-	3105478	3.91	1.75
g) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
h) Insurance Companies	-	-	-	-	-	-	-	-	-
i) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
j) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	607769	-	607769	3.83	5484823	-	5484823	6.91	3.08
(2) Central Government / State Government / President of India									
(3) Non-Institutions									
a) Body Corporate									
i) Indian	1256426	5400	1261826	7.95	3844026	27000	3871026	4.88	-3.07
ii) Overseas									

Category of Shareholders	No. of Shares of ₹10 each held at the beginning of the year				No. of Shares of ₹2 each (after sub-division) held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the Year
b) Individuals									
i) individual shareholders holding nominal share capital upto 1 Lacs	869176	157209	1026385	6.47	5972486	727529	6700015	8.45	1.98
ii) individual shareholders holding nominal share capital in excess of 1 Lacs	597516	-	597516	3.77	3062992	-	3062992	3.86	0.09
c) Others (Specify)									
i) Trust	42185		42185	0.27	210925		210925	0.27	0
ii) Non-Resident Indians	73946		73946	0.47	586609		586609	0.74	0.27
iii) Clearing Members	71687		71687	0.45	130282		130282	0.16	-0.29
iv) Hindu Undivided Families	99911	1800	101711	0.64	554458	9000	563458	0.71	0.07
v) Foreign Corporate Bodies	835654		835654	5.27	-	-	-	-	-5.27
Sub-Total (B) (2)	3846501	164409	4010910	25.28	14361778	763529	15125307	19.07	-6.21
Total Public Shareholding (B) = (B)(1)+(B)(2)	4454270	164409	4618679	29.11	19846601	763529	20610130	25.98	-3.13
TOTAL (A) + (B)	15700947	164409	15865356	100	78563251	763529	79326780	100	0
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A) + (B) + (C)	15700947	164409	15865356	100	78563251	763529	79326780	100	0

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the Year (as on 01.04.2016)			Shareholding at the end of the year (as on 31.03.2017)			% change in shareholding during the year.
	No. of Shares of ₹10 each	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares of ₹2 each after sub- division	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	
Minda Investments Ltd.	4180930	26.35	-	20904650	26.35	-	-
Ms. Suman Minda	2476140	15.61	-	12380700	15.61	-	-
Mr. Nirmal K Minda	2401869	15.14	-	12009345	15.14	-	-
Nirmal K Minda (HUF)	1502142	9.47	-	7510710	9.47	-	-
Minda Finance Ltd.	248640	1.57	-	1243200	1.57	-	-
Ms. Pallak Minda	211480	1.33	-	1057400	1.33	-	-
Ms. Paridhi Minda	114000	0.72	-	570000	0.72	-	-
Mr. Amit Minda	86168	0.54	-	430840	0.54	-	-
Maa Vaishno Devi Endowment	21646	0.14	-	108230	0.14	-	-
Mr. Anand Kumar Minda	3600	0.02	-	18000	0.02	-	-
Mr. Vijay Kumar Jain	62	0.00	-	310	0.00	-	-
Singhal Fincap Ltd.	-	-	-	2483265	3.13	-	3.13
TOTAL	11246677	70.89	-	58716650	74.02	-	3.13

iii) Change in Promoters' Shareholding

Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2016)		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	11246677	70.89	11246677	70.89
Sub-division of equity share of ₹10 each to ₹2 each	56233385	70.89	56233385	70.89
Date wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	2483265	3.13	58716650	74.02
At the end of the year	58716650	74.02	58716650	74.02

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

Sl. No.	For each of the Top 10 Shareholders	Date(s)	Description	Movement of shareholding during 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
1	HSBC Global Investment Funds -Asia Ex Japan Equity Smaller Companies	1 Apr 2016	At the beginning of the year	Nil	Nil	Nil	Nil
		23 Dec 2016	Purchase	2120113	2.67	2120113	2.67
		13 Jan 2017	Sale	(70390)	(0.09)	2049723	2.58
		20 Jan 2017	Sale	(63078)	(0.08)	1986645	2.50
		27 Jan 2017	Sale	(3717)	0.00	1982928	2.50
		10 Feb 2017	Sale	(7548)	(0.01)	1975380	2.49
		03 Mar 2017	Purchase	8158	0.01	1983538	2.50
		10 Mar 2017	Sale	(70514)	(0.09)	1913024	2.41
		17 Mar 2017	Sale	(2048)	0.00	1910976	2.41
		31 Mar 2017	Sale	(2925)	0.00	1908051	2.41
		31 Mar 2017	At the end of the year			1908051	2.41
2	Mr. Om Parkash Aggarwal	1 Apr 2016	At the beginning of the year	300000	1.89	300000	1.89
		22 Apr 2016	Purchase	13600	0.09	313600	1.98
		14 Sep 2016	Sub-division of shares	1568000	1.98	1568000	1.98
		31 Mar 2017	At the end of the year			1568000	1.98
3	Amity Infotech Pvt. Ltd.	1 Apr 2016	At the beginning of the year	267000	1.68	267000	1.68
		14 Sep 2016	Sub-division of shares	1335000	1.68	1335000	1.68
		31 Mar 2017	At the end of the year			1335000	1.68
4	Zeal Impex and Traders Private Limited.	1 Apr 2016	At the beginning of the year	267000	1.68	267000	1.68
		14 Sep 2016	Sub-division of shares	1335000	1.68	1335000	1.68
		31 Mar 2017	At the end of the year			1335000	1.68
5	IDFC STERLING EQUITY FUND	1 Apr 2016	At the beginning of the year	Nil	Nil	Nil	Nil
		27 Aug 2016	Purchase	276806	1.74	276806	1.74
		3 Sep 2016	Purchase	2100	0.02	278906	1.76
		10 Sep 2016	Sale	(10123)	(0.07)	268783	1.69
		14 Sep 2016	Sub-division of share	1343915	1.69	1343915	1.69
		07 Oct 2016	Purchase	3346	0.01	1347261	1.70
		30 Dec 2016	Sale	(45)	0.00	1347216	1.70
		06 Jan 2017	Sale	(7454)	(0.01)	1339762	1.69
		13 Jan 2017	Purchase	18108	0.02	1357870	1.71
		20 Jan 2017	Sale	(2003)	0.00	1355867	1.71
		27 Jan 2017	Purchase	3038	0.00	1358905	1.71
		03 Feb 2017	Purchase	16204	0.02	1375109	1.73

Sl. No.	For each of the Top 10 Shareholders	Date(s)	Description	Movement of shareholding during 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
5	IDFC STERLING EQUITY FUND	10 Feb 2017	Sale	(13103)	(0.02)	1362006	1.72
		03 Mar 2017	Sale	(62865)	(0.08)	1299141	1.64
		10 Mar 2017	Sale	(42544)	(0.05)	1256597	1.58
		17 Mar 2017	Sale	(53256)	(0.07)	1203341	1.52
		31 Mar 2017	At the end of the year			1203341	1.52
6	Canara Robeco Mutual Fund A/c Canara Robeco Emerging Equities	1 Apr 2016	At the beginning of the year	Nil	Nil	Nil	Nil
		16 Sep 2016	Purchase	402000	0.51	402000	0.51
		23 Sep 2016	Purchase	50000	0.06	452000	0.57
		30 Sep 2016	Purchase	52957	0.07	504957	0.64
		07 Oct 2016	Purchase	51037	0.06	555994	0.70
		14 Oct 2016	Purchase	13337	0.02	569331	0.72
		21 Oct 2016	Purchase	44861	0.06	614192	0.77
		28 Oct 2016	Purchase	50000	0.06	664192	0.84
		11 Nov 2016	Purchase	72000	0.09	736192	0.93
		18 Nov 2016	Purchase	193000	0.24	929192	1.17
		25 Nov 2016	Purchase	40727	0.05	969919	1.22
		02 Dec 2016	Sale	(20000)	(0.03)	949919	1.20
		16 Dec 2016	Purchase	42013	0.05	991932	1.25
		23 Dec 2016	Purchase	12050	0.02	1003982	1.27
		30 Dec 2016	Purchase	2634	0.00	1006616	1.27
		06 Jan 2017	Purchase	14276	0.02	1020892	1.29
		13 Jan 2017	Purchase	12693	0.02	1033585	1.30
		20 Jan 2017	Purchase	35000	0.04	1068585	1.35
		03 Feb 2017	Purchase	30577	0.04	1099162	1.39
		17 Feb 2017	Purchase	20000	0.03	1119162	1.41
17 Mar 2017	Sale	(21000)	(0.03)	1098162	1.38		
24 Mar 2017	Sale	(36123)	(0.05)	1062039	1.34		
31 Mar 2017	Sale	(3362)	(0.01)	1058677	1.33		
31 Mar 2017	At the end of the year			1058677	1.33		
7	Mr. Viney Parkash	1 Apr 2016	At the beginning of the year	205746	1.30	205746	1.30
		14 Sep 2016	Sub-division of shares	1028730	1.30	1028730	1.30
		31 Mar 2017	At the end of the year			1028730	1.30
8	Mr. Puneet Kumar Jakhodia	1 Apr 2016	At the beginning of the year	71013	0.45	71013	0.45
		14 Sep 2016	Sub-division of shares	355065	0.45	355065	0.45
		31 Mar 2017	At the end of the year			355065	0.45
9	Shadi Lal Minda Charitable Trust	1 Apr 2016	At the beginning of the year	42185	0.27	42185	0.27
		14 Sep 2016	Sub-division of shares	210925	0.27	210925	0.27
		31 Mar 2017	At the end of the year			210925	0.27
10	Kemnay Investment Fund Ltd.	1 Apr 2016	At the beginning of the year	16480	0.10	16480	0.10
		9 May 2016	Purchase	7000.00	0.04	23480.00	0.15
		22 Jul 2016	Purchase	2500.00	0.02	25980.00	0.16
		14 Sep 2016	Sub-division of share	129900	0.16	129900	0.16
		02 Dec 2016	Sale	(7128)	(0.01)	122772	0.15
		06 Jan 2017	Purchase	5600	0.01	128372	0.16
		03 Mar 2017	Purchase	54538	0.07	182910	0.23
		10 Mar 2017	Purchase	20292	0.03	203202	0.26
31 Mar 2017	At the end of the year			203202	0.26		

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors*	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares of ₹10 each	% of Total shares of the Company	No. of Shares of ₹2 each after sub-division	% of Total shares of the Company
Mr. Nirmal K Minda, Chairman & M.D.				
At the beginning of the year	2401869	15.14	12009345	15.14
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	2401869	15.14	12009345	15.14
Mr. Anand Kumar Minda, Director				
At the beginning of the year	3600	0.02	18000	0.02
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	3600	0.02	18000	0.02
Mr. Satish Sekhri, Director				
At the beginning of the year	140	0.00	700	0.00
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	140	0.00	700	0.00

For each KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares of ₹10 each	% of Total shares of the Company	No. of Shares of ₹2 each after sub-division	% of Total shares of the Company
Mr. Sudhir Jain, Group CFO				
At the beginning of the year	91	0.0006	455	0.0006
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	1395	0.0017
At the end of the year	1850	0.0023	1850	0.0023
Mr. H.C. Dhamija, V.P. Group Accounts, Legal Secretarial, Indirect Taxation & Co. Secretary				
At the beginning of the year	446	0.0028	2230	0.0028
Datewise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	-	-	-	-
At the end of the year	446	0.0028	2230	0.0028

V. Indebtedness

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

(₹ in Crore)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year as on 1 April, 2016				
1) Principal Amount	68.95	29.74	-	98.69
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	0.26	0.63	-	0.88
Total	69.21	30.37	-	99.57
Change in indebtedness during the financial year				
• Addition	24.88	63.72	-	88.59
• Reduction	(13.51)	-	-	(13.51)
Net Change	11.36	63.72	-	75.08
Indebtedness at the beginning of the Financial Year as on 1 April, 2017				
1) Principal Amount	80.55	93.93	-	174.48
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	0.02	0.15	-	0.17
Total	80.57	94.08	-	174.65

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

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Mr. Nirmal K Minda, Chairman & Managing Director
Gross Salary		
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	114.00
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	66.09
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-
2	Stock options	-
3	Sweat Equity	-
4	Commission	
	- as % of profit	3%
	- Amount	291.98
5	Others - please specify*	120.37
	TOTAL (A)®	592.44

*includes allowances on accrual basis.

® 5% of the net profits of the Company, calculated as per section 198 of the Companies Act, 2013.

B. Remuneration to Independent Directors

Description	Mr. Alok Dutta	Mr. Satish Sekhri	Ms. Renu Challu	Total (Amount in ₹/Lacs)
Fees for attending Board/ Committee Meetings	4.40	4.40	3.50	12.30
- Commission	-	-	-	-
- Others, please specify	-	-	-	-
TOTAL (B)	4.40	4.40	3.50	12.30

Total Managerial Remuneration (A) + (B) ₹604.74 Lacs

C. Remuneration to Key Managerial other than MD/WTD

Sl. No.	Particulars of Remuneration	Mr. Sudhir Jain, Group CFO	Mr. H.C. Dhamija, V.P. Group Accounts, Legal, Secretarial, Indirect Taxation & Co. Secretary	Total Amount (₹ in Lacs)
Gross Salary				
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	175.17	52.80	227.97
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	0.39	0.39	0.78
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify.	-	-	-
5	Others - please specify*	22.49	15.49	38.08
	TOTAL (A)	198.05	68.68	266.83

*includes allowances on accrual basis.

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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Director					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Others Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE-I TO BOARD'S REPORT

Management Discussions and Analysis

Global Economic Overview

According to the International Monetary Fund (IMF), global growth for 2017 is estimated at 3.5% (3.1% in 2016) a long-awaited cyclical recovery in investment, manufacturing and trade. The projected growth for 2018 is 3.6%.

Some factors which support the improved outlook are stronger economic activity, expectations of more robust global demand, reduced deflationary pressures and optimistic financial markets. Yet, structural impediments to a stronger recovery (viz crude prices) and an unfavourable balance of risks including low commodity prices, contribute to the downside, especially in the medium term.

Source: International Monetary Fund. 2017. World Economic Outlook: Gaining Momentum Washington, April.

Advanced Economies

United States, Canada, France, Spain and other advanced economies are likely to steadily contribute to productive activity. United Kingdom and Japan too are projected to see a growth in 2017 though their 2018 output is not so promising. Germany, Italy and Korea are prominent exceptions to this uptick. Consequently, advanced economies are projected to clock at a steady growth clip of 2% in both 2017 and 2018.

Emerging Market and Developing Economies (EMDE)

Emerging and Developing Europe, CIS nations, Latin America and Caribbean and Sub-Saharan Africa are also expected to witness a healthy economic growth in 2017 and 2018. MENA, Afghanistan, Pakistan and Saudi Arabia are likely to return to 3.4% growth in 2018 after seeing a dip to 2.6% in 2017. In the projections for Emerging and Developing Asia, China is seen sliding from 6.7% in 2016 to 6.6% in 2017 and 6.2% in 2018 while ASEAN-5 grows steadily rising to 5.2% growth in 2018.

However, the most promising chapter of this yet uncertain economic recovery is unfolding right here in India with growth projected to move from 6.8% in 2016 to 7.2% in 2017 and 7.7% in 2018. This, despite the trimming of the growth forecast for 2017 by 1% and 2018 by 0.4% to factor in a temporary negative consumption shock due to cash shortages and payment disruptions induced by the withdrawal of ₹1000 and ₹500 currency notes from the economy.

Indian Economy: A Perspective

As the second largest population firing up the fourth largest economy (on a purchasing power parity basis), India accounts for much of the South Asian region's economic activity. A robust domestic demand, low energy costs, large and growing middle class, higher disposable

income in urban as well as rural households, continuing as the most attractive destination for FDI and policy reforms climate are the key factors boosting India's economic growth. A stable government at centre has also enabled passing of some key reforms

1. A bankruptcy and insolvency code was enacted.
2. Goods and Services Tax (GST) Act.
3. Rules governing FDI underwent sweeping liberalisation, allowing for 100% ownership in previously restricted sectors.
4. A monetary policy framework and a flexible inflation target ranging from 2-6%.

While these are envisaged as transformational steps for the Indian economy and its business environment, robust implementation of these policy changes will be key to realising the full potential of these reforms. The auto sector and its upstream automotive components industry also hopes to benefit from these policy initiatives in the long run.

Source:

• CIA. *The World Factbook*. (<https://www.cia.gov/library/publications/the-world-factbook/geos/in.html>)

• World Bank Group. 2017. *Global Economic Prospects, April 2012 Weak Investment in Uncertain Times*. Washington, DC.

The Indian Automotive Industry

The Indian Auto Industry is among the largest in the world, contribution to more than 7% of Indian's GDP. This sector is allow a prominent exporter.

Outlook by segment

Commercial Vehicles

The CV segment is expected to grow at a moderate 2-4% with decline in Medium and Heavy Commercial Vehicles (MHCVs) sub-segment offsetting growth projections of 5-7% for Light Commercial Vehicles (LCVs) sub-segment and 7-9% for buses sub-segment. Sale of MHCVs to decline 2-4% in 2018 as the replacement demand from large fleet operators continue to fall. In contrast, sale of LCVs is expected to grow over a high base. Improved private consumption expenditure-a key driver for LCVs, which are used to carry redistribution freight-will aid this growth, implying opportunity for component makers catering to this segment.

Passenger Vehicles (PVs)

Cars and Utility Vehicle (UVs) segment is expected to grow 7-9% in 2018 with rising disposable incomes aided by higher GDP growth. 70% of the

PV segment is still constituted by small cars, which is extremely price sensitive market segment. Consumer preference continues to shift towards compact SUVs, Sedan components suppliers have relatively better bargaining power.

Two-wheelers (2W)

Sale of two-wheelers is expected to grow 8-10% in 2018 with motorcycles clocking and estimated 6-8% growth, assuming normal monsoon, and sale of scooters growing between 12-14%.

Tractors

Tractor sales are projected to grow 8-10% in 2018 over a high base, assuming normal monsoon. Suppliers of tractor components are likely to see improved returns from this year after two consecutive years of declining volumes in 2015 and 2016. *Source: CRISIL Report*

Impact of Goods and Service Tax

The rate structure finalised by the GST Council is projected to have a neutral impact on automobiles sector as OEMs have started to pass on the benefit to customers.

Large part of Indian aftermarket is still unorganised and GST will pave the way for unorganised traditional autoparts makers to reform and join the mainstream. The organised players will also improve realisation as counterpart sales will see decline.

Policy Impact

Rationalised Structure

The government has rationalised excise and customs duties on automobiles, auto components and raw materials in a phased manner. However, semi-knocked down (SKD) units, completely built units (CBU) and second-hand imports of PVs will continue to attract high customs duties. This will offer protection to domestic automakers and provide impetus for foreign direct investments by global auto majors who will invest in local manufacturing parts of Make in India.

National Automotive Testing and R&D Infrastructure Project (NATRiP)

The government and the automotive industry jointly plan to invest ₹38 billion in NATRiP. NATRiP is envisaged to give the Indian players the combined advantages of low-cost manufacturing and product development, enhancing the industry's competitiveness and make the system more agile.

This will improve and deepen

1. Manufacturing Capabilities

2. Localise R&D
3. Boost Exports.

Automotive Mission Plan 2016-2026 (AMP)

The plan focuses on creation of intellectual property, improvement in the quality of tier-II and tier-III suppliers, improved safety and emission norms, increased electronic content in vehicles and a push towards globalisation of the market through free-trade initiatives. The milestones set out in the AMP are,

- AMP 2016-26 aims to make the industry a significant contributor to the Skill India programme by creating 65 million jobs, over and above the 25 million generated in the previous ten years
- Contribute 12% to India's GDP
- Ensure India's automotive sector ranks amongst the top three globally
- Multi-fold increase in share of exports to 35-40% of overall output
- Implement end-of-life policy for vehicles and components
- Skip Bharat Stage (BS) V and leapfrog to BS VI vehicular pollution norms by 2020
- The realisation of AMP will also play an important role in skilling of work force which is important goal of current government.

Industry drivers

Improving safety standards & other regulatory norms

Progressively evolving safety regulations have led to several technological developments in the Indian automobile industry.

Safety systems in India can be split into active and passive systems. Active safety systems stabilise the vehicle's response to critical situations, helping maintain its steerability sensorbased application. Passive systems are in-built and prevent or minimise injuries to occupants and pedestrians in case of accidents (Air bags + EA-Pads).

An accent on improving safety standards will have a direct positive bearing on the demand for safety related automotive components like driving assistance system & products.

Increasing electronic content

Prospects of the auto component industry are also expected to be guided by increasing electronic content by virtue of stricter safety norms and usage of driver assistance systems like, satellite navigation, lane assistance, & reverse parking among others.

Transition and adherence to BS-VI norms also necessitates a changeover to electronic controls. Recent advancements in engine technology also deploy electronic control units to monitor the flow of fuel and air into the cylinders.

Capability building for manufacturing electronic content has been incorporated into the milestones of AMP 2016-2026 and is expected to be a significant driver for the auto and auto components sector.

Indian Automotive Component Industry

Key underpinnings for 2017-18

Stable outlook for auto component production growth

Auto components production in India is projected to grow between 7-9% in FY 2017-18, aided by a 9-11% demand growth in OEM segment and 0-3% growth in exports. In the five year period from 2015-16 the industry output is expected to maintain a CAGR of 10-12% to touch ₹4,193 billion by FY 2020-21. A healthy rise in automobile sales will drive OEM segment off-take projected to record a CAGR of 10-12% and climb up to ₹2,772 billion by 2020-21.

Rapidly changing regulatory norms are likely to create demand for high-value components leading to higher realisation across vehicle segments in the long term (Air bags, R PAS among others). While raised cost of ownership of vehicles due to BS VI rollout could lower volume demand in FY 2020-21, higher realisation may offset this decline.

Table : Actual and projected growth (CAGR) in vehicle segments

Segment	2010-11 to 2015-16	2015-16 to 2020-21
Two Wheelers	7.0%	4-6%
Cars & Utility Vehicles	2.0%	11-13%
Commercial Vehicles	0.0%	8-10%
Three Wheelers	-1.0%	1-3%
Tractors	0.0%	9-11%

Source: CRISIL Research

Note: CAGR from 2015-16 to 2020-21 represents value growth, while the CAGR from 2010-11 to 2015-16 represents volume growth.

As India becomes a global hub for OEMs to cater to neighbouring markets, exports are expected to record a 10-12% CAGR from 2015-16 to 2020-21.

Automotive component imports (of which over 70% are estimated to cater to replacements) are forecasted to expand at 8-10% (CAGR) during the same period. Consequently, growth of domestic production for aftermarkets will remain range bound between 8-10% (CAGR).

However, more than business as is, prospects for the automotive components industry are expected to be guided by changes in product specifications and regulations such as replacing metals with plastics to reduce curb weight of vehicles, increasing electronic content to improve controls and better injection systems, electronic engine controls, driver assistance systems to substantially reduce emissions.

Exports are expected to pick up marginally at 0-3%, with a flat growth of CV sales in the US. Sale of PVs in UK is projected to decline in 2018 with Brexit beginning to impact car buying sentiment. However, a steady growth of 5% is expected from Germany in 2017 on buoyed consumer sentiment.

Aftermarket for components will continue a strong demand growth at 8-10% in FY 2017-18 post the GST roll out.

Source: CRISIL Report

Automotive Components' Demand Outlook

OEM Demand

Demand for automotive components emerging from OEMs is projected to grow at 10-12% CAGR between FY2016 and FY2021, to approximately ₹2,772 billion, led by robust vehicle production. Within the segment, demand from cars and utility vehicles is likely to show fastest growth (11-13% CAGR) followed by commercial vehicles (MHCV 5-7%, LCV 10-12% and buses 8-10%) and two-wheelers (8-10%). The proportion of manufacturing activity outsourced to auto-component makers is the highest for cars and utility vehicles, making it a significant sub-segment for the industry. In addition, other segments will also witness increase in outsourced components.

Replacement Demand

The proportion of vehicles requiring replacement is expected to remain high until 2020-21. Since vehicle production in 2010-15 has been much higher than in 2004-2009 grow at a healthy CAGR of 8%-10% in the next five years. Total auto-component imports are forecasted to post an 8%-10% CAGR, slightly lower than the CAGR of 11.4% in the previous quinquennium.

Certain economic developments are seen to hold great promise for the organised auto-components sector. First, there is an emerging proclivity of OEMs to shift to localised products. Second, under the new GST regime, there is strong likelihood of the industry gradually turning to organised players for sourcing auto-components. Third, the government has imposed anti-dumping duties on certain components, (Tyres and Alloy wheels among others). As a consequence of these developments, replacement parts may increasingly be sourced from domestic players accompanied by more intensive use of service stations with service quality improvement. Therefore, Minda Distribution Services Limited, the aftermarket arm of MIL will, if anything, experience positive impact of the GST roll-out.

Export Demand

Though the penetration of Indian automotive components in major markets such as the North American Free Trade Agreement region and the European Union is minuscule at present, forming less than 1% of global exports, this is set to change. In the near future, global OEMs are definitely expected to increasingly source automotive components at competitive prices from low-cost countries, such as India, where component manufacturers have demonstrated their ability to adhere to stringent international quality standards.

Therefore, there is a considerable opportunity for expansion by Indian auto-component players in the next few years. (Source: CRISIL Report)

Strong growth potential in critical, complex component exports

Critical components which are technologically more complex offer higher margins to manufacturers, but require greater investment in R&D as well as high-precision engineering to meet the stringent quality standards of global OEMs.

Indian manufacturers were able to gradually increase their proportion of exports of critical components, as they faced relatively lesser competition from other low-cost countries in this segment, many of which supplied more basic components, which were not as cost and quality-intensive. In 2015, low-cost country exports comprised about 51.5% of such commoditised components.

The share of technologically complex products forms only 35%–45% of Indian auto-components export, it is as high as 65% for Brazil (2015) and 49% for Thailand and China. India's share of technologically complex products is expected to expand gradually, as the domestic automotive market increasingly attains global technological intensity levels and component manufacturers continue to acquire greater technological prowess. (Source: CRISIL Report)

Emission Norms

BS-IV & VI norms to be implemented throughout India April 2017, BS-IV implemented, BS-VI by 2020

New emission norms necessitate changes to vehicle design and fuel quality, which call for large investments from both automakers and oil refining companies. Although these changes have long-term environmental benefits, they pose near-term challenges including cost implications. (Source: CRISIL Report)

As per Auto Fuel Policy 2025, BS-IV has been rolled-out in April 2017; BS V by 2021 and BS-VI by 2024. However, in January 2016, the central government decided to skip BS-V norms and shift directly to BS-VI norms by April 2020. The move is expected to reduce NOx emissions by 25% in petrol engine vehicles and by 68% in diesel engine vehicles. Furthermore, particulate matter (PM) emissions, a major contributor to outdoor air pollution, are also expected to come down drastically by over 80% in diesel engine vehicles. (Source: CRISIL Report)

These transition will provide opportunity to Auto components manufactures to participate in new/complex products which are futuristic & will enjoy better margins.

Transitioning to BS-VI norms requires significant engine technology changes including improvements in engine combustion and calibration, increased injection and cylinder pressures, NOx and PM after-treatment solutions and transitioning to electronic controls. Typically, two types of engine fitments will be required for upgradation of four-wheelers to BS-VI norms from BS-IV norms:

- Diesel Particulate Filter (DPF) for reduction of PM in diesel vehicles

- Selective Catalytic Reduction (SCR) module for reduction in NOx emissions

Business Operation Review

Switch & Handle Bar Systems Division

Besides being the largest Indian manufacturer of switching systems and handle bar solutions for two/three-wheelers serving almost all major OEMs globally, MINDA Industries Limited (MIL) also develops switching solutions for off-road vehicle segments. About 60% of the company's standalone revenue is generated by the Switch Systems Division. Its marquee customers include Honda Motorcycles, Hero Motocorp, Royal Enfield, Yamaha Motors, and Piaggio. Complementing the five switch system plants of MIL in India and PTMA with its manufacturing facility in Indonesia and MIVCL in Vietnam. In addition, a state-of-the-art design office in Japan to ensures design and development in sync with latest switching solutions in the world. In its endeavour to be a global leader and most preferred supplier of switch systems to two-wheelers and off-road vehicles worldwide, the Switch Systems Division of MIL is focusing on the development of innovative, cost-effective and quality solutions.

Sensors Actuators and Controllers Division

The Sensors Actuators and Controllers (SAC) Division was set up in 2005 and rapidly grew into a leading supplier of electronic components to OEMs in India such as General Motors, Mahindra, Volvo Eicher, Royal Enfield, Tata, and Bajaj. The products include start-stop sensors, contact and non-contact type speed sensors, HID ballast, tyre pressure monitoring systems, electronic accelerator pedal modules, DC-AC converters, head lamp levelling motors, etc. The ultramodern state-of-the-art production facility in Pune, India routinely manufactures products that fully meet customer requirements and exceed expectations.

Lighting Division

The Lighting Division of MIL specialises in designing, R&D, manufacturing and delivering end-to-end lighting solutions at competitive costs to OEMs. With a strong presence in the aftermarket business, MIL produces premium lights for two-, three-, four-wheelers, as well as off-road vehicles. MIL is among the leading manufacturers of automobile lamps and signalling devices in India. Apart from its in-house engineering wing, MIL has a technical license with AMS Co. Ltd, Korea. The division operates across its plants at Pantnagar, Sonapat, Manesar and Pune. The client base includes the biggest OEM brands of the world like Maruti, Renault Nissan, M&M, Royal Enfield, Yamaha, Tata, Suzuki, Swaraj Mazda, and New Holland. In June 2016, MIL acquired the global lighting business of the Rinder Group based out of Spain (including its facilities in India, Spain and Columbia). The acquisition will enable MIL to further expand its presence in cutting edge lighting technology supported by Rinder's extensive R&D centre in Spain.

Auto Gas Division

The Auto Gas Division manufactures LPG/CNG kits and components for OEMs as well as for aftermarket.

Acoustic Division

With MIL's Acoustic Division accounting for 50% share in the offtake automotive horns in India, the company has emerged as a leading supplier to two/four-wheeler, off-road and commercial vehicle brands like Maruti Suzuki, Renault Nissan, Hyundai, Tata Motors, Bajaj Auto Ltd, Honda Motorcycles and Scooters, Royal Enfield etc. The manufacturing units at Manesar and Pantnagar are supported by a dedicated R&D team in the design, development, and production of highly durable, quality automotive horns that deliver optimum sound performance. In April 2013, MIL acquired Clarton Horns S.A.U., a leading manufacturer of automotive horns, trumpet horns and disc horns based out of Spain. With this acquisition, MIL came to be recognised as one of the top two players in automotive acoustics globally and gained access to leading European and American OEMs. The operations of Clarton Horn extended in Mexico in 2015, in order to cater to the American and Mexican market.

Battery Division

The Battery Division had two products in its portfolio-Ultimo which was a valve-regulated and Power Plus which was a flooded lead acid battery-both for two-wheelers. Currently focused on the aftermarket segment, battery business has been hived off to Minda Storage Batteries Limited, with effect from 1 April, 2017.

Fuel Cap Division

The market for fuel tank caps for four-wheelers has historically been highly skewed in favour of imported products. This is changing gradually with more OEMs opting to localise this component and substituting imported caps with Indian makes, in particular, MINDA caps. The Fuel Cap Division is therefore likely to see improved sales and margins in the foreseeable future.

Financial Performance

Net Operational Income: The Company, on a consolidated basis, mopped up net operational income of ₹3,505.03 Crore in FY 2016-17, up by 39% against net operational income of ₹2,527.34 Crore posted in the fiscal year FY2015-16. Export Overseas business constitutes 21% of overall sales at the consolidated level.

Operating Expenses: The Company, on a consolidated basis, incurred operating expenses of ₹3,296.45 Crore in FY 2017, up 37% against FY 2015-16 corresponding operating expenses of ₹2,407.81 Crore.

Net Profit: The Consolidated net profit was ₹168.08 Crore in FY 2016-17, as against ₹111.14 Crore in FY 2015-16 which has been achieved by cost rationalisation and operating leverage.

Segmental Profitability:

The Company has one business segment 'Auto Components including auto Electrical Parts and its accessories' as primary segment. The secondary segment is geographical, which is given as under:

(₹ in Crore)

Particulars		Current year	Previous year
Revenue from operations	Within India	2,754.06	2,017.49
	Outside India	750.97	509.85
Assets	Within India	2,053.67	1,391.52
	Outside India	357.46	95.33
Cost incurred on acquisition of fixed assets	Within India	567.11	248.34
	Outside India	30.70	69.73

Risk and Concern(s)

To reduce quality risk, the Company has skilled workforce who are provided Job Skill enhancement training. The Company regularly interacts with its suppliers and supervises by conducting periodical audit in their plants to ensure that the raw materials as well as the processes meet out the quality standards.

To mitigate a competition risk and technology risk, the Company undertakes research and development activities to ensure its products matches the clients specifications.

Internal Control Systems

The Company has a proper and effective system of internal controls for financial reporting of various transactions, efficiency of operations, safeguarding of assets and compliance with applicable statute and regulations. It has a structured system of audit which is an ongoing basis to review the adequacy of internal control systems. The internal control is well-designed to ensure that financial and other records are reliable for preparing financial information and other data.

The Company also has an exhaustive budgetary monitoring control system in place. Actual performance is evaluated with reference to budgeted performance by the management review committee on an on-going basis. The discrepancies of actual performance with the budgets are analysed on a regular basis and possible remedial actions are suggested by the management review committee, in consultation with the audit review committee.

The internal audit is being carried out by the internal team as well as by M/s. Protiviti Consulting, internal Auditors of the Company. Their reports are being reviewed in the audit committee meeting and the counter measures, if any, to strengthen the internal controls are also taken in this regard. Further, the suggestions made by internal audit committees are reviewed and considered by audit committees on a quarterly basis for improvement of internal controls and systems within the Group.

Further the suggestions made by the Internal Audit Committee is presented to the Board. The Board reviews and approves the same from time to time. The action taken report(s) are also reviewed by the audit committee members as well as the Board members.

Human Resources

Minda Industries Ltd. is committed to maintain a progressive work environment for its employees. We also believe that employees are partners and key enablers for success and growth of the company. The company in turn is geared up to deliver more value to its customers, investors and society as a whole. UNO Minda group has people from various geographies & demographics with diverse skillsets and cultures. An Innovation Meet (I-Meet), is conducted every year to foster a culture of innovation at workplace. Various engagement activities like sports week, Annual day, other events are organised for employee welfare and motivation. As on March 31, 2017, numbers of permanent employees in the Company were 3,258.

“Pathshala” is an evolved concept of the company for the employees under which, regular training programs are organised to keep the employees updated in their respective spheres of work field and further enhance their skill levels. This initiative ensures improved performance, disciplined processes with better practices, which culminates into high quality end products resulting in customer satisfaction.

The Company imparts training to all fresh recruits, to ensure that they join hands with the Company and work in sync to achieve Company's goal and be a part of our journey to take the organisation to new heights. Recruiting, retaining and motivating the best talent in the industry, ensuring their development is one of the foremost challenges in today's business environment.

The Company focuses on grooming the existing talent base as well as developing the new talent, to enable them to take positions of greater responsibility within the Company. All the new recruits are trained to become socially, professionally and culturally integrated. The Company also follows a robust performance management system to encourage all the employees to achieve their targets and fulfil their responsibilities.

Our employees are also an integral part of an Corporate social responsibility programme. We at UNO MINDA nurture innovative thought processes and culture and this is the theme of our people engagement initiatives. In line with this our Group Companies have a strong thrust on quality which is achieved through activities like

kaizen and quality circle. 5S is being done at all level to improve the productivity and efficiency of the employees. All employees are made aware of and have access to the central database of HR policies covering all aspects of welfare, benefits and administration.

Outlook

The Indian auto component industry is among the few sectors that have a distinct global competitive advantage in terms of cost and quality. UNO MINDA focuses on end-to-end product solutions for the OEMs, from product development to manufacturing with the promise of reliability and technological contemporaneity. The company also provides aftermarket services at competitive prices both in India and abroad. UNO MINDA is clearly positioned as a technology leader across product lines, backed by strong R&D and strategic JVs with leading technology partners across segments. Innovation and constant up gradation of products with enhanced features has been a key business strategy.

While on the one hand, the Indian Automotive market is witnessing the increased participation of global players, the shortened product life cycles, on the other, are opening up bigger opportunities for Indian OEMs to become global players in the true sense. It is also an opportunity for India to become a global hub for automotive components.

The Indian auto component market is likely to see regulatory changes in the near future with an emphasis on mandatory vehicular safety features such as air bags and reverse parking sensor systems. Many products considered premium features today will become part of the standard kit in coming years. At MIL, we continuously evaluate our product portfolio and its technology readiness for the future, in the face of challenges posed by both emerging and disruptive technologies. The company has a long standing relationship with all OEMs that could only be built on the years of remarkable responsiveness that MIL displayed to their ever-changing needs.

As always, UNO MINDA intends to seize every emerging opportunity by investing in technology, processes and people to achieve its goal of becoming a leading auto component manufacturer globally.

ANNEXURE-J TO BOARD'S REPORT

Compliance with Code of Business Conduct and Ethics

To
The Board of Directors
Minda Industries Limited

As provided under Regulation 34 (3) Schedule - V (D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31 March, 2017.

For Minda Industries Limited

Place : Gurgaon
Date : 16 May, 2017

Nirmal K Minda
CMD & Group CEO



Mr. H C Dhamija - Vice President-Group
Accounts, Legal, Secretarial, Indirect Taxation
and Company Secretary



Corporate governance principles continues to play a fundamental role in driving the Company ahead. In wake of evolving statutory compliances and digital automation, we continue to update ourselves and be transparent in our reporting and functioning standards.

ANNEXURE-K TO BOARD'S REPORT

Certificate by Chief Executive Officer and Group Chief Financial Officer

To
The Board of Directors
Minda Industries Limited

We hereby certify that we, the undersigned have reviewed the Financial Statements and the Cash Flow Statement of Minda Industries Ltd. (the Company) for the year ended March 31, 2017 and that to the best of our knowledge and belief we state that:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year 2016-17, which are fraudulent, illegal or violate the Company's Code of Conduct;

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

- 1) We further certify that: -
 - a) there have been no significant changes in internal control over financial reporting during this year.
 - b) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and.
 - c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.
- 2) We further declare that all Board Members and Senior Management have affirmed Compliance with the Code of Conduct for the Year 2016-17

Place : Gurgaon
Date : 16 May, 2017

Sudhir Jain
Group CFO

Nirmal K Minda
CMD & Group CEO

BUSINESS RESPONSIBILITY REPORT

Section A: General Information about the Company

1	Corporate Identity Number (CIN) of the Company	L74899DL1992PLC050333
2	Name of the Company	Minda Industries Limited
3	Registered Address	B-64/1, Wazirpur Industrial Area, Delhi-110052
4	Website	www.unominda.com
5	E-mail id	investor@mindagroup.com
6	Financial Year Reported	2016-17
7	Sector(s) that the Company is engaged in (Industrial Activity code-wise)	
	Name and Description of main product/ services	NIC Code of the Product/Service
	(i) Switches, Horns and Electronic Components for Automobiles	2930
	(i) Lighting Components for Automobiles	2740
8	List three key products/ services that the company manufactures / provides	Switches, Horns and Lighting
9	Total number of locations where business activity is undertaken by the Company	
	i. Number of International Locations	-
	ii. Number of National Locations	12
10	Markets served by the Company-Local/ State/National/International	All over India, Asia, Europe, North America and South America

Section B: Financial of Details of the Company

Financial Details of the Company		FY 2016-17 (₹ in Crores)	FY 2015-16 (₹ in Crores)
1	Equity Share Paid up Capital	15.87	15.87
2	Total Turnover		
	(a) Revenue from Operations (net of excise duty)	1639.45	1468.74
	(b) Other Income	24.81	22.38
3	Total Profit After Taxes	94.82	79.38

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

₹1.41 Crores has been spent during financial year 2016-17 which is 2% of average profits of previous three years of the Company.

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

Education & Vocational Trainings
Healthcare

Section C: Other Details

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

Section D: Business Responsibility Information

1. Details of Director/Directors Responsible for Business Responsibility

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

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

b) Details of the Business Responsibility Head

DIN Number (if applicable)	N.A.
Name	Mr. Sudhir Jain
Designation	Group CFO
Telephone Number	0124-2290427/28
E-mail id	investor@mindagroup.com

List of Principles

Principle 1

Business should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 4

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Principle 7

Businesses when engaged in influencing public and regulatory policy should do so in a responsible manner.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 5

Businesses should respect and promote human rights.

Principle 8

Businesses should support inclusive growth and equitable development.

Principle 3

Businesses should promote the wellbeing of all employees.

Principle 6

Business should respect, protect, and make efforts to restore the environment.

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

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

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

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

Not Applicable

3 Governance Related to Business Responsibility

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

These policies are reviewed on an annual basis.

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

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

Section E: Principle-wise Performance

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

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

No.

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

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

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

Three complaints were received in the last Financial Year and were promptly resolved.

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

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

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

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

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

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

Yes

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

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

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

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

5 Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof in about 50 words or so.

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

PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELLBEING OF ALL EMPLOYEES

1 Please indicate the total number of employees

The number of permanent employees was 3258 as on 31 March, 2017 in the Company.

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

The total contractual/ temporarily manpower employed was 2269 as on 31 March, 2017 in the company.

3 Please indicate the number of permanent women employees

There were 574 permanent female employees as on 31 March, 2017 in the company.

4 Please indicate the number of permanent employees with disabilities

There were 2 permanent employees with disabilities as on 31 March, 2017 in the company.

5 Do you have an employee association that is recognised by management?

There is one Employee Union in one of our Plant at Hosur, which is recognised by management.

6 What percentage of your permanent employees is members of this recognised employee association?

It is around 6% as at 31 March 2017.

7 Please indicate the number of complaints relating to child labour, forced labour, in voluntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year

Sl. No.	Category	No. of complaints received during the financial year	No. of complaints pending as on 31 March, 2017
1	Child labour/ forced labour/ involuntary labour	Nil	NA
2	Sexual harassment	Nil	NA
3	Discriminatory employment	Nil	NA

8 What percentage of your under mentioned employees were given safety and skill upgradation training in the last year?

Sl. No.	Particular	Comments
a	Permanent Employees	Yes, all categories of employees are given training on safety & skill up-gradation on periodic basis.
b	Permanent Women Employees	
c	Casual/Temporary/ Contractual Employees	
d	Employees with Disabilities	

PRINCIPLE 4: BUSINESS SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED.

1 Has the Company mapped its internal and external stakeholders ? Yes/ No

Yes

2 Out of the above, has the company identified the disadvantaged, vulnerable and marginalised stakeholders?

Yes

3 Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

The Company carries out the CSR activities towards Education, Vocational Trainings and Healthcare, as detailed at principle No. 8

PRINCIPLE 5: BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1 Does the Policy of the company on human rights cover only the company or extend to the group/ joint venture/ suppliers/ contractors / NGOs/ others?

The Company is an equal opportunity Organisation which strongly advocates employment for members from women workforce. The group identifies with the statutes of citizen rights in the constitution of India. The company has formulated a comprehensive policy on Prevention of Sexual Harassment at workplace. All complaints under this policy are promptly disposed.

2 How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaints were received under Prevention of Sexual Harassment Policy.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1 Does the Policy related to Principle 6 covers only the company or extends to the group/ joint ventures/ suppliers/ contractors / NGOs/ others?

Environmental Policy is applicable to all the business units and also encourage our business partners including suppliers, vendors and contractors to follow this policy.

2 Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming etc. Y/N. If yes, please give hyperlink for webpage etc.

Yes, the company has an Environmental Policy. The company works continuously to reduce the waste.

3 Does the company identify and assess potential environmental risks?

Yes, the Company regularly reviews its environmental risks and undertakes initiatives to mitigate them.

4 Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

Most of the locations in India are certified for requirements under ISO 14001 (Environmental Management System) and OHSAS 18001 (Occupational Health and Safety System), Audits by independent auditors are carried out to check the level of compliance. Deviation management system ensures that the corrective actions are closed looped and issues are addressed within a reasonable time frame. Environment, Health and Safety

(EHS) performance assessment is carried out annually to review the situation and identify the areas for improvement.

5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewal energy etc. Y/N if yes, please give hyperlink for webpage etc.

Covered under Board's Report which forms a part of the Annual Report.

6. Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

All emissions and waste generated by the company are within the permissible limits given by CPCB/SPCB.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

None.

PRINCIPLE 7: BUSINESS WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER.

1. Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with:

Minda Industries regularly engages with industry bodies, expert agencies and contributes to the policy making process. An indicative list of the company's major membership is :

- a) Automotive Component Manufacturers Association of India (ACMA)
- b) Confederation of Indian Industry (CII)

2. Have you advocated /lobbied through above associations for the advancement or improvement of public good? Yes/ No, if yes specify the broad areas

No

PRINCIPLE 8: BUSINESS SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

The company takes diverse programs/initiatives under the aegis of company run Trusts to reach out and connect with people in the areas adjoining our industrial units. These programs are tailored to address the actual need of these communities.

Empowerment of young people: Vocational training centres are run by Trusts under CSR initiative of the Company with an objective to empower adolescents and women in improving their livelihood and lead a better life. At these centres called Samarth Jyoti, the students are channelised and supported to pursue courses of their interest. It also offers programs in IT literacy, Cutting and Tailoring and Beauty Culture.

Primary School: Trusts also run rural community school with focus on providing quality kindergarten and primary education to underprivileged children. The program is designed to deliver knowledge with value-based education.

Coaching Program (Remedial Program): This is a tailored and need based program to support and bridge the academic gap of government school students who are generally deprived of quality education. The endeavour is to ensure a significant improvement in their lives, so that the students can sustain the path of growth and self-learning. It focuses on a basic learning level through a child centric approach.

Environment Conservation Initiatives

The Company is committed to create a greener, cleaner and conserved ecosystem, for which it has invested in waste and effluent treatment plants in all industrial units. As a responsible member of the Automotive Industrial Sector, the Company strives to establish a balance between the Nature and our Business Needs.

The Company celebrates World Environment Day by involving its employees, top Management and dignitaries in initiatives like tree plantation campaigns, reducing pollution and conservation of energy.

The Company organises awareness sessions to sensitise the employees on the importance of caring about the environment around our work place and places of residence.

2. Are the programmes / projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organisation

All our programs are undertaken through an in-house team under the aegis of two company run trusts namely; Suman Nirmal Minda Charitable Trust and Moga Devi Minda Charitable Trust.

3. Have you done any impact assessment for your initiative?

Trusts capture success stories of the students where after completing our vocational training programs, their livelihood means have transformed for better. Many of the students started their own business retail outlets (Beauty Parlor or Tailoring Shop) which are running successfully. Many other students either earn from their home or provide need based solution to their own family members by stitching their clothes.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The Company spends amount on CSR activities through Trusts, amount of contribution during the year is given below:

Sl. No.	Name of Trust	Contribution (In Lacs)
1	S L Minda Charitable Trust	86
2	Moga Devi Minda Charitable Trust	55
Total		141

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

CSR Trusts have employed full time staff to carry out CSR activities. They organise events and meetings on a regular basis to take feedback and engage community members. The increase in the number of participation of parents and villagers shows wide spread acceptance of the initiative. Panchayat representatives also appreciate and acknowledge the efforts by participating in all the events/celebrations and by recommending students for programs.

PRINCIPLE 9: BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1) What percentages of customer complaints/ consumer cases are pending as on the end of the financial year?

The company has a robust system for addressing customer complaints, which are resolved promptly.

2) Does the Company display product information on the product label, over and above what is mandated as per local laws. Yes/ No/ NA/ Remarks (additional information)?

No.

3) Did your Company carry out any consumer survey/ consumer satisfaction trends?

Yes, regular feedback are received from the customers and corrective actions are taken. The Company's endeavour is to achieve the highest level of satisfaction and perform their operation accordingly. The Company has received various awards from the customers, which are mentioned in the annual report .

4) Is there any case filed by any stakeholder against the company regarding unfair true practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial. If so, provide details thereof, in about 50 words or so.

No.



STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of **Minda Industries Limited**

Report on the Financial Statements

We have audited the accompanying Standalone financial statements of Minda Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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 2017, and its profit and its cash flows for the year ended on that date.

Other Matter

The standalone financial Statements include the Company's share of net profit of ₹6.25 Crore for the year ended 31 March 2017 in respect of three partnership firms, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the standalone financial statements, in so far as it relates to the amounts, included in respect of these partnership firms, is based solely on the reports of the other auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 control over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"
- (g) 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:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 31 of the financial statements;
 - (ii) The Company did not have any long-term contracts for which there were any material foreseeable losses and has disclosed derivative contracts in its financial statements – Refer note 50 of the financial statements; and
 - (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company;
 - (iv) The Company has provided requisite disclosure in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of account maintained by the company. Refer note 52 to the standalone financial statements.

For **BSR & Co. LLP**
Chartered Accountants
ICAI Firm Registration
Number : 101248W/W-100022

Place: Gurgaon
Date: 16 May 2017

Rajiv Goyal
Partner
Membership No.: 094549

ANNEXURE - A TO THE AUDITOR'S REPORT

Annexure A referred to in our Independent Auditor's Report to the members of Minda Industries Limited on the financial statements for the year ended 31 March 2017:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, the Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and based on the examination of the records, the Company holds title deeds of the immovable properties as on balance sheet date.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has granted loan to a company covered in the register maintained under section 189 of the Companies Act, 2013 (total loan amount granted ₹22.40 Crore and balance outstanding as at the balance sheet date ₹ Nil). In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loan are not prejudicial to the Company's interest.
- (b) In respect of loan granted, the repayment of the principal amount is as stipulated and payment of interest has been regular.
- (c) There are no amounts of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 which are outstanding for more than ninety days.
- (iv) According to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, wherever applicable, in respect of loans, investments, guarantees, and security given / made by it during the year.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to rules specified by the Central Government for maintenance of cost records under section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities, except for deposit of income tax where there have been delays in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable except for change of land use (CLU) charges amounting to ₹0.72 Crore to Town and Country Planning, Chandigarh.

- (b) According to the information and explanations given to us, other than the amounts reported below, there are no amounts in respect of Income-tax, Sales-tax, Service tax, duty of custom, duty of excise, Value added tax and Cess that have not been deposited by the Company with the appropriate authorities on account of any dispute.

Name of the statute	Nature of the dues	Amount (₹ in Crore)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income-tax	2.35	2001-02, 2006-07 and 2008-09	Assessing officer
Income-tax Act, 1961	Income-tax	6.86	2005-2006	Dispute Resolution Panel
Income-tax Act, 1961	Income-tax	0.52	2009-10 to 2011-12	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax	0.04	2012-13	Commissioner of Income-tax (Appeals)
Cenvat Credit Rules, 2004	Service tax	0.33	2008-2009 to 2009-2010	Commissioner (Appeals)
Cenvat Credit Rules, 2004	Service tax	0.16	2005-2006 to 2009-2010	CESTAT

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans to financial institution, bankers and Government. The Company did not have any outstanding debentures during the year.
- (ix) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) and the term loans taken by the Company have been applied for the purpose for which they were raised.
- (x) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations 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 its shares or fully or partly convertible debentures during the year. Also refer to note 53 of the financial statements.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) 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

Place: Gurgaon
Date: 16 May 2017

Rajiv Goyal
Partner
Membership No.: 094549

ANNEXURE - B TO THE AUDITOR'S REPORT

Annexure B to the Independent Auditor's Report of even date on the standalone financial statements of Minda Industries Limited for the year ended 31 March 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Minda Industries Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 ('ICAI'). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting 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 control over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting 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.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration
Number: 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549

Place: Gurgaon
Date: 16 May 2017

BALANCE SHEET

As at 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Note	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	15.87	19.37
Reserves and surplus	4	506.41	419.23
		522.28	438.60
Share application money pending allotment (Refer note 53)			
		300.00	-
Non-current liabilities			
Long-term borrowings	5	35.16	16.87
Other long-term liabilities	6	0.08	0.11
Long-term provisions	7	30.50	26.62
		65.74	43.60
Current liabilities			
Short-term borrowings	8	139.33	81.82
Trade payables	9		
(a) total outstanding dues of micro and small enterprises		11.41	2.22
(b) total outstanding dues of creditors other than micro and small enterprises		227.05	198.97
Other current liabilities	10	54.14	81.15
Short-term provisions	11	7.38	15.33
		439.31	379.49
		1,327.33	861.69
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	256.35	247.67
Intangible assets	12	4.52	3.66
Capital work-in-progress		10.56	4.93
Non-current investments	13	344.58	194.65
Deferred tax assets (net)	14	3.78	1.80
Long term loans and advances	15	14.69	14.80
Other non-current assets	16	3.46	7.13
		637.94	474.64
Current assets			
Inventories	17	87.60	89.10
Trade receivables	18	244.32	251.29
Cash and bank balances	19	319.01	16.81
Short-term loans and advances	20	30.15	25.86
Other current assets	21	8.31	3.99
		689.39	387.05
		1,327.33	861.69
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Nirmal K. Minda

Chairman and Managing Director

DIN No. 00014942

Sudhir Jain

Corporate Business Head
and Group CFO

Anand Kumar Minda

Director

DIN No. 00007964

H.C. Dhamija

VP Group: Accounts, Legal,
Secretarial, Indirect Taxation and
Company Secretary

Place: Gurgaon

Date : 16 May 2017

STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Note	Year ended	
		31 Mar 2017	31 Mar 2016
Revenue from operations	22		
Sale of products (gross)		1,760.20	1,574.94
Less: Excise duty		165.66	143.11
Sale of products (net)		1,594.54	1,431.83
Sale of services		23.36	15.53
Other operating revenues		21.55	21.38
Total revenue from operations		1,639.45	1,468.74
Other income	23	24.81	22.38
Total revenue		1,664.26	1,491.12
Expenses			
Cost of materials consumed	24	1,053.78	965.26
Purchase of stock in trade		0.20	2.95
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	1.78	(3.35)
Employee benefit expenses	26	217.53	186.44
Finance costs	27	13.87	10.22
Depreciation and amortisation	28	47.95	52.78
Other expenses	29	210.16	177.97
Total expenses		1,545.27	1,392.27
Profit for the year before tax		118.99	98.85
Profit before tax from continuing operations		125.12	99.83
Income tax expense for continuing operations			
Current tax (including Minimum Alternate Tax)		26.15	19.93
Minimum alternate tax utilised		-	1.65
Deferred tax charge / (credit) [refer note 14]		(1.98)	(2.11)
Tax expense		24.17	19.47
Profit from continuing operations for the year after tax		100.95	80.36
Profit/ (Loss) from dis-continuing operations (net of tax of ₹ Nil, previous year ₹ Nil)		(6.13)	(0.98)
Profit for the year after tax		94.82	79.38
Earnings per equity share	30		
[nominal value ₹ 2 per share (previous year ₹ 2 per share)]			
Basic		11.94	9.99
Diluted		11.88	9.99

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

Rajiv Goyal
 Partner
 Membership No. 094549

 Place : Gurgaon
 Date : 16 May 2017
For **and on behalf of the Board of Directors of Minda Industries Limited**
Nirmal K. Minda
 Chairman and Managing Director
 DIN No. 00014942

Sudhir Jain
 Corporate Business Head
 and Group CFO

Anand Kumar Minda
 Director
 DIN No. 00007964

H.C. Dhamija
 VP Group: Accounts, Legal,
 Secretarial, Indirect Taxation and
 Company Secretary

CASH FLOW STATEMENT

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
A. Cash flows from operating activities :		
Profit before tax from continuing operations	118.99	98.85
Adjustments for:		
Depreciation and amortisation	47.95	52.78
Finance Costs	13.87	10.22
Interest income on fixed deposits	(1.17)	(1.10)
Dividend income from non-current investments	(10.89)	(1.03)
Share of profit from partnership firms	(6.25)	(6.43)
Liabilities / provisions no longer required written back	(0.58)	(0.50)
Unrealised (gain) / loss on Foreign currency fluctuations (net)	(1.61)	1.05
Expenses incurred for share allotment under employee stock option schemes	1.14	-
Fixed assets scrapped/ written off	0.06	0.34
Doubtful trade and other receivables provided for	-	0.99
Doubtful trade and other receivables, loans and advances written off	0.28	1.30
Profit on sale of fixed assets	(2.78)	(6.17)
	40.02	51.46
Operating profit before working capital changes	159.01	150.30
Adjustments for working capital changes:		
Decrease in inventories	1.51	0.93
(Increase)/ decrease in trade and other receivables	7.57	(43.01)
(Increase)/ decrease in short-term loans and advances	(4.57)	9.40
(Increase) in long-term loans and advances	(0.14)	(0.78)
Decrease in other non-current assets	3.63	2.82
(Increase) in other current assets	1.39	(0.05)
Increase in trade payables	34.48	18.49
Increase/(decrease) in other current liabilities	(6.27)	0.88
Increase/(decrease) in short-term provisions	(0.14)	(0.41)
Increase/(decrease) in other long term liabilities	(0.03)	0.01
Increase in long-term provisions	3.88	3.32
	41.31	(8.40)
Cash generated from operations	200.32	141.91
Income tax paid	(24.47)	(17.48)
Wealth tax paid	-	(0.03)
Net Cash flows from operating activities (A)	175.85	124.39
Net cash flows from operating activities - continuing activities	179.49	116.99
Net cash flows from operating activities - discontinuing activities	(3.64)	7.40
	175.85	124.39
B. Cash flows from investing activities		
Purchase of non-current investments	(148.29)	(111.84)
Purchase of fixed assets	(84.44)	(22.83)
Proceeds from sale of fixed assets	3.57	23.41
Interest received on fixed deposits	0.85	1.62
Share of profit from partnership firm	4.61	5.83
Dividend income on non-current investment	10.89	1.03
Decrease in deposits (with original maturity more than three months)	1.55	2.09
Net cash used in investing activities (B)	(211.26)	(100.69)
Net cash flows from investing activities - continuing activities	(212.32)	(100.70)
Net cash flows from investing activities - discontinuing activities	1.06	0.01
	(211.26)	(100.69)

CASH FLOW STATEMENT

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
C. Cash flows from financing activities		
Repayment of preference share	(3.50)	-
Share application money from issue of shares to Qualified Institutional Buyers (QIB)	300.00	-
Proceeds from/ (repayment of) short term borrowings	57.47	12.37
Proceeds from long term borrowings	30.67	-
Repayment of long term borrowings	(13.51)	(17.34)
Interest paid on borrowings	(14.59)	(9.61)
Dividend paid (including corporate dividend tax)	(17.26)	(12.54)
Net cash used in financing activities (C)	339.28	(27.11)
Net cash flows from financing activities - continuing activities	336.69	(19.71)
Net cash flows from financing activities - discontinuing activities	2.59	(7.40)
	339.28	(27.11)
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	303.87	(3.41)
Net cash flows - continuing activities	303.86	(3.42)
Net cash flows - discontinuing activities	0.01	0.01
	303.87	(3.41)
Cash and cash equivalents as at opening	10.54	13.97
Cash and cash equivalents as at closing	314.40	10.54
Cash in hand	0.15	0.20
Balances with banks:		
on current accounts	311.40	8.16
on deposit accounts	2.85	2.18
Cash and cash equivalents at the end of the year	314.40	10.54

- The Cash Flow Statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)- 3 on 'Cash Flow Statement', as specified under the section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Cash and cash equivalents consist of cash in hand and balances with banks. Refer note 19.
- Balance with banks includes deposit amounting to ₹ 1.27 Crore (previous year ₹ 2.18 Crore) which are under lien.
- Balance with banks includes balance in Escrow account amounting to ₹ 300 Crore (previous year ₹ 3.45 Crore).
- Balance in unpaid dividend account is ₹ 0.29 Crore (previous year ₹ 0.26 Crore)
- The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For **BSR & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W-100022

Rajiv Goyal
Partner
Membership No. 094549

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

Nirmal K. Minda
Chairman and Managing Director
DIN No. 00014942

Sudhir Jain
Corporate Business Head
and Group CFO

Anand Kumar Minda
Director
DIN No. 00007964

H.C. Dhamija
VP Group: Accounts, Legal,
Secretarial, Indirect Taxation and
Company Secretary

Place : Gurgaon
Date : 16 May 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

1. Company overview

Minda Industries Limited is a public company domiciled and headquartered in India. It was incorporated on 16 September 1992 under the Companies Act, 1956 and its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

Company is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories. The Company caters to both domestic and international markets.

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the period presented in these financial statements.

A. Basis of preparation of financial statements

These financial statements have been prepared and presented on the accrual basis of accounting and comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Companies Act, 2013, pronouncements of the Institute of Chartered Accountants of India and other accounting principles generally accepted in India, to the extent applicable. The financial statements are presented in Indian rupees.

B. Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

C. Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) 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.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company 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.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's operating cycle has been estimated not to exceed one year in all cases.

D. Fixed assets and depreciation

a) Tangible fixed assets

Tangible fixed assets except revalued assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Tangible fixed assets acquired wholly or partly with specific grant/subsidy from government, if any, are recorded at the net acquisition cost to the Company.

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of those tangible fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Exchange differences (favourable as well as unfavourable) arising in respect of translation/settlement of long term foreign currency borrowings attributable to the acquisition of a depreciable asset are also included in the cost of the asset.

Tangible fixed assets under construction are disclosed as capital work-in-progress.

Depreciation on plant & machinery and tools & dies is provided on WDV basis and on other tangible fixed assets on SLM basis, based on the rates as per useful life prescribed in Schedule II to the Companies Act, 2013 except in the case of tools & dies, the life based on technical advice ranges between 3 to 8 years in case of additions up to 31 March 2015 and 6 years in case of additions from 1 April 2015 onwards.

Leasehold land and leasehold improvements are amortised on a straight line basis over the period of lease or their useful lives, whichever is shorter. Freehold land is not depreciated.

Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives (not being greater than the useful life envisaged in Schedule II to the Companies Act, 2013) unless it is reasonably certain that the Company will obtain ownership by the end of the lease term, in which case the depreciation rates applicable for similar assets owned by the Company are applied.

Assets costing up to ₹5,000 are fully depreciated in the year of purchase.

Depreciation for the year is recognised in the Statement of Profit and Loss.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the 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, if any, are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

Losses arising from retirement or gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

b) Intangible fixed assets and amortisation

(i) Goodwill

Goodwill that arises on the acquisition of a business is presented as an intangible asset. Goodwill arising from amalgamation is measured at cost less accumulated amortisation and any accumulated impairment loss. Such goodwill is amortised over its estimated useful life or five years whichever is shorter. Goodwill arising on acquisition of a business is measured at cost less any accumulated impairment loss. Goodwill is tested for impairment annually.

(ii) Acquired intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. In accordance with the applicable Accounting Standard, the Company follows a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. However, if there is persuasive evidence that the useful life of an intangible asset is longer than ten years, it is amortised over the best estimate of its useful life. Such intangible assets and intangible assets that are not yet available for use are tested annually for impairment.

i) Technical know-how: Amortised over the period of agreement.

ii) Computer software: Amortised over the period of 6 years.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

An intangible asset 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 an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

c) Capital work-in-progress

Fixed assets under construction and cost of assets not put to use before the year-end, are disclosed as capital work-in-progress.

E. Impairment

The carrying values of all assets are reviewed at each reporting date to determine if there is an indication of any impairment. If any indication exists, the asset's recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset, or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there is a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent the carrying amount of the asset does not exceed the carrying amount that would have been determined net off depreciation or amortisation, if no impairment loss had been recognised.

F. Leases

a) Operating leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

b) Finance leases

Assets acquired under finance leases are recognised as an asset and a liability at the lower of the fair value of the leased assets at the inception of the lease and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability and charged to the Statement of Profit and Loss.

G. 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 long-term 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 under Schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.

Investment in the capital of a partnership firm is shown by reference to the capital of the firm on the balance sheet date. The Company's share of profit or loss in a partnership firm is recognised in the Statement of Profit and Loss as and when it accrues i.e. when it is computed and credited or debited to the capital/current/any other account of the Company in the books of the partnership firm.

H. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares, and loose tools are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, weighted average cost method is used. In the case of manufactured inventories and work in progress, fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Finished goods inventory is inclusive of excise duty.

Inventories in transit are valued at cost.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

I. Revenue recognition

- a) Revenue from sale of goods in the course of ordinary activities is recognised when the property in the goods or all significant risks and rewards of ownership are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods and regarding its collection. The amount recognised as revenue is inclusive of excise duty and exclusive of sales tax, value added taxes (VAT) and is net of returns, trade discounts and quantity discounts.

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(All amounts in Indian ₹ Crore, unless otherwise stated)

- b) Management fees, Designing fees and service revenue is recognised on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.
- c) Interest income is recognised on a time proportionate basis taking into account the amount outstanding and the interest rate applicable.
- d) Dividend income is recognised when the right to receive dividend is established.
- e) Royalty income is recognised based on the terms of the underlying agreement.
- f) Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.
- g) Export entitlement under Duty Entitlement Pass Book Scheme ('DEPB') is recognised on accrual basis and when the right to entitlement has been established.
- h) Share of profit from partnership firms is recognised on accrual basis.

J. Government grants

Government grants in the nature of promoters' contribution are credited to capital reserve and treated as a part of shareholders' funds. Grants from State Government towards revenue expenditure are recognised as income either till the period of benefit expires or the financial cap is reached, whichever occurs earlier.

K. Research and development

- a) Revenue expenditure on research and development is charged off under the respective heads of account in the year in which it is incurred.
- b) Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses, if any. Fixed assets used for research and development are depreciated in accordance with the Company's policy as stated above.

L. Foreign currency transactions

(a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are, translated using the exchange rates that existed when such values were determined.

(c) Exchange differences

The Company accounts for exchange differences arising on translation / settlement of foreign currency monetary items as below:

- i) Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of the asset.
- ii) Exchange differences arising on other long-term foreign currency monetary items are accumulated in the 'Foreign Currency Monetary Item Translation Difference Account' and amortised over the remaining life of the concerned monetary item.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

iii) All other exchange differences are recognised as income or as expense in the period in which they arise.

For the purpose of i) and ii) above, the Company treats a foreign currency monetary item as “long-term foreign currency monetary item”, if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated 09 August 2012, exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period.

(d) Forward exchange contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense / income over the life of the contract. Exchange differences on such contracts, except the contract which are long-term foreign currency monetary items, are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on calculation or renewal of such forward exchange contract is also recognised as income or as expense for the period. Any gain/loss arising on forward contracts which are long-term foreign currency monetary items is recognised in accordance with paragraph (c) (i) above.

M. Provisions

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the statement of profit and loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

N. Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

O. Employee benefits

a) Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

b) Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund and ESI to Government administered fund which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The Company makes specified monthly contribution towards superannuation fund which is managed by the Life Insurance Corporation of India ("LIC").

Defined benefit plan

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company's gratuity fund is administered and managed by the Life Insurance Corporation of India ("LIC").

c) Long term employee benefits

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit to such extent is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Actuarial gains and losses are recognised in the Statement of Profit and Loss.

d) Termination benefits

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

P. Income taxes

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in Statement of Profit or Loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent, the aforesaid convincing evidence no longer exists.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

Q. 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 numbers of equity shares outstanding during the year are 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 to be converted as of the beginning of the period, unless they have been issued at a later date.

R. Cash and cash equivalents

Cash and cash equivalents include cash balance on hand, cash balances with bank, demand deposits with banks with original maturities of three months or less and highly liquid investments.

S. Employee share based payments

Equity settled stock options granted are accounted for under the intrinsic value method as per the accounting treatment prescribed by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 3. Share capital

Particulars	As at 31 Mar 2017		As at 31 Mar 2016	
	Number	Amount	Number	Amount
(a) Authorised				
Equity share capital				
Equity shares of ₹2/- each (previous year ₹10/- each) [Refer note 3(h)]	317,500,000	63.50	63,500,000	63.50
Preference share capital				
9% Cumulative redeemable preference shares of ₹10/- each (Class 'A')	3,000,000	3.00	3,000,000	3.00
3% Cumulative compulsorily convertible preference shares of ₹2,187/- each (Class 'B')	183,500	40.13	183,500	40.13
3% Cumulative redeemable preference shares of ₹10/- each (Class 'C')	3,500,000	3.50	3,500,000	3.50
1% Non-cumulative fully convertible preference shares of ₹10/- each (Class 'D')	10,000,000	10.00	10,000,000	10.00
	334,183,500	120.13	80,183,500	120.13
(b) Issued, subscribed and fully paid up				
Equity share capital				
Equity shares of ₹2/- each (previous year ₹ 10/- each) [Refer note 3(h)]	79,326,780	15.87	15,865,356	15.87
Preference share capital				
3% Cumulative redeemable preference shares of ₹10/- each (Class 'C')	-	-	3,500,000	3.50
	79,326,780	15.87	19,365,356	19.37
(c) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:				
	Number	Amount	Number	Amount
Equity shares				
Opening balance	15,865,356	15.87	15,865,356	15.87
Add: Increase in number of shares on account of stock split [Refer note 3(h)]	63,461,424	-	-	-
Closing balance	79,326,780	15.87	15,865,356	15.87
3% Cumulative redeemable preference shares of ₹10/- each (Class 'C')				
Opening balance	3,500,000	3.50	3,500,000	3.50
Less: Shares redeemed during the year	(3,500,000)	(3.50)	-	-
Closing balance	-	-	3,500,000	3.50

(d) (i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having par value of ₹2/- per share (previous year ₹10/- per share). Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding. During the year, the Board, declared an interim dividend of ₹1.2/- per equity share of ₹2/- each i.e. 60% (previous year ₹7/- per equity share of ₹10/- each i.e. 70%). Further, the Board, in its meeting on 16 May 2017, has recommended a final dividend of ₹1/- per equity share for the financial year ended 31 March 2017. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 29 August 2017 and, if approved, would result in a cash outflow of approximately ₹10.45 Crore including corporate dividend distribution tax.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(ii) Rights, preferences and restrictions attached to preference shares

The Company issued 3% cumulative redeemable preference shares of class 'C' having par value of ₹10/- per share on 17 February 2010. Each Shareholder had right to receive fixed preferential dividend at a rate of 3% on the paid up capital of the Company. Preference shareholders also had right to receive all notices of general meetings of the Company but no right to vote at any meetings of the Company save to the extent and in the manner provided in the Companies Act, 2013. Preference shareholders neither had right to participate in any offer or invitation by way of right or otherwise to subscribe additional shares nor they had right to participate in any issue of bonus shares or shares issued by way of capitalisation of reserves. The Board, in its meeting held on 7 February 2017, declared and paid the interim dividend of ₹ 0.30/- (previous year ₹ 0.30/-) per share. The preference shares were redeemed on 20 February 2017 at par.

Particulars	As at 31 Mar 2017		As at 31 Mar 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(e) Details of shareholders holding more than 5% shares in the Company:				
Class of shares / Name of shareholder				
Equity shares with voting rights				
Mr. Nirmal K. Minda	12,009,345	15.14%	2,401,869	15.14%
Nirmal K. Minda (HUF)	7,510,710	9.47%	1,502,142	9.47%
Mrs. Suman Minda	12,380,700	15.61%	2,476,140	15.61%
Minda Investments Limited	20,904,650	26.35%	4,180,930	26.35%
India Business Excellence Fund -I	-	-	835,654	5.27%
3% Cumulative redeemable preference shares of ₹10 each (Class 'C')				
Mr. Nirmal K. Minda	-	-	1,500,000	42.86%
Mrs. Suman Minda	-	-	2,000,000	57.14%

(f) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the balance sheet date:

Equity shares includes

- 5,600,820 equity shares of ₹ 2/- each (previous year 1,120,164 equity shares of ₹10/- each) fully paid up issued during the year 2011-12 for consideration other than cash to the shareholders of Minda Acoustic Limited, pursuant to the scheme of amalgamation.
- 9,175,000 equity shares of ₹ 2/- each (previous year 1,835,000 equity shares of ₹10/- each) fully paid up issued during the year 2011-12 on conversion of 3% cumulative compulsorily convertible preference shares of ₹ 2,187/- each (Class 'B').

(g) The Company has not allotted any bonus shares or bought back any shares during the current year or for a period of five years immediately preceding the balance sheet date.

(h) Pursuant to the shareholders approval dated 11 August 2016, the Company has sub-divided its equity shares of ₹ 10/- each into equity shares of ₹ 2/- each for which 14 September 2016 was fixed as the record date. Accordingly, the basic and diluted earnings per share and the number of shares disclosed in note 30 have been computed for the current year and re-computed for the previous year based on the revised number of shares and face value of ₹ 2/- per equity shares.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 4. Reserves and surplus

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Capital reserve		
At the beginning and the end of the year	2.28	2.28
Capital redemption reserve		
At the beginning of the year	3.00	3.00
Add: Amount transferred from surplus in statement of profit and loss on redemption of preference shares	3.50	-
At the end of the year	6.50	3.00
Securities premium account		
At the beginning and the end of the year	44.61	44.61
General reserve		
At the beginning of the year	64.03	61.03
Add: Amount transferred from surplus in statement of profit and loss	-	3.00
At the end of the year	64.03	64.03
Employee stock options outstanding account		
At the beginning of the year	-	-
Add: Options granted during the year (refer note 51)	1.99	-
At the end of the year	1.99	-
Surplus in statement of profit and loss		
At the beginning of the year	305.31	242.42
Add: Net profit for the year	94.82	79.38
Less: Transferred to Capital redemption reserve on redemption of preference shares	3.50	-
Less: Interim dividend ₹ 1.2/- per equity share of ₹ 2/- each (previous year ₹ 3/- per equity share of ₹ 10/- each)*	9.52	4.76
Less: Final proposed dividend of ₹ 4/- per equity share of ₹ 10/- each in the previous year (refer note 34)	-	6.35
Less: Proposed dividend on 3% cumulative redeemable preference shares in the previous year	-	0.11
Less: Interim dividend on 3% cumulative redeemable preference shares*	0.11	-
Less: Tax on equity and preference dividend	-	2.28
Less: Transfer to general reserve	-	3.00
At the end of the year	387.00	305.31
Total reserves and surplus	506.41	419.23

* Tax on dividend paid / proposed is net of credit of ₹ 1.83 Crore (₹ Nil) on account of dividend distribution tax on dividend received from subsidiary companies.

Note 5. Long-term borrowings

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Term loans (Secured)		
From banks	10.84	24.31
Less: Current maturities of long term borrowings (refer note 10)	5.50	11.22
	5.34	13.09
Term loans (Unsecured)		
From banks	30.67	-
Less: Current maturities of long term borrowings (refer note 10)	4.58	-
	26.09	-
Deferred payment liabilities (Unsecured)		
Deferred sales tax liability	6.55	6.60
Less: Current maturities of deferred sales tax liability (refer note 10)	2.82	2.82
	3.73	3.78
	35.16	16.87

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>- Rupee term loan from HDFC Bank amounting to ₹ Nil (previous year ₹ 0.75 Crore) and is secured by:</p> <p>First pari passu charge on all movable fixed assets of the Company. First pari passu charge on all immovable fixed assets of the Company as below:</p> <p>i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana. iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.</p>	<p>Total loan sanctioned amounting to ₹ 20 Crore (previous year ₹ 20 Crore) of which loan of ₹ 3.75 Crore was availed in earlier years repayable in 20 quarterly instalments of ₹0.19 Crore each.</p> <p>Rate of interest- HDFC base rate + 2% p.a.</p>
<p>Second pari passu charge on all present and future current assets of the Company.</p> <p>- External Commercial Borrowings from Standard Chartered Bank amounting to ₹ 1.23 Crore (previous year ₹ 9.66 Crore), is secured by:</p> <p>First pari passu charge on the entire fixed assets including land & building (as mentioned below) of the Company both present and future:</p> <p>i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune ii) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon. iii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana. iv) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune. v) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar</p> <p>Second pari passu charge on the entire current assets of the Company both present and future.</p>	<p>Total loan sanctioned amounting to USD 5 million (previous year USD 5 million), repayable in 16 quarterly instalments of USD 0.31 million</p> <p>Rate of interest- LIBOR + 3% p.a.</p>
<p>-Rupee term loan from HDFC Bank amounting to ₹3.60 Crore (previous year ₹5.20 Crore) and is secured by exclusive charge on current assets, movable and immovable fixed assets of the Company arising out of the Chennai Plant and exclusive charge on land and building (Chennai) standing in the name of the Company.</p>	<p>Total loan sanctioned amounting to ₹6.00 Crore (previous year ₹ 6.00 Crore) repayable in 15 equal quarterly instalments of ₹0.40 Crore each starting from October 2015.</p> <p>Rate of interest- varies between HDFC base rate +1.7% p.a. and 9.8% p.a.</p>

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Note 5. Long-term borrowings

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>- Rupee term loan from HDFC Bank amounting to ₹6.00 Crore (previous year ₹8.67 Crore) and is secured by:</p> <p>First pari passu charge on all movable fixed assets of the Company.</p> <p>First pari passu charge on all immovable fixed assets of the Company as below:</p> <p>i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon.</p> <p>ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana.</p> <p>iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal</p> <p>iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal.</p> <p>v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.</p> <p>Second pari passu charge on all present and future current assets of the Company.</p>	<p>Total loan sanctioned amounting to ₹ 15 Crore (previous year ₹15 Crore) of which loan of ₹ 10 Crore was availed in earlier years repayable in 15 equal quarterly instalments of ₹ 0.67 Crore each. Repayment started from October 2015.</p> <p>Rate of interest- varies between HDFC base rate +1.7% p.a. and 9.5% p.a.</p>
<p>- Vehicle loans from banks amounting to ₹ 0.01 crore (previous year ₹0.03 crore) are secured against hypothecation of respective vehicles financed by them.</p>	
<p>- External commercial borrowings from Banco Bilbao Vizcaya Argentaria S.A. amounting to ₹ 30.67 Crore (previous year ₹Nil) (Unsecured)</p>	<p>Total loan sanctioned amounting to EUR 4.50 million , repayable in 20 quarterly instalments from July 2016.</p> <p>Rate of interest- 1.79% p.a.</p>
<p>- Sales tax incentive amounting to ₹6.55 Crore (previous year ₹ 6.60 Crore) from the State Government of Maharashtra, received in 2003-04 [Disclosed under deferred payment liabilities -(Unsecured)]</p>	<p>Sales tax payable amounting to ₹ 14.27 Crore (previous year ₹ 14.27 Crore) repayable in 8 annual instalments starting from 2011-12 and ending up to 2018-19</p> <p>Rate of interest- Interest free</p>

Note 6. Other long-term liabilities

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Others	0.08	0.11
	0.08	0.11

Note 7. Long-term provisions

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Provision for employee benefits		
Gratuity (refer note 39)	18.90	16.95
Compensated absences	9.55	8.26
	28.45	25.21
Others		
Provision for warranty (refer note 47)	2.05	1.41
	30.50	26.62

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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Note 8. Short-term borrowings

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Loans repayable on demand		
from banks (secured)*	75.23	55.86
Other loans and advances		
from related parties (unsecured)**	37.62	-
from others (unsecured)***	26.48	25.96
	139.33	81.82

* Nature of security:

S. No.	Bank Name (facility) Details of security	Outstanding As on 31 Mar 2017	Outstanding As on 31 Mar 2016
1.	HDFC Bank (Cash Credit) First pari passu charge on entire current assets of the Company along with member banks. Second pari passu charge on entire movable fixed assets and second pari passu charge on following immovable fixed assets of the Company: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana. iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.	15.24	28.20
2.	Axis Bank (Cash Credit) First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on entire fixed assets of the Company, both present and future.	11.31	10.09
3.	Citibank (Cash Credit) First pari passu charge on present and future stocks and book debts of the Company. Second pari passu charge on the fixed assets of the Company	-	0.11
4.	State Bank of India (Cash Credit) Primary: Pari passu first charge on all the current assets of the Company including all types of stocks of raw material, stores, spares, stocks-in-process, finished goods etc., lying in their premises, godowns or elsewhere including goods in transit and Company's book debts/receivables (present and future) Collateral: Pari passu second charge on entire fixed assets(present and future) including equitable mortgage of properties detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurgaon c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. Negative lien on the following properties: a) B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. b) B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	25.10	10.12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 8. Short-term borrowings

S. No.	Bank Name (facility) Details of security	Outstanding As on 31 Mar 2017	Outstanding As on 31 Mar 2016
5.	<p>Canara Bank (Cash Credit)</p> <p>Primary: First charge on pari passu basis by way of hypothecation of stocks and receivables (present and future) and other current assets of the Company.</p> <p>Collateral: Second charge on pari passu basis by way of hypothecation / EMT of fixed assets of the Company excluding vehicles as under:</p> <p>Plant and machinery and other assets including Capital work in progress.</p> <p>Land and building as under:</p> <p>i) 34-35 KM, G T Karnal Road, Village Rasoi, Distt. Sonapat, Haryana.</p> <p>ii) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon Haryana.</p> <p>iii) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal.</p> <p>Negative lien on the following properties:</p> <p>i) B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune.</p> <p>ii) B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.</p>	13.58	7.34
6.	<p>Standard Chartered Bank (Cash Credit)</p> <p>First pari passu charge on stock and book debts of the Company, both present and future.</p> <p>Second pari passu charge on all movable fixed assets of the Company, both present and future.</p> <p>Second pari passu charge on immovable fixed assets located at:</p> <p>i) NH-8, Village Nawada Fatehpur, Secunderpur, Manesar, Gurgaon, Haryana</p> <p>ii) 34-35 KM GT Karnal Road National Highway-1, Village Rasol, Distt. Sonipat, Haryana</p> <p>Second pari passu charge on Company's properties situated at:</p> <p>i) Plot no. ME 1 and Plot no. ME 2 situated at Manesar and Plot no. 5A, Industrial estate IIE, Pant nagar, Sec-10 Udham Singh Nagar.</p> <p>Negative lien on properties situated at:</p> <p>i) Plot No. B-1/5 & B-6 Chakan Industrial Area, Village Mahalunge, Taluka, Khed, Distt. Pune.</p>	10.00	-
	Total	75.23	55.86

** Unsecured loan from Minda Storage Batteries Private Limited and is repayable on demand

***Working capital loan from Bajaj Finance Limited, is repayable maximum within 60 days in case of purchase order discounting and 180 days in case of short term loan, respectively.

Note 9. Trade payables

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Trade payables		
(a) total outstanding dues of micro and small enterprises*	11.41	2.22
(b) total outstanding dues of creditors other than micro and small enterprises	227.05	198.97
	238.46	201.19

* refer to note 46

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 10. Other current liabilities

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Current maturities of long-term borrowings*	10.08	11.22
Current maturities of deferred payment liabilities*	2.82	2.82
Interest accrued but not due on long term borrowings	0.17	0.88
Advance from customers	9.27	19.05
Capital creditors towards acquisition of fixed assets	6.17	25.05
Unpaid dividend **	0.29	0.26
Others		
- Statutory dues	11.46	10.96
- Payable to employees	13.85	10.75
- Mark to market loss on derivative contract	0.03	0.02
- Forward contract payable	-	0.14
	54.14	81.15

*For details refer note 5

** ₹ Nil (Previous year ₹ Nil) amount payable to Investor Education and Protection Fund

Note 11. Short-term provisions

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Provision for employee benefits		
Gratuity (refer note 39)	1.26	1.07
Compensated absences	1.35	1.15
	2.61	2.22
Others		
Provision for income tax (net of advance income tax ₹ 72.96 Crore, previous year ₹ 46.62 Crore)	2.99	3.16
Provision for warranty (refer note 47)	1.78	2.31
Provision for dividend		
Provision for proposed equity dividend (refer note 34)	-	6.35
Provision for tax on proposed dividend	-	1.29
	4.77	13.11
	7.38	15.33

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 12. Fixed assets

As at 31 March 2017

Particulars	Gross block			Accumulated depreciation/ amortisation			Net block		
	Balance as at 1 April 2016	Additions*	Disposals	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March 2017	Balance as at 31 March 2016
Tangible									
Land	12.10	-	-	12.10	-	-	-	12.10	12.10
Land- Freehold	14.04	0.07	-	14.11	1.12	0.11	-	12.88	12.92
Land- Leasehold	90.57	1.74	0.20	92.11	22.48	3.11	0.04	66.56	68.09
Buildings	474.98	45.24	7.03	513.19	330.30	40.77	6.78	148.90	144.68
Plant and machinery	6.26	0.68	0.27	6.67	3.81	0.49	0.22	2.59	2.45
Furniture and fixtures	8.20	1.62	1.02	8.80	4.36	0.91	0.70	4.23	3.84
Vehicles	6.49	1.11	0.28	7.32	4.99	0.62	0.25	1.96	1.50
Office equipment	11.52	6.00	0.86	16.66	9.43	0.92	0.82	7.13	2.09
Computers	624.16	56.46	9.66	670.96	376.49	46.93	8.81	256.35	247.67
Intangible									
Goodwill	0.22	-	-	0.22	0.22	-	-	0.22	-
Technical knowhow	2.79	-	-	2.79	2.77	-	-	2.77	0.02
Computer software	26.34	1.88	-	28.22	22.70	1.02	-	23.72	3.64
	29.35	1.88	-	31.23	25.69	1.02	-	26.71	3.66

▶ NOTES FORMING PART OF THE
FINANCIAL STATEMENTS

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 12. Fixed assets

As at 31 March 2016

Particulars	Gross block			Accumulated depreciation/ amortisation			Net block		
	Balance as at 1 April 2015	Additions*	Disposals	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March 2016	Balance as at 31 March 2015
Tangible									
Land	26.13	-	14.03	12.10	-	-	-	12.10	26.13
Land- Freehold	14.04	-	-	14.04	0.998	0.12	-	12.92	13.04
Land- Leasehold	89.82	0.75	-	90.565	19.493	2.99	-	68.09	70.33
Buildings	442.92	38.88	6.82	474.98	289.815	44.35	3.86	144.68	153.11
Plant and machinery	5.98	0.34	0.06	6.26	3.390	0.47	0.05	2.45	2.59
Furniture and fixtures	7.70	1.63	1.13	8.20	3.961	1.04	0.64	3.84	3.74
Vehicles	6.52	0.23	0.26	6.49	4.432	0.80	0.24	1.50	2.09
Office equipment	11.36	0.99	0.83	11.52	9.509	0.68	0.76	2.09	1.85
Computers	604.47	42.82	23.13	624.16	331.59	50.45	5.55	376.49	272.88
Intangible									
Goodwill	0.22	-	-	0.22	0.22	-	-	0.22	-
Technical knowhow	2.79	-	-	2.79	1.50	1.27	-	2.77	1.29
Computer software	25.56	0.82	0.04	26.34	21.67	1.06	0.03	22.70	3.89
	28.57	0.82	0.04	29.35	23.39	2.33	0.03	25.69	5.18

* additions to assets include ₹ 9.52 Crore towards research and development activities (previous year ₹ 9.34 Crore) (refer note 29.1)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 13. Non-current investments

(Trade, unquoted investments valued at cost, unless stated otherwise)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Investment in equity instruments (refer note 35)		
(i) Subsidiaries		
Minda Auto Components Limited - 210,200 equity shares (previous year 210,200 equity shares) of ₹10/- each, fully paid up	0.21	0.21
Minda Kyoraku Limited - 29,550,000 equity shares (previous year 29,550,000 equity shares) of ₹10/- each, fully paid up	31.74	31.74
Minda Distribution and Services Limited - 1,987,600 equity shares (previous year 1,987,600 equity shares) of ₹10/- each, fully paid up	1.99	1.99
M J Casting Limited - 57,330,000 equity shares (previous year 57,330,000 equity shares) of ₹10/- each, fully paid up	43.33	43.33
Minda Kosei Aluminum Wheel Private Limited - 74,727,100 equity shares (previous year 41,995,100 equity shares) of ₹10/- each, fully paid up	74.73	42.00
SAM Global Pte. Ltd - 318,750 equity shares (previous year 318,750 equity shares) of \$ 1 each, fully paid up	19.41	19.41
Minda TG Rubber Private Limited - 23,777,730 equity shares (previous year 17,850,000 equity shares) of ₹10/- each, fully paid up	23.82	17.89
PT Minda Asean Automotive (Indonesia) - 34,095 equity shares (previous year 34,095 equity shares) of \$ 10/- each, fully paid up	7.03	7.03
Global Mazinkert, S.L. - 2,253,600 equity shares (previous year 153,600 equity shares) of €1 each, fully paid up	26.88	10.90
Rinder India Private Limited - 84,996 equity shares (previous year Nil equity shares) of ₹ 100/- each, fully paid up	39.68	-
Minda Storage Batteries Private Limited - 188,600,000 equity shares (previous year Nil equity shares) of ₹ 10/- each, fully paid up	9.05	-
(ii) Associates		
Mindarika Private Limited - 2,707,600 equity shares (previous year 2,707,600 equity shares) of ₹10/- each, fully paid up	7.01	7.01
Minda NexGenTech Limited - 3,120,000 equity shares (previous year 3,120,000 equity shares) of ₹10/- each, fully paid up	3.12	3.12
Kosei Minda Aluminum Company Private Limited - 28,737,371 equity shares (previous year 24,558,800 equity shares) of ₹ 10/- each, fully paid up	16.49	12.31
(iii) Joint Ventures		
Minda Emer Technologies Limited - 2,725,000 equity shares (previous year 2,725,000 equity shares) of ₹10/- each, fully paid up	2.73	2.73
Roki Minda Co. Private Limited - 40,924,800 equity shares (previous year Nil equity shares) of ₹ 10/- each, fully paid up	43.08	-
(iv) Others		
Minda Industria E Comerico De Autopeca Ltd - 25,000 equity shares (previous year 25,000 equity shares) of Brazilian \$ 1 each, fully paid up	0.07	0.07
OPG Power Generation Private Limited (Non-trade) - 11,400 equity shares (previous year 11,400) of ₹ 10/- each, fully paid up	0.01	0.01
Investments in preference shares in subsidiary company		
M J Casting Limited - 750,000 8% non cumulative redeemable preference shares (previous year 750,000) of ₹ 10/- each, fully paid up	0.75	0.75
Investments in partnership firms*		
- Auto Component	5.74	7.00
- YA Auto Industries	2.77	-
- Yogendra Engineering	0.23	2.45
	359.87	209.94
Less: Other than temporary diminution in value of investment in Minda NexGenTech Limited and MJ Casting Limited	15.29	15.29
	344.58	194.65
Aggregate amount of unquoted non current investment	344.58	194.65

*Investment in partnership firms

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 13. Non-current investments

Partnership firm	Name of the Partners	Share in profit (%)	Share in profit (%)
		As at 31 Mar 2017	As at 31 Mar 2016
Auto Component	Minda Industries Limited	48.90%	48.90%
	Mr. Nirmal K. Minda	25.55%	25.55%
	Ms. Palak Minda	25.55%	25.55%
YA Auto Industries	Mrs. Suman Minda	24.00%	-
	Mr. Birender Garg	12.50%	-
	Mr. Sanjeev Garg	12.50%	-
	Minda Industries Limited	51.00%	-
Yogendra Engineering	Minda Industries Limited	48.90%	48.90%
	Mr. Sanjeev Garg	12.50%	12.50%
	Mr. Birender Garg	12.50%	12.50%
	Mrs. Suman Minda	26.10%	26.10%
Total capital of the firm		Amount	Amount
Auto Component		11.59	14.16
YA Auto Industries		5.28	-
Yogendra Engineering		0.42	4.92

Note 14. Deferred tax assets (net)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Deferred tax liabilities		
Excess of depreciation/amortisation on fixed assets under Income tax laws over depreciation/amortisation provided in accounts	11.59	10.01
	11.59	10.01
Deferred tax assets		
Provision for employee benefits	14.61	10.89
Others	0.76	0.92
	15.37	11.81
Deferred tax assets (net)	3.78	1.80
Deferred tax asset created during the year	1.98	2.11

Note 15. Long term loans and advances

(Unsecured and considered good)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
To parties other than related parties		
Capital advances	2.83	1.23
Advance income tax (net of provision for tax ₹43.45 Crore, previous year ₹43.45 Crore)	4.53	6.38
Security deposits	7.33	7.19
	14.69	14.80

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 16. Other non-current assets

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Forward contract receivable	-	0.33
Bank deposits (due to mature after 12 months from the reporting date) (refer note 19)	1.44	1.36
Interest accrued on fixed deposits	-	0.15
Retention money with customers	2.02	5.29
	3.46	7.13

Note 17. Inventories

(At lower of cost or net realisable value, unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Raw materials [Goods in transit ₹ 0.77 Crore (previous year ₹ Nil)]	52.13	51.27
Work-in-progress (refer note 43)	11.27	12.49
Finished goods [Goods in transit ₹ 8.65 Crore (previous year ₹ 7.20 Crore)] (refer note 43)	14.22	14.72
Stock-in-trade (refer note 43)	0.54	0.60
Stores and spares	8.32	7.63
Loose tools	1.12	2.39
	87.60	89.10

Note 18. Trade receivables *

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Trade receivables outstanding for a period exceeding six months from the date they became due for payment		
Unsecured considered good	2.61	1.86
Doubtful	2.16	2.52
	4.77	4.38
Less: Provision for doubtful debts	2.16	2.52
	2.61	1.86
Other receivables		
Unsecured considered good	241.71	249.43
	244.32	251.29

* Trade receivables (unsecured, considered good) include ₹ 12.45 Crore (previous year ₹ 19.01 Crore) due from private companies in which a director is a director and ₹ 0.35 Crore (previous year ₹ 0.38 Crore) due from firms in which director is a partner.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 19. Cash and bank balances

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Cash and cash equivalents		
- Cash on hand	0.15	0.20
- Balances with banks		
On current accounts*	311.40	8.16
On deposit accounts (with original maturity of 3 months or less)	2.85	2.18
	314.40	10.54
Other bank balances		
Cash on imprest accounts	0.13	0.20
Bank deposits (due for realisation within 12 months of the reporting date)	4.19	5.82
Unpaid dividend accounts**	0.29	0.26
	319.01	16.81

* includes escrow account amounting to ₹ 300 Crore (previous year ₹ Nil) towards share application money received on placement of equity shares of the Company to Qualified Institutional Buyers (QIBs). Previous year balance includes escrow account (other than QIB) amounting to ₹ 3.45 Crore.

Detail of bank deposits		
- On deposit accounts with original maturity of 3 months or less included under 'Cash and cash equivalents'	2.85	2.18
- On deposit accounts due to mature within 12 months of reporting date included under 'Other bank balances'	4.19	5.82
- On deposit accounts due to mature after 12 months of reporting date included under 'Other non-current assets' (Refer note 16)	1.44	1.36
Total***	8.48	9.36

** Does not include any amount payable to Investor Education and Protection Fund

*** Deposit accounts amounting to ₹ 6.90 Crore (previous year ₹ 9.36 Crore) is under lien with banks and other government authorities.

Note 20. Short-term loans and advances

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
To parties other than related parties		
Security deposits	0.37	0.41
Prepaid expenses	3.20	3.24
Advance to suppliers	15.61	11.54
Balances with government authorities		
- Considered good	8.29	7.79
- Considered doubtful	0.02	0.02
Less: Provision for doubtful loans and advances	(0.02)	(0.02)
Other loans and advances		
- Advances to employees	1.54	1.74
- MAT credit entitlement	1.14	1.14
	30.15	25.86

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 21. Other current assets

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Interest accrued on fixed deposits	0.69	0.22
Duty entitlement available	1.80	1.30
Forward contract receivable	0.31	2.22
Insurance claims receivable	0.24	0.21
Silver coins / items	0.04	0.04
Qualified Institutions Placement expenses (refer note 53)	5.23	-
	8.31	3.99

Note 22. Revenue from operations

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Sale of products*		
Finished goods	1,759.95	1,570.99
Traded goods	0.25	3.95
Sale of products (gross)	1,760.20	1,574.94
Less: Excise duty	165.66	143.11
Sale of products (net)	1,594.54	1,431.83
Sale of services*	23.36	15.53
Other operating revenues*	21.55	21.38
	1,639.45	1,468.74

* refer note 43

Note 23. Other income

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Interest income on fixed deposits	1.17	1.10
Dividend income from non-current investments	10.89	1.03
Share in profit from partnership firms	6.25	6.43
Net gain on foreign currency fluctuations (other than that considered as finance cost)	1.86	2.65
Profit on sale of fixed assets (net)	2.78	6.17
Package Scheme incentives	0.34	3.35
Other non-operating income		
- Liabilities / provisions no longer required written back	0.58	0.50
- Miscellaneous income	0.94	1.15
	24.81	22.38

Note 24. Cost of materials consumed*

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Raw materials (including purchased components and packing material consumed)		
Opening inventories**	51.27	53.07
Purchases	1,054.64	963.45
Closing inventories**	52.13	51.27
	1,053.78	965.26

* refer note 44

** Refer note 17

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 25. Changes in inventories of finished goods, work in progress and stock in trade

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Inventories at the end of the year*:		
Work-in-progress	11.27	12.49
Finished goods (other than those acquired for trading)	14.22	14.72
Stock-in-trade (acquired for trading)	0.54	0.60
	26.03	27.81
Inventories at the beginning of the year*:		
Work-in-progress	12.49	14.08
Finished goods (other than those acquired for trading)	14.72	8.89
Stock-in-trade (acquired for trading)	0.60	1.49
	27.81	24.46
Net (increase) / decrease in stocks	1.78	(3.35)

* Refer note 17

Note 26. Employee benefit expenses

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Salaries, wages and bonus	187.67	161.28
Expense on employee stock option schemes (refer note 51)	1.14	-
Contribution to provident and other funds (refer to note 39)	11.53	9.97
Staff welfare expense	17.19	15.19
	217.53	186.44

Note 27. Finance costs

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Interest expense on borrowings	13.04	8.89
Other finance costs	0.83	1.33
	13.87	10.22

Note 28. Depreciation and amortisation (refer note 12)

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Depreciation on tangible fixed assets	46.93	50.45
Amortisation on intangible fixed assets	1.02	2.33
	47.95	52.78

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 29. Other expenses

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Consumption of stores and spare parts (refer note 44)	29.84	30.14
Job work charges	31.13	24.16
Power and fuel	34.92	31.70
Rent	13.30	12.06
Repairs and maintenance:		
Buildings	4.68	3.73
Machinery	9.92	7.89
Others	0.95	0.73
Insurance	1.10	1.26
Rates and taxes	0.48	0.37
Travelling and conveyance	20.12	17.57
Directors' sitting fee	0.10	0.12
Legal and professional charges	8.77	7.44
Payments to auditors*	1.15	0.88
Fixed assets scrapped/ written off	0.06	0.34
Provision for doubtful trade and other receivables, loans and advances (net)	-	0.99
Doubtful trade and other receivables, loans and advances written off	0.28	1.30
Royalty expenses	0.44	0.80
Freight and other distribution overheads	28.82	16.28
Warranty (refer note 47)	6.71	5.88
Printing and stationery	1.49	1.80
CSR contribution and donations**	1.41	0.95
Miscellaneous expenses	14.49	11.57
	210.16	177.97
Note:		
*Payments to the auditors (excluding service tax)		
Statutory audit	0.51	0.51
Limited review	0.37	0.18
Certification	0.13	0.08
Reimbursement of expenses	0.14	0.11
Total included above	1.15	0.88
Others (not included in payment to auditors above) #		
Other services	0.66	-
Reimbursement of expenses	0.07	-
	0.73	-

Included in other current assets - Qualified Institutions Placement expenses

** As per section 135 of the Companies Act, 2013, CSR committee was formed by the Company. The area for CSR activities is promoting education and self employment enhancement. A sum of ₹ 1.41 Crore (which is at par with the provision @ 2% of average net profit of preceding 3 years of ₹ 1.32 Crore) was contributed to Corpus Fund of S.L.Minda Charitable Trust and Moga Devi Charitable Trust for utilisation on CSR activities.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 29.1. Details of research and development expenses booked in the respective heads

The Company has incurred expenses on its in-house research and development centres located at Manesar, Sonapat and Pune approved and recognised by the Ministry of Science & Technology, Government of India. Above expenses are included under respective account heads.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
(i) Revenue expenses		
Salaries, allowances and bonus	24.51	19.62
Finance costs	0.24	0.15
Depreciation and amortisation	6.87	5.72
Consumption of stores and spare parts	4.02	5.11
Power and fuel	2.54	2.40
Rent	0.37	0.16
Repairs and maintenance	0.95	1.46
Insurance	0.04	0.07
Rates and taxes	0.02	0.04
Travel and conveyance	3.87	3.41
Legal and professional	0.86	0.72
Printing and Stationery	0.15	0.14
Miscellaneous expenses	5.06	2.79
	49.50	41.79
(ii) Capital expenditure (Refer note 12)	9.52	9.34

Note 30. Earnings per share

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Net profit after tax as per statement of profit and loss	94.82	79.38
Adjustment to net profit after tax:		
Dividend on preference shares and dividend tax thereon	(0.11)	(0.13)
Net profit attributable to equity shares	94.72	79.25
Weighted average number of Equity Shares (in Nos.):		
for Basic EPS	79,326,780	79,326,780
for Diluted EPS	79,682,458	79,326,780
Basic earnings per share in rupees	11.94	9.99
Diluted earnings per share in rupees	11.88	9.99
Calculation of weighted average number of shares for basic/diluted earnings per share		
For basic earnings per share		
Opening and closing balance of equity shares	79,326,780	79,326,780
	79,326,780	79,326,780
Add, for diluted earnings per share		
Add: Weighted average number of potential shares on account of employee stock options/ performance shares scheme	316,817	-
Add: Weighted average number of potential shares on account of placement of shares to quali- fied institutional buyers ('QIB')	38,861	-
For diluted earnings per share	79,682,458	79,326,780

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 31. Contingent liabilities

(a) Claims made against the Company not acknowledged as debts (including interest, wherever applicable):

Name of the statute	Nature of the dues	As at 31 March 2017	As at 31 March 2016	Period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Income Tax	0.07	0.07	Assessment year 2002- 2003	Referred back to the Assessing officer
Income Tax Act,1961	Income Tax	-	0.04	Assessment year 2007- 2008	Income Tax Appellate Tribunal
Income Tax Act,1961	Income Tax	-	0.07	Assessment year 2009- 2010	Income Tax Appellate Tribunal

Contingent liabilities relating to other cases ₹0.71 Crore (previous year ₹0.74 Crore).

Future cash outflows in respect of the above would be determinable on finalisation of judgments /decisions pending with various forums / authorities.

(b) Corporate guarantees given by the Company and outstanding as at 31 March 2017 amounting to ₹59.21 Crore (previous year ₹48.82 Crore) in respect of loans borrowed by related parties. Further, the Company has also provided 'letter of comfort' amounting to ₹183.91 Crore (previous year ₹155.77 Crore) in respect of loans taken by related parties from banks.

(c) Liability of Customs duty towards export obligation undertaken by the Company under "Export Promotion Capital Goods Scheme (EPCG)" amounting to ₹1.95 Crore (Previous year ₹1.35 Crore).

During the current year the Company had imported Capital goods under EPCG and saved duty to the tune of ₹1.95 Crore (previous year ₹1.35 Crore). As per the EPCG terms and conditions, Company needs to export ₹11.70 Crore (previous year ₹8.07 Crore) i.e. 6 times of duty saved on import of Capital goods on FOB basis within a period of 6 years. If the Company does not export goods in prescribed time, then the Company may have to pay duty on imported capital goods, including interest and penalty thereon.

(d) The Company has availed sales tax incentives for its unit at Pune, Maharashtra, from the Government of Maharashtra amounting to ₹0.34 Crore (previous year ₹3.35 Crore). In accordance with Scheme of Government of Maharashtra for Development of Industries, the amount may be refundable to the Government, if specified conditions are not fulfilled, within the prescribed time.

Note 32. Capital and other commitments (net of advance)

Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31 March 2017 aggregates to ₹6.52 Crore (previous year ₹6.59 Crore).

Note 33. Discontinuing operations

During the year, the Board of Directors, subject to the consent of the shareholders of the Company approved the plan to hive off, to sell, transfer, assign or otherwise dispose off the Company's business related to manufacturing and trading of Batteries to its wholly owned subsidiary viz. Minda Storage Batteries Private Limited (formerly Panasonic Minda Storage Batteries India Private Limited) on or before 30 April 2017. The shareholders have also accorded their consent to the aforesaid resolution. The hive off was effected on 1 April 2017. The net assets of business aggregated to ₹21.66 Crore as at 31 March 2017. Accordingly, the Battery business of the Company has been treated as discontinuing operations for the purpose of these financial statements. The required relevant information for the discontinuing operations is as below:

S.No.	Particulars	As on 31 Mar 2017	As on 31 Mar 2016
1	Assets	27.45	30.73
2	Liabilities	5.79	4.75
3	Revenue	35.82	43.10
4	Expenses	41.95	44.08
5	Profit/ (loss) before tax	(6.13)	(0.98)
6	Tax expense	-	-
7	Profit/ (loss) after tax	(6.13)	(0.98)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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The net cash flows attributable to the battery division are as follows

S.No.	Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
1	Net cash inflow / (outflow) from operating activities	(3.64)	7.40
2	Net cash inflow from investing activities	1.06	0.01
3	Net cash inflow / (outflow) from financing activities	2.59	(7.40)

Note 34. Proposed dividend

As per Accounting Standard- 4 (Revised), the Company cannot create provision for dividend proposed after the balance sheet date unless a statute requires otherwise. Rather, Company will need to disclose the same in notes to the financial statements. Accordingly, the Company has disclosed dividend proposed by board of directors after the balance sheet date in the notes to the financial statements. Refer note 3.

Note 35. Additional investments

The Company has made following additional investments during the current year:

- 40,924,800 equity shares of ROKI Minda Co. Private Limited (face value of ₹10/- each) for a total consideration of ₹43.08 Crore.
- Additional 5,927,730 equity shares of Minda TG Rubber Private Limited (face value of ₹10/- each) for a total consideration of ₹5.93 Crore.
- Additional 32,732,000 equity shares of Minda Kosei Aluminum Wheel Private Limited (face value of ₹10/- each) for a total consideration of ₹32.73 Crore.
- Additional 2,100,000 equity shares of Global Mazinkert, S.L. (face value of Euro1 each) for a total consideration of ₹15.98 Crore.
- 84,996 equity shares of ₹100/- each fully paid up of Rinder India Private Limited for a total consideration of ₹39.68 Crore.
- 188,600,000 equity shares of ₹10/- each of Minda Storage Batteries Private Limited for a total consideration of ₹9.05 Crore.
- Additional 4,178,571 equity shares of Kosei Minda Aluminum Company Private Limited (face value of ₹10/- each) for a total consideration of ₹4.18 Crore.

Note 36.

During the year 2002-03, the Director, Town and Country Planning, Chandigarh issued a demand notice on the Company amounting to ₹0.39 crore towards revised CLU (change of land use) charges for the land situated at Village Nawada Fatehpur, P.O. Sikanderpur Badda, Gurgaon, and Haryana. The Company paid ₹0.02 crore and had also filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India, basis which a leave had been granted. Further, the Company had deposited ₹0.09 crore as under protest with the authorities. During the previous years, the Company had filed a writ petition with the High Court of Punjab and Haryana in order to cancel the demand notice and obtain a stay on the balance demand. Further, the Company had withdrawn the petition and accordingly had agreed to pay the total liability of ₹0.28 crore and the interest thereon amounting to ₹0.44 crore (previous year ₹0.41 crore) towards revised CLU charges after adjusting the amount of ₹0.11 crore paid earlier.

During the year 2013-14, the Company had applied for grant of license under 'Affordable Housing Policy- 2013' on the land measuring 9.9625 acres in revenue estate of Village Nawada, Fatehpur Sector-81, Gurgaon and paid scrutiny fee (non-refundable) amounting to ₹0.15 crore in this respect.

On issue of license either under 'Residential Group Housing Colony scheme' or under 'Affordable Housing Policy 2013', CLU charges would be payable as per terms and conditions of the scheme.

Note 37. Segment Information

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

As the Company's business activity primarily falls within a single business segment i.e. Auto Components including Electrical Parts and its Accessories as primary segment, thus there are no additional disclosures to be provided under Accounting Standard 17 – 'Segment Reporting'. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The secondary segment is geographical, which is given as under:

S.No.	Particulars	Current year	Previous year
Revenue from operations*	Within India	1,537.83	1,392.71
	Outside India	101.62	76.03
Assets**	Within India	1,286.77	839.20
	Outside India	40.56	22.49
Cost incurred on acquisition of fixed assets	Within India	63.97	48.56
	Outside India	-	-

* on the basis of location of customers.

** on the basis of location of the assets.

Assets used in the Company's business and liabilities contracted in respect of its business activities, are not identifiable in line with the above reportable segments as the assets and liabilities contracted are used interchangeably between the segments. Accordingly, except for trade receivables, no separate identification relating to other segment assets and liabilities has been made.

Note 38. Related Party Disclosures

(i) Related parties where control exists:

Subsidiaries (including step down subsidiaries)	Minda Auto Components Limited Minda Kosei Aluminum Wheel Private Limited Minda TG Rubber Private Limited (w.e.f. 30 March 2016) Minda Kyoraku Limited M J Casting Limited (w.e.f. 1 August 2015) Minda Distribution and Services Limited PT Minda Asean Automotive (stepdown subsidiary) (w.e.f. 1 July 2015) PT Minda Trading (Indirect Subsidiary) (w.e.f. 1 July 2015) SAM Global Pte. Ltd (w.e.f. 1 July 2015) Minda Industries Vietnam Company Limited (stepdown subsidiary) (w.e.f. 1 July 2015) Global Mazinkert S.L. Clarton Horn, Spain (Indirect subsidiary) Clarton Horn Maroc SARL (Indirect subsidiary) Clarton Horn, Signalakustic GmbH (Indirect subsidiary) Clarton Horn, Mexico S. De R. L. De C.V. (Indirect subsidiary) Rinder India Private Limited (w.e.f. 3 June 2016) Minda Storage Batteries Private Limited (w.e.f. 23 September 2016) Light & Systems Technical Centre S.L. Spain (Indirect subsidiary) (w.e.f. 26 June 2016)
Partnership firm	YA Auto Industries (w.e.f. 8 August 2016)

(ii) Other related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

Associates	Mindarika Private Limited Minda NexGenTech Limited Kosei Minda Aluminum Company Private Limited (w.e.f. 29 March 2016)
Partnership firms	Auto Component (Firm) Yogendra Engineering (Firm)
Joint ventures (jointly controlled entities)	Minda Emer Technologies Limited M J Casting Limited (upto 31 July 2015) Roki Minda Co. Private Limited (w.e.f. 1 October 2016) Rinder Riduco, S.A.S. Columbia (Indirect Joint Venture w.e.f. 10 June 2016)
Key management personnel	Mr. Nirmal K. Minda

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(ii) Other related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

	{Chairman and Managing Director("CMD")}
	Mr. Sudhir Jain (CFO)
	Mr. H.C. Dhamija (Company Secretary)
Relatives of key management personnel	Mrs. Suman Minda (wife of CMD)
	Mrs. Paridhi Minda Jindal (daughter of CMD)
	Mrs. Palak Minda (daughter of CMD)
	Mr. Vivek Jindal (son-in-law of CMD)
Other entities over which key management personnel and their relatives are able to exercise significant influence	Minda Investments Limited
	Minda International Limited
	Minda Corporation Limited
	Nirmal K. Minda (HUF)
	Minda Industries (Firm)
	Minda Spectrum Advisory Limited
	Samaira Engineering (Firm)
	S.M.Auto Industries (Firm)
	Shankar Moulding Ltd.
	Maa Rukmani Devi Auto Limited
	MI Torica India Private Limited
	Minda F Ten Private Limited
	Fujitsu Ten Minda Private Limited
	Minda Mindpro Limited
	Minda Nabtesco Automotive Private Limited

(iii) Transactions / balances with related parties

(a) Summary of transactions / balances with related parties	Entities where control exists		Associates (including partnership firms where Company has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016
Transactions during the year										
Sale of goods	231.86	165.21	3.62	3.43	0.02	0.07	4.85	1.29	-	-
Purchase of goods	9.45	1.65	1.82	4.16	-	0.19	101.87	68.23	-	-
Sale of fixed assets	1.51	18.44	0.03	-	-	-	-	0.04	-	-
Purchase of fixed assets	-	0.11	-	-	-	-	-	-	-	-
Expenses recovered	4.61	2.46	0.74	0.13	-	0.02	-	0.01	-	-
Re-imbursment of expenses	-	2.29	-	0.02	-	0.01	-	0.04	-	-
Services rendered	9.86	3.21	7.49	5.78	1.81	0.42	3.04	0.03	-	-
Services received	2.88	-	0.27	0.05	-	-	14.39	14.32	-	1.38
Remuneration	-	-	-	-	-	-	-	-	8.41	6.40
Interest received	1.55	-	-	-	-	-	-	-	-	-
Interest paid	1.25	-	-	-	-	-	-	-	-	-
Dividend received	10.08	0.35	0.81	0.67	-	-	-	-	-	-
Share of profits	1.83	-	4.42	6.43	-	-	-	-	-	-
Royalty received	5.98	2.39	0.49	0.73	-	-	0.55	0.05	-	-
Dividend paid on equity share capital	-	-	-	-	-	-	2.51	3.86	4.02	3.38
Dividend paid on 3% cumulative redeemable preference share capital	-	-	-	-	-	-	-	-	0.11	0.10
Redemption of preference shares	-	-	-	-	-	-	-	-	3.50	-
Investment in shares / partnership firm	54.64	41.99	5.12	-	-	-	43.08	55.68	-	-
Unsecured loan received	37.00	-	-	-	-	-	-	-	-	-
Unsecured loan given	22.40	-	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(iii) Transactions / balances with related parties

(a) Summary of transactions / balances with related parties	Entities where control exists		Associates (including partnership firms where Company has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016
Guarantee / Letter of comfort given during the year	38.54	132.00	-	-	-	-	-	-	-	-
Reduction in guarantees given	-	51.25	-	-	-	-	-	-	-	-
Balance as at year end										
Balance outstanding-Receivable/(payable)	15.30	27.13	2.09	1.30	1.44	0.59	(22.54)	(33.53)	(2.68)	(1.97)
Unsecured loan outstanding	37.00	-	-	-	-	-	-	-	-	-
Guarantee / Letter of comfort end of the year	243.13	204.59	-	-	-	-	-	-	-	-

(b) Details of related parties with whom transactions / balances exceed 10% of the class of transaction:

Related party	Nature of transaction	Year ended 31 Mar 2017*	Year ended 31 Mar 2016#
Transactions during the year			
Minda Auto Components Limited	Sale of goods	75.31	37.67
Minda Distribution and Services Limited	Sale of goods	117.05	109.18
MI Torica India Private Limited	Purchase of goods	38.44	-
Minda Corporation Limited	Purchase of goods	46.35	54.89
Shankar Moulding Limited	Purchase of goods	15.11	13.29
Minda Auto Components Limited	Sale of fixed assets	1.47	-
Minda Kosei Aluminum Wheel Pvt. Ltd.	Sale of fixed assets	-	17.67
Minda Distribution and Services Limited	Purchase of fixed assets	-	0.11
Minda Auto Components Limited	Expenses recovered	-	1.69
Minda Storage Batteries Private Limited	Expenses recovered	2.18	-
Minda Kosei Aluminum Wheel Pvt. Ltd.	Expenses recovered	0.91	0.87
Rinder India Private Limited	Expenses recovered	1.12	-
Minda Auto Components Limited	Expenses recovered	-	1.74
Minda Investments Limited	Services received	14.39	14.18
Minda Auto Components Limited	Services received	1.85	-
Mindarika Private Limited	Services received	0.27	0.05
Mindarika Private Limited	Services rendered	7.46	5.65
Minda Kyoraku Limited	Services rendered	1.99	1.53
Sam Global	Dividend received	8.96	-
PT Minda Asean Automotive	Dividend received	1.12	0.35
Mindarika Private Limited	Dividend received	0.81	0.68
Auto Component (Firm)	Share of profits	2.97	2.64
Yogendra Engineering (Firm)	Share of profits	1.45	3.79
YA Auto Industries	Share of profits	1.83	-
Minda Kosei Aluminum Wheel Pvt. Ltd.	Letter of comfort given	28.14	132.00
Rinder India Pvt. Ltd	Guarantee given	10.40	-
PT Minda Asean Automotive	Royalty received	5.46	2.39
Minda Investment Limited	Purchase of shares of Roki Minda Co Pvt Limited	43.08	-
Minda Kosei Aluminum Wheel Pvt. Ltd	Investment in Shares	32.73	-
Global Mazinkert S.L.	Investment in Shares	15.97	-
Mr. Nirmal K Minda	Remuneration	5.92	3.77
Mr. Sudhir Jain	Remuneration	1.98	1.53
Minda Investments Limited	Equity Dividend	2.51	2.71

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(All amounts in Indian ₹ Crore, unless otherwise stated)

Related party	Nature of transaction	Year ended 31 Mar 2017*	Year ended 31 Mar 2016#
Palak Minda	Remuneration	0.25	-
Paridhi Minda Jindal	Remuneration	0.26	-
Mr. Nirmal K Minda	Equity/Preference Dividend	1.49	1.61
Mrs. Suman Minda	Equity/Preference Dividend	1.55	1.67
Nirmal K. Minda (HUF)	Equity/Preference Dividend	0.90	0.97
Minda Storage Batteries Private Limited	Unsecured loan received	37.00	-
Minda Storage Batteries Private Limited	Interest paid	1.25	-
Rinder India Private Limited	Unsecured loan given	22.40	-
Rinder India Private Limited	Interest Received	1.55	-
Mr. Nirmal K. Minda	Redemption of preference shares	1.50	-
Mrs. Suman Minda	Redemption of preference shares	2.00	-
Balance as at year end			
Minda Kosei Aluminum Wheel Pvt. Ltd.	Letter of comfort year end	160.14	-
Global Mazinkert SL.	Guarantee at year end	46.00	48.82
M J Casting Limited	Letter of comfort year end	26.58	23.77
Minda Kosei Aluminum Wheel Pvt. Ltd.	Receivables	0.42	17.39
Maa Rukmani Devi Auto Ltd.	Payable	-	13.39
MI Torica India Private Limited	Payable	11.12	-
Minda Distribution and Services Limited	Receivables	5.47	11.67
Minda Investments Limited	Payable	0.53	9.61
Minda Corporation Limited	Payable	7.41	8.51
Minda Kyoraku Limited	Receivables	1.28	1.05
Minda Auto Components Limited	Payable	0.59	7.35
Minda Storage Batteries Private Limited	Payable	1.31	-
Mindarika Private Limited	Payable	-	1.11
Mindarika Private Limited	Receivable	1.90	-
Global Mazinkert S.L.	Receivables	2.79	0.35
Minda Emer Techonologies Limited	Receivables	0.80	0.28
PT Minda Asean Automotive	Receivables	3.18	3.89
Shankar Moulding Limited	Payable	3.56	2.67

Nil in previous year column represent ₹ Nil or transaction less than 10% of the class of transaction.

* Excluding taxes.

Note 39. Disclosure pursuant to Accounting Standard-15 on “Employee Benefits”

a) Defined contribution plan

An amount of ₹9.69 Crore (previous year ₹8.36 Crore) for the year, has been recognised as an expense in respect of the Company's contribution towards Provident Fund, deposited with the Government authorities and has been included under employee benefit expense in the Statement of Profit and Loss. An amount of ₹0.49 Crore (previous year ₹0.42 Crore) for the year, has been recognised as an expense in respect of the Company's contribution towards Superannuation Fund, and has been included under employee benefit expense in the Statement of Profit and Loss. Further an amount of ₹1.35 Crore (previous year ₹1.19 Crore) for the year, has been recognised as an expense in respect of the Company's contribution towards ESI Fund, and has been included under employee benefit expense in the Statement of Profit and Loss.

b) Defined benefit plans

Gratuity is payable to all eligible employees of the Company on retirement/exit, death or permanent disablement in terms of the provisions of the Payment of Gratuity Act, 1972.

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(All amounts in Indian ₹ Crore, unless otherwise stated)

(i) Changes in present value of obligation:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Present value of obligation as at the beginning of the year	21.55	19.03
Interest cost	1.71	1.48
Current service cost	2.59	2.72
Benefits paid	(0.56)	(1.16)
Actuarial (gain)/loss on obligation	(1.31)	(0.51)
Present value of obligation as at the end of year	23.98	21.55
- Long term	22.72*	20.48*
- Short term	1.26	1.08
	23.98	21.55

*The Company is maintaining its gratuity fund with L.I.C. through Minda Industries Limited Gratuity Trust. Accumulated contribution by the Company as on 31 March 2017 is ₹3.82 Crore (previous year ₹3.53 Crore). LIC is paying interest on this contribution annually which is considered as income of the Trust. During the current year interest accrued on this fund is ₹0.28 Crore (previous year ₹0.27 Crore). Contribution by the Company during the current year is ₹ Nil (previous year ₹ Nil)

(ii) Changes in the fair value of plan assets:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Fair value of plan assets at the beginning of the year	3.53	3.25
Expected return on plan assets	0.29	0.29
Actuarial gain/ (loss) on plan assets	(0.01)	(0.02)
Fair value of plan assets at the end of the year	3.82	3.53

(iii) Actuarial gain/ loss recognised is as follows:

Particulars	Gratuity	
	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Actuarial gain/(loss) for the year – obligation	1.31	0.51
Actuarial gain / (loss) for the year - plan assets	(0.01)	0.02
Total gain / (loss) for the year	1.30	(0.49)
Actuarial gain / (loss) recognised in the year	1.30	(0.49)

(iv) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Present value of obligation as at the end of the year	23.98	21.55
Fair value of plan assets as at the end of the year	3.82	3.53
Unfunded status	(20.16)	(18.02)
Net asset/(liability) recognised in balance sheet	(20.16)	(18.02)

(v) Expenses recognised in the Statement of Profit and Loss:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Current Service Cost	2.59	2.72
Interest cost	1.71	1.48
Expected return on plan assets	(0.29)	(0.29)
Net actuarial (gain)/ loss recognised in the year	(1.30)	(0.49)
Expenses recognised in the statement of profit and losses	2.71	3.41

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(vi) Experience on actuarial gain/(loss) for PBO and Plan Assets

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016	Year ended 31 Mar 2015	Year ended 31 Mar 2014	Year ended 31 Mar 2013
On Plan PBO	(2.85)	0.12	0.56	(0.75)	(0.42)
On Plan assets	(0.01)	(0.02)	0.07	(0.04)	-

(vii) Principal actuarial assumptions at the balance sheet date are as follows:

a) Economic assumptions:

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate taking account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Discount rate per annum	7.45%	7.94%
Future salary increase	8.00%	8.00%
Expected rate of return on plan assets	8.00%	8.35%

b) Demographic assumptions:

Particulars	Assumptions as at 31 Mar 2017	Assumptions as at 31 Mar 2016
i) Retirement Age (Years)	58	58
ii) Mortality Table	IALM (2006-08)	IALM (2006-08)
iii) Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

Note 40. CIF value of imports

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Raw material	74.72	69.06
Stores and spares	0.53	1.02
Capital goods	8.86	6.73
Total	84.11	76.81

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Note 41. Earnings in foreign currency

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
FOB value of exports	87.36	65.86
Royalty/design fee/management fee	6.15	9.13
Dividend	10.08	-
Others	4.82	-
Total	108.41	74.99

Note 42. Expenditure in foreign currency

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Travelling	1.24	0.77
Royalty	0.44	0.80
Technical know how	0.16	0.53
Others	3.95	4.72
Total	5.79	6.82

Note 43 a). Details for sale of products

Manufactured Goods	Sale value for the year ended 31 Mar 2017	Sale value for the year ended 31 Mar 2016	Closing inventory	Opening inventory
Finished Goods				
Switch	870.20	830.07	7.57	9.86
Lighting	449.41	345.78	2.93	2.61
Horn	209.58	183.06	3.36	1.53
Others	65.10	68.97	0.36	0.72
Traded Goods				
LED/Horns	0.25	3.95	0.54	0.60
Total	1,594.54	1,431.83	14.76	15.32

Work in Progress	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Switch	6.83	7.21
Lighting	1.46	1.33
Horn	0.91	0.82
Others	2.07	3.13
Total	11.27	12.49

Note 43 b). Details of other operating revenue

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Development Cost Recovery	4.34	4.68
Scrap Sale	8.34	7.82
Royalty	7.02	4.35
Job Income	0.23	2.43
Others	1.62	2.10
Total	21.55	21.38

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 43 c). Details of sale of services

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Management consultancy fee	16.51	9.10
Computer network service charges	2.75	4.48
Others	4.10	1.95
Total	23.36	15.53

Note 44. Details of consumption

(a) Details of Raw materials/Packing materials consumed during the year exceeding 10% individually

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Handle bar	116.70	161.49
Plastics	118.49	112.17
Wiring harness	119.84	119.29
Others	698.75	572.31
Total	1,053.78	965.26

(b) Value of Imported and indigenous materials consumed

Manufactured Goods	Year ended 31 Mar 2017		Year ended 31 Mar 2016	
	Amount	%	Amount	%
Raw material				
Imported	77.64	7.37	67.67	7.01
Indigenous	976.14	92.63	897.59	92.99
Total	1,053.78	100.00	965.26	100.00
Stores and spare parts				
Imported	1.34	4.50	0.73	2.42
Indigenous	28.50	95.50	29.41	97.58
Total	29.84	100.00	30.14	100.00

Note 45. Particulars of un-hedged foreign currency exposure

Currency	As at 31 Mar 2017			As at 31 Mar 2016		
	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore
Trade receivables						
USD	0.27	63.92	17.48	0.23	65.41	15.13
EUR	0.11	67.90	7.44	0.10	73.72	7.21
JPY	2.86	0.57	1.62	0.15	0.58	0.09
GBP	-	-	-	0.01	93.41	0.06
Trade payables						
USD	0.15	65.74	10.13	0.10	67.23	7.00
JPY	1.36	0.59	0.80	0.45	0.60	0.27
EUR	0.03	70.52	2.09	0.02	76.34	1.46
TWD	0.03	2.05	0.07	0.02	2.05	0.05
GBP	0.01	82.59	0.13	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 45. Particulars of un-hedged foreign currency exposure

Currency	As at 31 Mar 2017			As at 31 Mar 2016		
	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore
Advance to vendors						
EUR	0.02	70.52	1.57	0.01	76.34	0.02
USD	0.18	65.74	11.81	0.08	67.23	5.08
JPY	-	0.59	-	0.54	0.60	0.33
Advance from customers						
USD	0.01	63.92	0.31	0.02	65.41	1.62
Bank Balance						
TWD	0.00	2.05	0.01	0.02	2.05	0.03
USD	0.02	63.92	1.45	0.01	65.41	0.54
EUR	0.03	67.90	1.97	0.01	73.72	1.00
Long term borrowing						
EUR	0.44	70.52	30.67	-	76.34	-

Note 46.

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the said Memorandum. Accordingly, the disclosures in below respect of the amounts payable to such enterprises as at the year-end has been made based on information received and available with the Company.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	11.41	2.22
- Interest	0.05	0.01
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006)	-	-
The Amounts of the payments made to micro and small suppliers beyond the appointed day during the year	105.18	49.90
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	0.88	0.56
The amount of interest accrued and remaining unpaid at the end of the year	0.93	0.57
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 47. Provision for warranty

The following disclosures have been made in accordance with the provisions of Accounting Standard 29 - 'Provisions, Contingent Liabilities and Contingent Assets'

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Balance as at beginning of the year	3.72	4.17
Add: Provision made during the year	6.71	5.88
Less: Utilised during the year	6.60	6.33
Balance as at the end of the year [included in long term provisions ₹2.05 Crore (previous year ₹1.41 Crore) and short term provisions ₹1.78 Crore (previous year ₹2.31 Crore)]	3.83	3.72

The Company has made a warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimate and past trends. Actual expenses for warranty are charged directly against the provision. Un-utilised provision is reversed on expiry of the warranty period.

Note 48. Leases

The Company has taken premises and certain machineries on cancellable operating leases. The lease rentals recognised in the Statement of Profit and Loss for the year 31 March 2017 is ₹13.30 Crore (Previous Year ₹12.06 Crore).

Non-Cancellable operating lease rentals payable (minimum lease payments) under these leases are as follows.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Payable within one year	0.82	0.18
Payable between one to five years	2.45	0.71
Total	3.26	0.89

Note 49. Joint ventures

(a) The Company has the following investment in the jointly controlled entities:

Name of joint venture	Country of incorporation	Proportion of ownership interest
Minda Emer Technologies Limited	India	49.10%
ROKI Minda Co. Private Limited	India	49.00%
Rinder Riduco, S.A.S., Columbia	Columbia	50.00%

During the previous year the shareholding in M J Casting Limited (MJCL) was increased from 50% to 98%, hence as on reporting date, MJCL was considered as subsidiary company.

(b) In respect of jointly controlled entities, the Company's share of assets, liabilities, income and expenditure of the joint venture companies are as follows:

Name of joint venture	Country of incorporation	Proportion of ownership interest
Non-current assets	92.67	4.62
Current assets	43.93	6.23
Non-current liabilities	27.70	0.92
Current liabilities	52.73	6.37
Revenue (including other income)	91.48	37.73
Expenses (including income tax expense)	84.08	38.59
Capital commitment	13.75	-
Contingent liabilities	0.20	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 50. Derivative instruments

The Company uses forward exchange contracts and cross-currency options to hedge its exposure to movements in foreign exchange rates.

Manufactured Goods	Currency Hedged	Outstanding as at 31 March 2017		Outstanding as at 31 March 2016	
		Number of contracts	Foreign currency amount	Number of contracts	Foreign currency amount
Forward exchange contracts (Debtors)	USD	2	100,000	15	997,000
Forward exchange contracts (Debtors)	EURO	-	-	6	300,000
Currency options (to hedge the ECB loan)	USD	1	187,500	1	1,437,500

Note 51. Employee Stock Option Plan

The members of the Company had approved 'Minda Employee Stock Option Scheme 2016' at the Annual General Meeting held on 11 August 2016. The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of Performance Shares at nominal value to eligible management employees as determined by the Compensation Committee of the Board of Directors from time to time. The performance measures under this scheme include group achieving the target market capitalisation.

The maximum number of equity shares to be allotted under the scheme are 1,500,000. The number of options granted under the 2016 Performance Share Schemes are 888,000 equity shares at an exercise price of ₹180/- each and 98,750 equity shares at an exercise price of ₹392/- each. The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

Scheme	Year	Date of Grant	No. of options granted	Vesting conditions	Exercise period	Exercise price (₹) per share	Fair value of the option on the date of grant (₹) per share
Minda Employee Stock Option Scheme 2016	2016-17	23 November 2016	888,000	Achieving target of market capitalisation of the Company on or before 31 March 2018	1 Year from the date of vesting	180/-	99.11/-
Minda Employee Stock Option Scheme 2016	2016-17	21 March 2017	98,750	Achieving target of market capitalisation of the Company on or before 31 March 2018	1 Year from the date of vesting	392/-	71.75/-

Scheme	Year	Number of Shares Options					
		Outstanding at the beginning of the year	Granted during the year	Forfeited/ Expired during the year	Exercised during the year	Exercisable at the end of the year	Outstanding at the end of the year
Minda Employee Stock Option Scheme 2016	2016-17	-	986,750	-	-	-	986,750

The Company has adopted the intrinsic value method as permitted by the SEBI Guidelines and the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India in respect of stock options granted.

The Employee Stock Option Plan includes employees of Minda Industries Limited and its subsidiaries. The cost reimbursed by subsidiaries for the year is ₹0.85 crore.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The Company's profit for the year and earnings per share would have been as under, had the compensation cost for employees' stock options been recognised based on the fair value at the date of grant in accordance with Black Scholes model. The fair value of the underlying shares has been determined by an independent valuer.

Particulars	Year ended 31 Mar 2017
Profit after tax for the year	94.82
Less: Increase in employee compensation cost based on fair value	0.18
Profit after tax for the year as per fair value method	94.64
Basic Earnings Per Share (EPS)	
Weighted average number of equity shares	79,326,780
Basic EPS as reported (in ₹)	11.94
Proforma Basic EPS (in ₹)	11.92
Diluted Earnings Per Share (EPS)	
Weighted average number of equity shares (including dilutive ESOP shares)	79,682,458
Diluted EPS as reported (in ₹)	11.88
Proforma Diluted EPS (in ₹)	11.86

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Risk-free interest rate (%)	6.13% - 6.51%	NA
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	1.53 years - 1.85 years	NA
Expected volatility (%)	27.92% - 43.62%	NA
Dividend yield	4.61% - 6.90%	NA

The risk free interest rates are determined based on the zero-coupon yield curve for Government Securities or Government bonds with maturity equal to the expected term of the option. Volatility calculation is based on annualised standard deviation of the continuously compounded rate of return of the stock over a period of time. The historical period taken into account to match the expected life of the option. Dividend yield has been arrived by dividing the dividend for the period with the current market price.

Effect of share-based payment plan on the Statement of Profit and Loss:

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Expense arising from employee share-based payment plan	1.14	-

Note 52.

During the year, the Company had specified bank notes or other denomination note as defined in MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016. The denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination notes**	Total
Closing cash in hand as on 8 November 2016	0.22	0.02	0.24
Add: Permitted receipts	0.03	0.19	0.22
Less: Permitted payments	0.03	0.13	0.16
Less: Amount deposited in banks	0.22	0.00	0.22
Closing cash in hand as on 30 December 2016	-	0.08	0.08

* The term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8 November 2016.

**Other denomination notes represents other than 'Specified Bank Notes' referred above.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 53.

During the year, the Company came out with issue of equity shares to qualified institutional buyers ('QIB') aggregating to ₹ 300.00 Crore. The Company approved the issue of 7,092,125 equity shares of ₹ 2 each, at an issue price of ₹423.00 per equity share (₹421.00 per share towards share premium). The shares were fully subscribed and were allotted on 3 April 2017. The issue is within the authorised capital of the Company. The Company incurred expenses amounting to ₹5.23 Crore in relation to the aforesaid placement. These expenses have been adjusted against the balance of securities premium subsequent to the year end at the time of allotment of shares.

Note 54.

The Company has established a comprehensive system of maintenance of information and documents are 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.

Note 55.

Previous year figures have been reclassified / regrouped, wherever required, to confirm to current year classification.

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Nirmal K. Minda

Chairman and Managing Director

DIN No. 00014942

Sudhir Jain

Corporate Business Head

and Group CFO

Anand Kumar Minda

Director

DIN No. 00007964

H.C. Dhamija

VP Group: Accounts, Legal,
Secretarial, Indirect Taxation, and
Company Secretary

Place: Gurgaon

Date : 16 May 2017



CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of **Minda Industries Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Minda Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors 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 consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of sixteen subsidiaries (including downstream subsidiaries) and two jointly controlled entities [previous year fourteen subsidiaries (including downstream subsidiaries) and one jointly controlled entity (for period upto 31 July 2015)], whose financial statements reflect total assets as at 31st March 2017 of ₹969.56 Crore (previous year ₹597.99 Crore), total revenues of ₹1,826.43 Crore (previous year 1,103.70 Crore) and net cash flows amounting to ₹2.61 Crore (previous year 11.79 Crore) 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 of ₹15.83 Crore (previous year ₹11.67 Crore) for the year ended 31 March 2017, as considered in the consolidated financial statements, in respect of five associates, 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, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

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 information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, 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 and the Consolidated Cash Flow Statement 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 Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled company incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31 March 2017 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 over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matter 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 :
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities– Refer Note 33 to the consolidated financial statements;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note 44 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and jointly controlled entities and (b) the Group's share of net profit in respect of its associates and;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.
 - iv. The Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Group and its jointly controlled companies. Refer Note 46 to the consolidated financial statements.

For **BSR & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Rajiv Goyal
Partner
Membership Number: 094549

Gurgaon
Date 16 May 2017

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MINDA INDUSTRIES LIMITED FOR THE YEAR ENDED 31 MARCH 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Minda Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled Companies, which are companies incorporated in India, as of date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, its associate companies and jointly controlled Companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiary companies, its associate companies and jointly controlled entities internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, its associate companies and jointly controlled Companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Holding Company, its subsidiary companies, its associate companies and jointly controlled entity 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to five subsidiary companies, one jointly controlled company and three associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India

For **BSR & Co. LLP**

Chartered Accountants

Firm Registration Number: 101248W/W-100022

Rajiv Goyal

Partner

Membership Number: 094549

Gurgaon

Date 16 May 2017

CONSOLIDATED BALANCE SHEET

As at 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Note	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	15.87	19.37
Reserves and surplus	4	608.96	452.34
Capital reserve on consolidation	49	102.52	-
		727.35	471.71
Share application money pending allotment	47	300.00	-
Minority interest	5	138.95	109.61
Non-current liabilities			
Long-term borrowings	6	190.41	169.01
Other long-term liabilities	7	7.92	9.09
Long-term provisions	8	68.83	33.60
		267.16	211.70
Current liabilities			
Short-term borrowings	9	261.61	184.06
Trade payables	10		
(a) total outstanding dues of micro and small enterprises		11.73	2.25
(b) total outstanding dues of creditors other than micro and small enterprises		503.39	319.20
Other current liabilities	11	183.76	169.45
Short-term provisions	12	17.18	18.87
		977.67	693.83
		2,411.13	1,486.85
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	13	865.68	558.31
Intangible assets	13	29.81	8.09
Capital work-in-progress		137.10	129.77
Intangible assets under development		0.15	0.34
Goodwill on consolidation	49	-	6.34
Non-current investments	14	54.54	43.62
Deferred tax assets (net)	15	13.16	7.18
Long term loans and advances	16	50.99	25.14
Other non-current assets	17	6.26	8.00
		1157.69	786.79
Current assets			
Inventories	18	251.33	183.84
Trade receivables	19	523.48	363.91
Cash and bank balances	20	376.64	56.66
Short-term loans and advances	21	89.03	87.28
Other current assets	22	12.96	8.37
		1253.44	700.06
		2,411.13	1,486.85
Significant accounting policies	2		

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Chairman and Managing Director

DIN No. 00014942

Sudhir JainCorporate Business Head
and Group CFO**Anand Kumar Minda**

Director

DIN No. 00007964

H.C. DhamijaVP Group: Accounts, Legal,
Secretarial, Indirect Taxation and
Company Secretary

Place: Gurgaon

Date : 16 May 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Note	Year ended	
		31 Mar 2017	31 Mar 2016
Revenue from Operations	23		
Sale of products (gross)		3,724.07	2,668.48
Less: Excise duty		290.04	186.64
Sale of products (net)		3,434.03	2,481.84
Sale of services		33.32	24.31
Other operating revenues		37.68	21.19
Total revenue from operations		3,505.03	2,527.34
Other income	24	13.87	13.97
Total revenue		3,518.90	2,541.31
Expenses			
Cost of materials consumed	25	1,932.60	1,378.80
Purchase of stock in trade		249.04	248.63
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(7.77)	(17.65)
Employee benefit expenses	27	462.02	326.34
Finance costs	28	39.34	25.68
Depreciation and amortisation	29	135.67	92.62
Other expenses	30	485.55	353.39
Total expenses		3,296.45	2,407.81
Profit before exceptional items and tax		222.45	133.50
Exceptional items	31	-	5.20
Profit for the year before tax		222.45	138.70
Profit before tax from continuing operations		222.45	139.68
Income tax expense from continuing operations			
Current tax (including Minimum Alternate Tax)		50.17	28.14
Tax for earlier years		0.34	-
Minimum alternate tax utilised/ (created)		(5.77)	0.75
Deferred tax charge / (credit) [refer note 15]		4.11	(1.15)
Tax expense		48.85	27.74
Profit from continuing operations for the year after tax (A)		173.60	111.94
Profit/ (Loss) from dis-continuing operations (tax impact ₹ Nil, previous year ₹ Nil) (B)		-	(0.98)
Net profit after taxes, minority interest and share of profit of associates		173.60	110.96
Add: Share of profit of associates		14.51	11.67
Less: Minority interest		(20.03)	(11.49)
Profit for the year after tax (A+B)		168.08	111.14
Earnings per equity share	32		
[nominal value of ₹ 2 per share (Previous year ₹ 2 per share)]			
Basic		21.17	13.99
Diluted		21.08	13.99

The notes referred to above form an integral part of the Consolidated financial statements

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Nirmal K. Minda

Chairman and Managing Director

DIN No. 00014942

Sudhir Jain

Corporate Business Head

and Group CFO

Anand Kumar Minda

Director

DIN No. 00007964

H.C. Dhamija

VP Group: Accounts, Legal,
Secretarial, Indirect Taxation and
Company Secretary

Place : Gurgaon

Date : 16 May 2017

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Years ended 31 March 2017	Year ended 31 March 2016
A. Cash flows from operating activities :		
Profit before tax	222.45	138.71
Adjustments for:		
Depreciation and amortisation	135.67	92.62
Finance costs	39.34	25.68
Expense on employee stock option schemes	1.99	-
Interest income on deposits	(2.47)	(2.75)
Dividend income from non-current investments	(0.81)	(1.03)
Liabilities / provisions no longer required written back	(0.96)	(0.80)
Unrealised (gain) / loss on foreign currency fluctuations (net)	(6.23)	0.95
Fixed assets scrapped / written off	0.06	0.43
Doubtful trade and other receivables provided for / written off	1.11	2.84
(Profit) / loss on sale of fixed assets	(0.99)	(2.88)
	166.71	115.06
Operating profit before working capital changes	389.16	253.77
Adjustments for working capital changes:		
(Increase) / decrease in inventories	(27.95)	(43.25)
(Increase) / decrease in trade receivables	(68.63)	(76.59)
(Increase) / decrease in short-term loans and advances	9.65	(32.78)
(Increase) / decrease in long-term loans and advances	6.93	(2.55)
(Increase) / decrease in other non-current assets	5.38	2.85
(Increase) / decrease in other current assets	4.74	(3.70)
Increase / (decrease) in trade payables	95.71	54.45
Increase / (decrease) in other current liabilities	(15.75)	12.03
Increase / (decrease) in short-term provisions	0.83	0.11
Increase / (decrease) in other long term liabilities	0.39	(0.00)
Increase / (decrease) in long-term provisions	6.42	7.24
	17.72	(82.19)
Cash generated from operations	406.87	171.58
Income tax paid	(50.81)	(25.30)
Wealth tax paid	-	(0.03)
Net cash flows from operating activities (A)	356.07	146.25
B. Cash flows from investing activities		
Sale of current investments	-	2.03
Net returns from / (investment) in non-current investments	3.66	(4.60)
Purchase of fixed assets	(287.31)	(210.70)
Proceeds from sale of fixed assets	6.25	26.02
Payment for acquisition of subsidiaries and jointly controlled entities	(101.22)	(57.52)
Interest received on fixed deposits	0.62	2.58
Decrease / (increase) in deposits (with original maturity more than three months)	6.05	(14.74)
Net cash used in investing activities (B)	(371.95)	(256.93)

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2017

(All amounts in Indian ₹ Crore, unless otherwise stated)

Particulars	Years ended 31 March 2017	Year ended 31 March 2016
C. Cash flows from financing activities		
Repayment of preference share	(3.50)	-
Share application money from issue of shares to Qualified Institutional Buyers (QIB)	300.00	-
Proceeds from / (repayment of) short term borrowings	33.22	72.50
Proceeds from / (repayment of) long term borrowings	4.01	87.67
Capital grant received	-	0.34
Interest paid on borrowings	(39.61)	(24.60)
Dividend paid by the parent Company (including corporate dividend tax)	(17.26)	-
Dividend received	-	(12.54)
Dividend paid by the subsidiaries to minority shareholders	(9.98)	-
Net cash from financing activities (C)	266.88	123.38
Net increase/ (decrease) in cash and cash equivalents(A+B+C)	251.00	12.69
Foreign currency translation adjustmen	3.51	-
Cash and cash equivalents as at opening	33.78	21.08
Cash and cash equivalents from subsidiaries and jointly controlled entities acquired during the year	73.39	-
Cash and cash equivalents as at closing	361.68	33.78
Cash in hand	0.42	0.62
Balances with banks:		-
- on current accounts	337.38	28.84
- on deposit accounts	23.88	4.31
Cash and cash equivalents at the end of the year	361.68	33.78

- The Cash Flow Statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)- 3 on 'Cash Flow Statement', as specified under the section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Cash and cash equivalents consist of cash in hand and balances with banks. Refer note 20.
- The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Chairman and Managing Director

DIN No. 00014942

Sudhir JainCorporate Business Head
and Group CFO**Anand Kumar Minda**

Director

DIN No. 00007964

H.C. DhamijaVP Group: Accounts, Legal,
Secretarial, Indirect Taxation and
Company Secretary

Place : Gurgaon

Date : 16 May 2017

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

1. Principles of consolidation

The consolidated financial statements have been prepared in accordance with AS-21 on “Consolidated Financial Statements”, AS-23 “Accounting for investments in Associates in Consolidated Financial Statements”, AS-27 “Financial reporting of interest in Joint Ventures in Consolidated Financial Statements” as prescribed under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

As per Accounting Standard 21 on “Consolidated Financial Statements”, only the notes involving items which are material, need to be disclosed. Materiality for the purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiaries or of the parent having no bearing on the true and fair view of the consolidated financial statements need not be disclosed in the consolidated financial statements.

The consolidated financial statements include the financial statements of Minda Industries Limited, (“the company” or “the parent company”), its subsidiaries, joint ventures and associates (collectively known as “the Group”).

Name of subsidiaries / Joint ventures / Associates	Country of incorporation	% of Interest	
		As at 31 March 2017	As at 31 March 2016
Subsidiaries (direct / indirect)			
Minda Auto Components Limited	India	100.00	100.00
Minda Kyoraku Limited	India	72.66	72.66
Minda Distribution and Services Limited	India	100.00	100.00
Global Mazinkert S.L.	Spain	100.00	100.00
Clarton Horn, Spain	Spain	100.00	100.00
Clarton Horn, Asia	Switzerland	100.00	100.00
Clarton Horn, Morocco	Morocco	100.00	100.00
Clarton Horn, Signalkoustic	Germany	100.00	100.00
Clarton Horn, Mexico	Mexico	100.00	100.00
Light & Systems Technical Centre, S.L. Spain	Spain	100.00	-
Minda TG Rubber Private Ltd.	India	51.00	51.00
Minda Kosei Aluminum Wheel Private Limited	India	69.98	69.98
MJ Casting Limited (w.e.f. 01 August 2015)	India	98.00	98.00
PT Minda Asean Automotive	Indonesia	50.87	50.87
PT Minda Trading	Indonesia	100.00	100.00
Sam Global Pte Ltd.	Singapore	51.00	51.00
Minda Industries Vietnam Company Limited	Vietnam	100.00	100.00
Rinder India Private Limited	India	100.00	-
Minda Storage Batteries Private Limited (formerly Panasonic Minda Storage Batteries India Private Limited)	India	100.00	-
YA Auto Industries (partnership firm)	India	51.00	-
Joint ventures (direct / indirect)			
Minda Emer Technologies Limited	India	49.10	49.10
Rinder Riduco, S.A.S. Columbia	Columbia (USA)	50.00	-
ROKI Minda Co. Pvt. Ltd.	India	49.00	-
Associates			
Mindarika Private Limited	India	27.08	27.08
Minda NexGenTech Limited	India	26.00	26.00
Yogendra Engineering (partnership firm)	India	48.90	48.90
Auto Components (partnership firm)	India	48.90	48.90
Kosei Minda Aluminum Company Pvt. Ltd.	India	30.00	30.00

The consolidated financial statements have been prepared on the following basis:

- (a) The financial statements of the parent company and its subsidiary companies are combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealised profits

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

in full in accordance with Accounting Standard (AS-21)-“Consolidated Financial Statements”. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

- (b) The excess/deficit of cost to the parent company of its investment over its portion of net worth in the consolidated entities at the respective dates on which investment in such entities was made is recognised in the consolidated financial statements as goodwill/capital reserve. The parent company's portion of net worth in such entities is determined on the basis of book values of assets and liabilities as per the financial statements of the entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant changes.
- (c) Entities acquired/ sold during the year have been consolidated from/ up to the respective date of their acquisition/ disposal.
- (d) Minority interest's share of net profit / (loss) of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Group.
- (e) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Group's shareholders.
- (f) Interest in joint ventures has been accounted by using the proportionate consolidation method as per Accounting Standard (AS) 27 - “Financial Reporting of Interest in Joint Ventures”.
- (g) An investment in an associate has been accounted for by the equity method of consolidation from the date on which it falls within the definition of associates in accordance with AS-23 “Accounting for investments in Associates in Consolidated Financial Statements”.
- (h) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as goodwill or capital reserve as the case may be.
- (i) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the parent company's standalone financial statements.
- (j) The financial statements of the foreign non integral subsidiaries (collectively referred to as the ‘foreign non integral operations’) are translated into Indian rupees as follows:-
- Share capital and opening reserves and surplus are carried at historical cost.
 - All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserves and surplus) are translated using the year-end rates.
 - Profit and loss items are translated at the respective weighted average rates or the exchange rate that approximates the actual exchange rate on date of specific transactions.
 - Contingent liabilities are translated at the closing rate.
 - The resulting net exchange difference is credited or debited to the foreign currency translation reserve.

- (k) Statement of Net assets and Profit or Loss attributable to owners and minority interest

Sl. No.	Name of the enterprise	Net Assets i.e. Total assets - Total Liabilities		Share in profit or loss	
		As a % of consolidated net assets	Amount in ₹ crore	As a % of consolidated profit or loss	Amount in ₹ crore
1	Holding Company				
	Minda Industries Limited	0.81	822.28	0.57	94.82
2	Subsidiary Companies				
	Indian				
	Minda Auto Components Limited	0.01	15.28	0.01	1.73
	Minda Kyoraku Limited	0.05	53.33	0.06	10.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Sl. No.	Name of the enterprise	Net Assets i.e. Total assets - Total Liabilities		Share in profit or loss	
		As a % of consolidated net assets	Amount in ₹ crore	As a % of consolidated profit or loss	Amount in ₹ crore
2	Minda Distribution and Services Limited	0.01	8.75	0.02	2.64
	Minda TG Rubber Private Ltd.	0.03	33.48	(0.03)	(4.88)
	Minda Kosei Aluminum Wheel Private Limited	0.13	130.66	0.16	26.15
	MJ Casting Limited	0.07	70.18	0.03	5.08
	Rinder India Private Limited	0.05	53.69	0.06	10.18
	Minda Storage Batteries Private Limited (formerly Panasonic Minda Storage Batteries India Private Limited)	0.15	151.58	0.00	0.16
	YA Auto Industries (partnership firm)	0.01	5.28	0.02	3.59
	Foreign				
	Global Mazinkert S.L.	0.02	22.31	0.11	19.30
	PT Minda Asean Automotive	0.05	56.01	0.05	9.02
	Sam Global Pte Ltd.	0.03	32.06	0.07	10.95
	Minority interest in all subsidiaries				
	Indian				
	Minda Kyoraku Limited	(0.01)	(15.11)	(0.02)	(2.90)
	Minda TG Rubber Private Ltd.	(0.02)	(16.40)	0.01	2.39
	Minda Kosei Aluminum Wheel Private Limited	(0.04)	(39.22)	(0.05)	(7.85)
	MJ Casting Limited	(0.02)	(22.46)	(0.00)	(0.10)
	YA Auto (partnership firm)	(0.00)	(2.72)	(0.01)	(1.76)
	Foreign				
	PT Minda Asean Automotive	(0.03)	(27.34)	(0.03)	(4.45)
Sam Global Pte Ltd.	(0.02)	(15.70)	(0.03)	(5.37)	
3	Associate Companies (Investment as per Equity method)				
	Indian				
	Mindarika Private Limited	-	-	0.06	9.28
	Minda NexGenTech Limited	-	-	0.00	0.45
	Yogendra Engineering (partnership firm)	-	-	0.01	1.46
	Auto Components (partnership firm)	-	-	0.02	2.57
	Kosei Minda Aluminum Company Pvt. Ltd.	-	-	0.00	0.75
4	Joint Venture Companies (As per proportionate consolidation)				
	Indian				
	Minda Emer Technologies Limited	0.00	3.57	0.00	0.00
	ROKI Minda Co. Pvt. Ltd.	0.05	49.58	0.03	4.45
	Total eliminations	(0.33)	(341.73)	(0.12)	(19.81)
TOTAL		1.00	1,027.35	1.00	168.08

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

A. Basis of preparation of financial statements

These consolidated financial statements have been prepared under the historical cost convention on a going concern basis, on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under the section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

B. Use of estimates

The preparation of consolidated financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the consolidated financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

C. Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) 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.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) 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.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

D. Fixed assets and depreciation

a) Tangible fixed assets

Tangible fixed assets except revalued assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Tangible fixed assets acquired wholly or partly with specific grant/subsidy from government, if any, are recorded at the net acquisition cost to the Group.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Group in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of those tangible fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Exchange differences (favourable as well as unfavourable) arising in respect of translation/settlement of long term foreign currency borrowings attributable to the acquisition of a depreciable asset are also included in the cost of the asset.

Tangible fixed assets under construction are disclosed as capital work-in-progress.

Depreciation on plant & machinery and tools & dies is provided as per WDV basis and on other tangible fixed assets as per SLM basis, based on the rates as per useful life prescribed in Schedule II to the Companies Act, 2013 except in the case of tools & dies, the life based on technical advice ranges between 3 to 8 years in case of opening block and 6 years in case of additions during the year.

Leasehold land and leasehold improvements are amortised on a straight line basis over the period of lease or their useful lives, whichever is shorter. Freehold land is not depreciated.

Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives (not being greater than the useful life envisaged in Schedule II to the Companies Act, 2013) unless it is reasonably certain that the Group will obtain ownership by the end of the lease term, in which case the depreciation rates applicable for similar assets owned by the Group are applied.

Assets costing up to ₹5,000 are fully depreciated in the year of purchase.

Depreciation for the year is recognised in the Statement of Profit and Loss.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the 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, if any, are stated at the lower of their net book value and net realisable value and shown under 'Other current assets'.

Losses arising from retirement or gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

b) Intangible fixed assets and amortisation

(i) Goodwill

Goodwill that arises on an amalgamation or on the acquisition of a business is presented as an intangible asset. Goodwill arising from amalgamation is measured at cost less accumulated amortisation and any accumulated impairment loss. Such goodwill is amortised over its estimated useful life or five years whichever is shorter. Goodwill arising on acquisition of a business is measured at cost less any accumulated impairment loss. Goodwill is tested for impairment annually.

(ii) Acquired intangible assets

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present,

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

these are being amortised on straight line basis. In accordance with the applicable Accounting Standard, the Group follows a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. However, if there is persuasive evidence that the useful life of an intangible asset is longer than ten years, it is amortised over the best estimate of its useful life. Such intangible assets and intangible assets that are not yet available for use are tested annually for impairment.

Technical know-how: Amortised over the period of agreement.

Computer software: Amortised over the period of 6 years.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

An intangible asset 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 an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

(c) Capital work-in-progress

Fixed assets under construction and cost of assets not put to use before the year-end are disclosed as capital work-in-progress.

d) The differences in depreciation and amortisation policies followed by the Group entities are mentioned below-

Name of subsidiaries / joint venture / associates	Difference in accounting policies	Relationship	Proportion to the total Depreciation.
Joint ventures			
(a) Minda Emer Technologies Limited	<ul style="list-style-type: none"> - Tools and dies: on written down value method on all tools (over the useful life of 8 years). - Furniture & fixtures: on written down value method (over the useful life of 10 years). - Office equipment: on written down value method (over the useful life of 5 years) - Computer hardware : on written down value method (over the useful life of 3 years) - Vehicles : on written down value method (over the useful life of 8 years) - Technical knowhow: Straight Line Basis method (over the useful life of 6 years) 	Joint Venture	1.28%
Associates			
(a) Mindarika Pvt. Limited	<ul style="list-style-type: none"> - Furniture and fixtures, computer hardware, vehicles and office equipment are depreciated on WDV method as per Schedule II to Companies Act, 2013. - Tools and dies on written down value method over a period of five years. - Premium paid on leasehold land is amortised over the period of lease. - Computer software is amortised over the estimated useful life of 3 years. - Technical know-how is amortised over the period of 6 years. - Expenses incurred on technical know-how are amortised over a period of six years from the date of commencement of commercial production of the products. 	Associate	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Name of subsidiaries / joint venture / associates	Difference in accounting policies	Relationship	Proportion to the total Depreciation.
(b) Minda NexGen Tech Limited	<ul style="list-style-type: none"> - Plant and machinery on straight line basis over the period of life as prescribed in Schedule II of the Companies Act, 2013. - The intangible assets is amortised over a period of 4 years 	Associate	-
(c) Kosei Minda Aluminum Company Private Limited	<ul style="list-style-type: none"> - Software is amortised on straight line basis over their estimated useful life. - Office buildings on straight line method over a period of 60 years. - Plant and Machineries – battery operated cranes on straight line method over a period of 8 years. - Mould and dies- on straight lines basis over a period of 5 years. - Reusable plastic containers on straight line basis over a period of 3 years. - Vehicles on straight line basis over a period of 6 years. 	Associate	-
(d) Yogendra Engineering	<ul style="list-style-type: none"> - Depreciation is provided for the year on written down value method at the rates specified in Income Tax Act, 1961. 	Associate	-
(e) Auto Component	<ul style="list-style-type: none"> - Depreciation for the year has been provided for on reducing balance method at the rates specified under the Income Tax Act/Rules. 	Associate	-
Subsidiaries			
(a) Minda Kyoraku Limited	<ul style="list-style-type: none"> - Technical knowhow is amortised over the period of 5/6 years. - Addition made in respect of tools and dies from 01 April 2015 are depreciated over the period of 6 years on written down value method. 	Subsidiary	6.19%
(b) Minda Distribution & Services Limited	<ul style="list-style-type: none"> - All assets are depreciated on straight line basis over the period of life prescribed in Companies Act, 2013 except as under: <ul style="list-style-type: none"> - Electrical fitting: 10 years - Plant and equipment: 7 years - The intangible assets are amortised over a period of 4 years. - All assets costing ₹5,000 or below are depreciated fully by way of one time depreciation after retaining 5% residual value. - Assets transferred from Minda Automotive Solutions Limited has been depreciated/amortised over a period of 4 years. 	Subsidiary	0.78%
(c) Minda Auto Components Limited	<ul style="list-style-type: none"> - Tools and dies on straight line method over the useful life of 5 years. 	Subsidiary	0.15%
(d) Global Mazinkert, S.L.(and its subsidiaries)	<ul style="list-style-type: none"> - Tangible assets are depreciated on straight line basis, distributing the cost of assets on the basis of their useful lives in years as mentioned below:- <ul style="list-style-type: none"> - Building: 33 years 4 months - Technical Installations: 12 years 6 months - Machinery: 8 years 4 months - Tooling: 2 years - Other installations: 10 years - Furniture: 10 years - Computer equipment: 3 years - Other property, plant, and equipment: 10 years - Computer software: 3 years 	Subsidiary	11.59%

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Name of subsidiaries / joint venture / associates	Difference in accounting policies	Relationship	Proportion to the total Depreciation.
(e) Minda Kosei Aluminum Wheel Private Limited	<ul style="list-style-type: none"> - Plant & Machineries and tools & dies are depreciated on straight line basis as per the useful life of the assets estimated by the management, which is equal to the useful life prescribed under Schedule II of the Companies Act 2013. - Computer software are amortised over a period of 3 years. 	Subsidiary	13.41%
(f) Minda TG Rubber Private Ltd.	<ul style="list-style-type: none"> - Intangible fixed Assets generated internally, excluding capitalised development costs are not capitalised. - Plant & Machinery- Trollies are depreciated over a period of 3 years. - Plant & Machinery- Bins are depreciated over a period of 2 years. 	Subsidiary	2.20%
(g) M J Casting Limited	<ul style="list-style-type: none"> - Plant and machinery on straight line method at the rates prescribed as under: - Electrical Installations: 10 years - Bins/crates/trollies etc.: 3 years - Tools and dies: Period over which expected to be available for use - Others: 15 years - The intangible assets is amortised over a period of 4 years 	Subsidiary	12.65%
(h) PT Minda Asean Automotive	<ul style="list-style-type: none"> - Depreciation of property, plant and equipment, except land, is computed using the straight-line method over the following estimated useful life. Building : 20 years Plant and Machineries : 8 years Office Equipment : 8 years Computers : 4 years Furniture and Fixtures : 8 years Dies and Tools : 4 years Vehicles : 4 years 	Subsidiary	3.19%
(i) Rinder India Private Limited	<ul style="list-style-type: none"> - Depreciation on tangible assets is provided on the written down value method over the useful lives of assets as prescribed under Part C of Schedule II of the Act. - Technical know-how, design charges and trademark are depreciated on written down value at the rate of 25% - Computer software is depreciated on written down value at the rate of 40% 	Subsidiary	9.52%
(j) ROKI Minda Co. Private Limited	<ul style="list-style-type: none"> - Depreciation on property, plant & equipment is calculated on a straight line basis using the rates arrived, based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. - Intangible assets are amortised on a straight line basis over their useful life of four years 	Joint venture	6.53%
(k) Minda Storage Batteries Private Limited (formerly Panasonic Minda Storage Batteries India Private Limited)	<ul style="list-style-type: none"> - Depreciation is provided on straight line basis using the rate specified in Schedule II of the Companies Act, 2013 	Subsidiary	0.01%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

E. Impairment of assets

The carrying values of all assets are reviewed at each reporting date to determine if there is an indication of any impairment. If any indication exists, the asset's recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount and is recognised in the Consolidated Statement of Profit and Loss. 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 amortisation, if no impairment loss had been recognised.

F. Leases

(a) Operating lease

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Consolidated Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

(b) Finance lease

Assets acquired under finance leases are recognised as an asset and a liability at the lower of the fair value of the leased assets at the inception of the lease and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability and charged to the Consolidated Statement of Profit and Loss.

G. 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 long-term 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 of revised schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Consolidated Statement of Profit and Loss.

Investment in the capital of a partnership firm is shown by reference to the capital of the firm on the balance sheet date. The parent company's share of profit or loss in a partnership firm is recognised in the Consolidated Statement of Profit and Loss as and when it accrues i.e. when it is computed and credited or debited to the capital/current/any other account of the parent company in the books of the partnership firm.

H. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares; and loose tools are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, moving average cost method is used. In the case of manufactured inventories and work in progress, fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Finished goods inventory is inclusive of excise duty.

Inventories in transit are valued at cost.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventory based on management's current best estimate.

Name of the Company/Firm	Difference in accounting policies	Relationship	Proportion to the total inventory
Yogendra Engineering	In determining the cost, First in First out method is used.	Associate	-
Auto Component	In determining the cost, First in First out method is used.	Associate	-
PT Minda Asean Automotive.	Cost is based on the first in first out method.	Subsidiary	2.21%
Rinder India Private Limited	Cost is based on the first in first out method.	Subsidiary	11.10%

I. Revenue recognition

- Revenue from sale of goods in the course of ordinary activities is recognised when the property in the goods or all significant risks and rewards of ownership are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods and regarding its collection. The amount recognised as revenue is inclusive of excise duty and exclusive of sales tax, value added taxes (VAT) and is net of returns and trade discounts and quantity discount.
- Management fees, Designing and service revenue is recognised on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.
- Interest income is recognised on a time proportionate basis taking into account the amount outstanding and the interest rate applicable.
- Dividend income is recognised when the right to receive dividend is established.
- Royalty income is recognised based on the terms of the underlying agreement.
- Claims lodged with Insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.
- Export entitlement under Duty Entitlement Pass Book Scheme ('DEPB') is recognised on accrual basis and when the right to entitlement has been established.
- Share of profit from partnership firms is recognised on accrual basis.

J. Government grants

Government grants in the nature of promoters' contribution are credited to capital reserve and treated as a part of shareholders' funds. Grants from State Government towards revenue expenditure are recognised as income either till the period the benefit expires or the financial cap is reached, whichever occurs earlier.

K. Research and development

- Revenue expenditure on research and development is charged 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. Fixed assets used for research and development are depreciated in accordance with the Group's policy as stated above.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

L. Foreign currency transactions

(a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are, translated using the exchange rates that existed when such values were determined.

(c) Exchange differences

The Company accounts for exchange differences arising on translation / settlement of foreign currency monetary items as below:

- i) Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalised and depreciated over the remaining useful life of the asset.
- ii) Exchange differences arising on other long-term foreign currency monetary items are accumulated in the 'Foreign Currency Monetary Item Translation Difference Account' and amortised over the remaining life of the concerned monetary item.
- iii) All other exchange differences are recognised as income or as expense in the period in which they arise.

For the purpose of i) and ii) above, the Company treats a foreign currency monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated 09 August 2012, exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period.

(d) Forward exchange contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense / income over the life of the contract. Exchange differences on such contracts, except the contract which are long-term foreign currency monetary items, are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on calculation or renewal of such forward exchange contract is also recognised as income or as expense for the period. Any gain/loss arising on forward contracts which are long-term foreign currency monetary items is recognised in accordance with paragraph (c) (i) above.

(e) Derivative Instruments

In accordance with the ICAI Announcement, derivative contracts, other than foreign currency forward contracts covered under Accounting Standard 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect on the underlying hedge item, is charged to the Statement of Profit and Loss and the net gain, if any, is ignored.

M. Provisions

A provision is recognised if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the Consolidated Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

N. Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

O. Employee benefits

(a) Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

b) Post-employment benefits

Defined contribution plans

Provident Fund and ESI: Eligible employees of Indian entities receive benefits from the provident fund and ESI, 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 entities have no further obligation 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 obligation under the plan beyond its monthly contribution.

Defined benefit plan

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Group's obligation under each of the two plans is performed annually by a qualified actuary using the projected unit credit method.

The Group recognises all actuarial gains and losses arising from defined benefit plans immediately in the Consolidated Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The parent company's gratuity fund is administered and managed by the Life Insurance Corporation of India ("LIC"). Actuarial gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss.

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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Termination benefits

Termination benefits are recognised as an expense when, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Name of subsidiary	Difference in accounting policy	Relationship	Proportion to the total
Global Mazinkert, S.L. (and its subsidiaries)	Clarton Horn, S.A. (Sole Shareholder Company) has different commitments for pensions and other long term remuneration for some of its employees. As a general rule these commitments are externalised with various non-related insurance entities.	Subsidiary	-

P. Income taxes

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in Consolidated Statement of Profit and Loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Consolidated Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

Q. Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events of bonus issue and share split. 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 to be converted as of the beginning of the period, unless they have been issued at a later date.

R. Cash and cash equivalent

Cash and cash equivalent include cash in hand, cash balances with bank, demand deposits with banks with original maturities of three months or less and highly liquid investments.

S. Employee share based payments

Equity settled stock options granted are accounted for under the intrinsic value method as per the accounting treatment prescribed by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.

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Note 3. Share capital

Particulars	As at 31 Mar 2017		As at 31 Mar 2016	
	Number	Amount	Number	Amount
(a) Authorised				
Equity share capital				
Equity shares of ₹2/- each (previous year ₹10/- each) [Refer note 3(h)]	317,500,000	63.50	63,500,000	63.50
Preference share capital				
9% Cumulative redeemable preference shares of ₹10/- each (Class 'A')	3,000,000	3.00	3,000,000	3.00
3% Cumulative compulsorily convertible preference shares of ₹2,187/- each (Class 'B')	183,500	40.13	183,500	40.13
3% Cumulative redeemable preference shares of ₹10/- each (Class 'C')	3,500,000	3.50	3,500,000	3.50
1% Non-cumulative fully convertible preference shares of ₹10/- each (Class 'D')	10,000,000	10.00	10,000,000	10.00
	334,183,500	120.13	80,183,500	120.13
(b) Issued, subscribed and fully paid up				
Equity share capital				
Equity shares of ₹2/- each (previous year ₹10/- each) [Refer note 3(h)]	79,326,780	15.87	15,865,356	15.87
Preference share capital				
3% Cumulative redeemable preference shares of ₹10/- each (Class 'C')	-	-	3,500,000	3.50
	79,326,780	15.87	19,365,356	19.37
(c) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:				
	Number	Amount	Number	Amount
Equity shares				
Opening balance	15,865,356	15.87	15,865,356	15.87
Add: Increase in number of shares on account of stock split [Refer note 3(h)]	63,461,424	-	-	-
Closing balance	79,326,780	15.87	15,865,356	15.87
Preference shares				
3% Cumulative Redeemable preference shares of ₹10/- each (Class 'C')				
Opening balance	3,500,000	3.50	3,500,000	3.50
Less: Shares redeemed during the year	(3,500,000)	(3.50)	-	-
Closing balance	-	-	3,500,000	3.50

(d) (i) Rights, preferences and restrictions attached to equity shares

The Parent Company has only one class of equity shares having par value of ₹2/- per share (previous year ₹10/- per share). Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding.

During the year, the Board, declared an interim dividend of ₹ 1.2/- per equity share of ₹ 2/- each i.e. 60% (previous year ₹ 7/- per equity share of ₹ 10/- each i.e. 70%).

Further, the Board, in its meeting on 16 May 2017, has recommended a final dividend of ₹ 1/- per equity share for the financial year ended 31 March 2017. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on 29 August 2017 and, if approved, would result in a cash outflow of approximately ₹ 10.45 Crore including corporate dividend distribution tax.

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(ii) Rights, preferences and restrictions attached to preference shares

The Parent Company issued 3% cumulative redeemable preference shares of class 'C' having par value of ₹10/- per share on 17 February 2010. Each shareholder had right to receive fixed preferential dividend at a rate of 3% on the paid up capital of the Parent Company. Preference shareholders also had right to receive all notices of general meetings of the Company but no right to vote at any meetings of the Parent Company save to the extent and in the manner provided in the Companies Act, 2013.

Preference shareholders neither had right to participate in any offer or invitation by way of right or otherwise to subscribe additional shares nor they had right to participate in any issue of bonus shares or shares issued by way of capitalisation of reserves.

The Board, in its meeting held on 7 February 2017, declared and paid the interim dividend of ₹ 0.30/- (previous year ₹ 0.30/-) per share.

The preference shares were redeemed on 20 February 2017 at par.

Particulars	As at 31 Mar 2017		As at 31 Mar 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(e) Details of shareholders holding more than 5% shares in the Company:				
Class of shares / Name of shareholder				
Equity shares with voting rights				
Mr. Nirmal K. Minda	12,009,345	15.14%	2,401,869	15.14%
Nirmal K. Minda (HUF)	7,510,710	9.47%	1,502,142	9.47%
Mrs. Suman Minda	12,380,700	15.61%	2,476,140	15.61%
Minda Investments Limited	20,904,650	26.35%	4,180,930	26.35%
India Business Excellence Fund -I	-	-	835,654	5.27%
3% Cumulative redeemable preference shares of ₹10 each (Class 'C')				
Mr. Nirmal K. Minda	-	-	1,500,000	42.86%
Mrs. Suman Minda	-	-	2,000,000	57.14%

(f) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash for the period of five years immediately preceding the balance sheet date:

Equity shares includes

- 5,600,820 equity shares of ₹ 2/- each (previous year 1,120,164 equity shares of ₹10/- each) fully paid up issued during the year 2011-12 for consideration other than cash to the shareholders of Minda Acoustic Limited, pursuant to the scheme of amalgamation.
- 9,175,000 equity shares of ₹ 2/- each (previous year 1,835,000 equity shares of ₹10/- each) fully paid up issued during the year 2011-12 on conversion of 3% cumulative compulsorily convertible preference shares of ₹ 2,187/- each (Class 'B').

(g) The Parent Company has not allotted any bonus shares or bought back any shares during the current year or for a period of five years immediately preceding the balance sheet date.

(h) Pursuant to the shareholders approval dated 11 August 2016, the Parent Company has sub-divided its equity shares of ₹ 10/- each into equity shares of ₹ 2/- each for which 14 September 2016 was fixed as the record date. Accordingly, the basic and diluted earnings per share and the number of shares disclosed in note 32 have been computed for the current year and re-computed for the previous year based on the revised number of shares and face value of ₹ 2/- per equity shares.

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Note 4. Reserves and surplus

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Capital reserve		
At the beginning of the year	3.73	3.39
Add: Capital grant received during the year	-	0.34
Less: Utilised during the year	(0.32)	-
At the end of the year	3.41	3.73
Capital redemption reserve		
At the beginning of the year	3.00	3.00
Add: Amount transferred from surplus in statement of profit and loss on redemption of preference shares	3.50	-
At the end of the year	6.50	3.00
Foreign currency translation reserve		
At the beginning of the year	4.06	2.63
Add / (Less): Movement during the year	(3.51)	1.43
At the end of the year	0.55	4.06
Securities premium account		
At the beginning and at the end of the year	44.73	44.73
At the end of the year	44.73	44.73
General reserve		
At the beginning of the year	70.64	60.62
Add: Transferred from surplus in statement of profit and loss	-	3.00
Add / (Less) : Pre-acquisition profit / (loss) of subsidiary	-	7.02
At the end of the year	70.64	70.64
Employee stock options outstanding account		
At the beginning of the year	-	-
Add: Options granted during the year (refer note 45)	1.99	-
At the end of the year	1.99	-
Surplus in statement of profit and loss		
At the beginning of the year	326.19	231.55
Add: Net profit for the year	168.08	111.14
Less: Transferred to capital redemption reserve on redemption of preference shares	(3.50)	-
Less: Interim dividend ₹ 1.2/- per equity share of ₹ 2/- each (previous year ₹ 3/- per equity share of ₹ 10/- each)*	(9.52)	(4.76)
Less: Final proposed dividend of ₹ 4/- per equity share of ₹ 10/- each in the previous year (refer note 35)	-	(6.35)
Less: Interim dividend on 3% cumulative redeemable preference shares*	(0.11)	(0.11)
Less: Tax on equity dividend and preference dividend	-	(2.28)
Less: Transfer to general reserve	-	(3.00)
At the end of the year	481.14	326.19
Total reserves and surplus	608.96	452.34

* Tax on dividend paid / proposed is net of credit of ₹ 1.83 Crore (₹ Nil) on account of dividend distribution tax on dividend received by the parent company from subsidiary companies.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 5. Minority interest

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
At the beginning of the year	109.61	21.33
Add: Pursuant to acquisition / additional investment during the year	20.48	76.79
Add: Movement in reserves and surplus during the year *	8.86	11.49
At the end of the year	138.95	109.61

* Net of dividend paid to minority shareholders amounting to ₹ 9.98 Crore (previous year ₹ Nil)

Note 6. Long-term borrowings

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Term loans (Secured)		
From banks	139.33	137.10
Less: Current maturities of long term borrowings (Refer note 11)	47.00	30.19
	92.33	106.92
Term loans (Unsecured)		
from banks	106.30	48.79
Less: Current maturities of long term borrowings (Refer note 11)	21.46	5.49
from other parties	17.01	16.10
Less: Current maturities of long term borrowings (Refer note 11)	8.59	1.09
	93.27	58.31
Deferred payment credit liabilities (Unsecured)		
Deferred sales tax liability	6.55	6.60
Less: Current maturities of deferred sales tax liability (Refer note 11)	2.82	2.82
Deferred payment credit liability	1.56	-
Less: Current maturities of deferred payment credit liability (Refer note 11)	0.47	-
	4.82	3.78
	190.41	169.01

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>- Rupee term loan from HDFC Bank amounting to ₹ Nil (previous year ₹ 0.75 Crore) and is secured by:</p> <p>First pari passu charge on all movable fixed assets of the Company.</p> <p>First pari passu charge on all immovable fixed assets of the Company as below:</p> <p>i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon.</p> <p>ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana.</p> <p>iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal</p> <p>iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal.</p> <p>v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.</p> <p>Second pari passu charge on all present and future current assets of the Company.</p>	<p>Total loan sanctioned amounting to ₹ 20 Crore (previous year ₹ 20 Crore) of which loan of ₹ 3.75 Crore was availed in earlier years repayable in 20 quarterly instalments of ₹0.19 Crore each.</p> <p>Rate of interest- HDFC base rate + 2% p.a.</p>
<p>- Rupee term loan from HDFC Bank amounting to ₹3.60 Crore (previous year ₹5.20 Crore) and is secured by</p> <p>exclusive charge on current assets, movable and immovable fixed assets of the Company arising out of the Chennai Plant and</p> <p>exclusive charge on land and building (Chennai) standing in the name of the Company.</p>	<p>Total loan sanctioned amounting to ₹ 6.00 Crore (previous year ₹ 6.00 Crore) repayable in 15 equal quarterly instalments of ₹0.40 Crore each starting from October 2015.</p> <p>Rate of interest- varies between HDFC base rate +1.7% p.a. and 9.8% p.a.</p>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>- External Commercial Borrowings from Standard Chartered Bank amounting to ₹ 1.23 Crore (previous year ₹ 9.66 Crore), is secured by:</p> <p>First pari passu charge on the entire fixed assets including land & building (as mentioned below) of the Company both present and future:</p> <p>i) Plot No. B-1/5, Chakan Industrial Area, Nogoje, Taluka Khed, Pune</p> <p>ii) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon.</p> <p>iii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana.</p> <p>iv) B-6, MIDC Chakan Industrial Area, Village Mahalunge, Taluka Khed, Distt. Pune.</p> <p>v) Plot No.- 5, Sector-10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar</p> <p>Second pari passu charge on the entire current assets of the Company both present and future.</p>	<p>Total loan sanctioned amounting to USD 5 million (previous year USD 5 million), repayable in 16 quarterly instalments of USD 0.31 million</p> <p>Rate of interest- LIBOR + 3% p.a.</p>
<p>- Rupee term loan from HDFC Bank amounting to ₹ 6.00 Crore (previous year ₹ 8.67 Crore) and is secured by:</p> <p>First pari passu charge on all movable fixed assets of the Company.</p> <p>First pari passu charge on all immovable fixed assets of the Company as below:</p> <p>i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon.</p> <p>ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana.</p> <p>iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal</p> <p>iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal.</p> <p>v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.</p> <p>Second pari passu charge on all present and future current assets of the Company.</p>	<p>Total loan sanctioned amounting to ₹ 15 Crore (previous year ₹ 15 Crore) of which loan of ₹ 10 Crore was availed in earlier years repayable in 15 equal quarterly instalments of ₹ 0.67 Crore each. Repayment started from October 2015.</p> <p>Rate of interest- varies between HDFC base rate +1.7% p.a. and 9.5% p.a.</p>
<p>- from Axis Bank amounting to ₹ 8.61 Crore (previous year ₹ 16.21 Crore), is primary secured by:</p> <p>- equitable mortgage over land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Hosur, Tamilnadu</p> <p>- equitable mortgage over land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector 3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana</p> <p>- hypothecation on all movable fixed assets (except vehicles) of the MJ Casting Limited, both present and future</p> <p>- further secured by way of hypothecation on MJ Casting Limited's entire stock and other such movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future.</p>	<p>Total Loan sanctioned amounting to ₹ 35.54 Crore (previous year ₹ 35.54 Crore). Disbursed amount of ₹ 35.40 Crore in the earlier years repayable in</p> <p>- 4 installments during 2013-14 of ₹ 1.35 Crore each</p> <p>- 4 installments during 2014-15 of ₹ 1.60 Crore each</p> <p>- 4 installments during 2015-16 of ₹ 1.85 Crore each</p> <p>- 4 installments during 2016-17 of ₹ 1.90 Crore each</p> <p>- 4 installments during 2017-18 of ₹ 2.15 Crore each</p> <p>Rate of interest - Base rate +2.50% p.a.</p>
<p>- from ICICI Bank amounting to ₹ 27.70 Crore (previous year ₹ 31.17 Crore), is primary secured by:</p> <p>- equitable mortgage over land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Hosur, Tamilnadu</p> <p>- equitable mortgage over land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector 3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana</p> <p>- hypothecation on all movable fixed assets (except vehicles) of the MJ Casting Limited, both present and future</p> <p>- further secured by way of hypothecation on MJ Casting Limited's entire stock and other such movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future.</p>	<p>Total loan sanctioned amounting to ₹ 31.17 Crore (previous year ₹ 31.17 Crore) repayable in 18 equal quarterly instalments of ₹ 1.73 Crore)</p> <p>Rate of interest - Base rate + 2.25% p.a.</p>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>- from Kotak Bank Ltd. amounting to ₹ 1.24 Crore (previous year ₹ 1.77 Crore), is secured by first and exclusive equitable mortgage charge on immovable properties being land and building situated at village Naharpur Kasan, Tehsil & Distt. Gurgaon, haryana belonging to Minda Investment Ltd.. Also first and exclusive charge by way of hypothecation on the entire current assets and movable fixed assets of Minda Emer Technologies Ltd, both present and future. Out of the above 49.10% amounting to ₹ 0.61 crore (previous year ₹ .87 crore) is proportionately consolidated.</p>	<p>Total loan sanctioned amounting to ₹ 4.50 Crore (previous year ₹ 4.50 Crore). repayable in 48 equal monthly instalments starting from 13th month following the month of first disbursement of term loan. Rate of interest - 11.20% p.a.</p>
<p>- from Axis Bank amounting to ₹ 15.00 Crore (previous year ₹ Nil), is secured by way of first pari- passu charge on present and future movable assets of the Company (Primary Security) and equitable mortgage of land and building situated at Chakan (Pune), Second charge by way of hypothecation of entire current assets of subsidiary Rinder India Private Limited (Collateral Security)</p>	<p>Term Loan from Axis Bank is repayable in 24 equal quarterly installment starting after 12 months from the date of first disbursement (from December 2017). Rate of interest - 10.05% p.a.</p>
<p>- External commercial borrowing amounting to ₹ 5.83 Crore (previous year ₹ Nil), from Standard Chartered Bank is secured by first exclusive charge by way of equitable mortgage of immovable property and all present and future movable fixed assets located at Pimpri plant of subsidiary Rinder India Private Limited.</p>	<p>Repayable in 6 half yearly installments of Euro 1 lac each starting from 20 May 2016 upto 20 November 2018 and 1 Half yearly installment of Euro 0.05 million as at 20 May 2019 and it carries interest @ 6 Month Euro Libor + 2.3% p.a. Secured External commercial borrowings from Standard Chartered Bank is repayable in 4 half yearly installments of Euro 1.87 Lacs each starting from 20 November 2016 to 20 March 2018 and it carries interest @ 6 Month Euro Libor + 2.30% p.a.</p>
<p>Term loan from Bajaj Finance Limited amounting to ₹ 5.82 Crore (previous year ₹ Nil) is secured by exclusive charge by way of equitable mortgage of land and building located at Bahadurgarh (Haryana) of subsidiary Rinder India Private Limited and it carries interest @ 10.00% p.a.</p>	
<p>-from Citi Bank amounting to ₹11.33 Crore (previous year ₹ 13.93 Crore) secured by Stand By Letter of Credit given by the parent company</p>	<p>Total loan sanctioned amounting to ₹ 44.12 Crore (previous year ₹ 44.12 Crore) (Euro 6.3 million) (previous year Euro 6.3 million) repayable in 17 equal quarterly instalments. Rate of interest - 2.75% p.a.</p>
<p>Subsidised loan amounting to ₹ 3.28 Crore (previous year ₹ 3.30 Crore) received from Ministry of Industry, Government of Spain by M/s Clarton Horn, S.A.</p>	<p>Total loan sanctioned amounting to ₹ 4.69 Crore (previous year ₹ 4.69 Crore) repayable in 7 equal annual instalments of Euro 0.08 million from year 2016-17. Rate of interest - 3.95% p.a.</p>
<p>Subsidised loan amounting to ₹ 3.00 Crore (previous year ₹ 3.53 Crore) received from Ministry of Industry, Government of Spain by M/s Clarton Horn, S.A.</p>	<p>Total loan sanctioned amounting to ₹ 3.99 Crore (previous year ₹ 3.99 Crore) (Euro 0.5 Lacs) (previous year Euro 0.5 Lacs) repayable in 10 equal annual instalments of Euro 0.04 Lacs from year 2017-18. Rate of interest 0% p.a.</p>
<p>Loan from La Caixa Bank amounting to ₹ 14.52 Crore (previous year ₹ 12.18 Crore) secured by the corporate guarantee given by Clarton, Spain (Unsecured)</p>	<p>Total loan sanctioned amounting to ₹ 24.40 Crore (previous year ₹ 12.22 Crore) repayable in 20 equal quarterly instalments. Rate of Interest 2.10%</p>
<p>Term loan from Indovita Bank amounting to ₹ Nil (previous year ₹ 0.29 Crore) secured by building and structures and land use right of Sam Global Pte Lte</p>	<p>Total loan sanctioned amounting to USD 0.7 million out of which loan amounting to USD 0.03 million is disbursed which is repayable in 12 equal quarterly instalments of ₹ USD 0.02 million each starting from 30 November 2013. Rate of interest - 5% p.a.</p>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
<p>Term loan from Yes Bank amounting to ₹ 17.00 Crore (previous year ₹ 17.00 Crore) M/s Minda Kosei Aluminum Wheel Private Limited is secured by:</p> <ul style="list-style-type: none"> - First pari passu charge on all movable and immovable fixed assets (both present and future) of M/s Minda Kosei Aluminum Wheel Private Limited. - Second pari passu charge on all current assets (both present and future) of M/s Minda Kosei Aluminum Wheel Private Limited. - Letter of comfort from the parent company. 	<p>Rate of interest - 11% for first year and thereafter floating @ Yes bank base rate plus 0.50% per annum.</p> <p>Maximum tenor of loan is for 96 months from the date of first disbursement.</p> <p>Principal amount is repayable in 24 quarterly installments after a moratorium period of 24 months from the date of first disbursement.</p>
<p>Term loan from Indusind Bank amounting to ₹ 26.40 Crore (previous year ₹ 17.90 Crore) M/s Minda Kosei Aluminum Wheel Private Limited is secured by:</p> <ul style="list-style-type: none"> - First pari passu charge on all movable fixed assets (both present and future) including all the underlying assets acquired from the proceeds of the term loan facility and charge by way of equitable mortgage on immovable property (Land and Building) located at Bawal, Haryana. - Second pari passu charge by way of hypothecation on all the present and future current assets of M/s Minda Kosei Aluminum Wheel Private Limited. - Letter of comfort from parent company. 	<p>Rate of interest - Indusind bank base rate plus 0.15% per annum.</p> <p>Maximum tenor of loan shall not exceed 8 years from the date of first disbursement.</p> <p>Principal amount is repayable in 24 quarterly installments after a moratorium period of 2 years from the date of first disbursement.</p>
<p>- External commercial borrowings from Bank of Tokyo Mitsubishi amounting to ₹ 34.37 Crore (previous year ₹ 36.61 Crore) (Unsecured)</p>	<p>Total loan sanctioned amounting to ₹ 10 Crore (equivalent USD 1.57 million) (previous year ₹ 10 Crore), repayable in 20 quarterly instalments.</p> <p>Rate of interest- 8.95% p.a.</p> <p>Total loan sanctioned amounting to ₹ 10.00 Crore (equivalent USD 1.60 million) (previous year ₹ 10.00 Crore), repayable in 20 quarterly instalments.</p> <p>Rate of interest- 9.30% p.a.</p> <p>Total loan sanctioned amounting to ₹ 15.00 Crore (equivalent USD 2.35 million) (previous year ₹ 15.00 Crore), repayable in 20 quarterly instalments.</p> <p>Rate of interest- 8.98% p.a.</p>
<p>Term loan from Yes Bank amounting to ₹ 7.20 Crore (Previous year ₹ 10.84 Crore) are secured by exclusive charge on all movable and immovable fixed assets of M/s Minda Kyoraku Limited (both present and future) and second charge on all current assets (both present and future).</p>	<p>Total loan sanctioned amounting to ₹ 12.00 Crore (previous year ₹ 12.00 Crore). The disbursed amount of ₹ 9.76 Crore is repayable in 10 equal quarterly instalments of ₹ 0.54 Crore each.</p> <p>Total loan sanctioned amounting to ₹ 6.50 Crore (previous year ₹ 6.50 Crore). The disbursed amount of ₹ 4.47 Crore is repayable in 20 quarterly instalments of ₹ 0.22 Crore each.</p> <p>Total loan sanctioned amounting to ₹ 1.75 Crore (previous year ₹ 1.75 Crore). Loan disbursed amount of ₹ 1.75 Crore is repayable in 12 equal quarterly instalments of ₹ 0.15 Crore each</p> <p>Rate of interest on term loan ranges from - 12% - 12.50% p.a.</p>
<p>Term loan from PT Bank Permata Tbk amounting to ₹ Nil (previous year ₹ 3.20 Crore) secured by the collateral of land and building, machineries and equipments, accounts receivable and inventory (present and future) of PT Minda Asean Automotive</p>	<p>Total loan sanctioned amounting to USD 3.50 million out of which loan amounting to USD 3.30 million was disbursed repayable in 16 equal quarterly instalments of USD 2.06 lacs each starting from 17 July 2012 and end on 17 July 2016</p> <p>Rate of interest - 5.25% p.a.</p>
<p>- Vehicle loans from banks amounting to ₹ 0.01 crore (previous year ₹ 0.03 crore) are secured against hypothecation of respective vehicles financed by them.</p>	

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Nature of security (including current portion of term loan):	Terms of repayment and rate of interest
- Vehicle loans from ICICI Bank amounting to ₹0.10 crore (previous year ₹0.16 crore) repayable in 4 to 5 years are secured against hypothecation of respective vehicles financed Rate of interest : 9% to 10% p.a.	
- Vehicle loans from Kotak Mahindra Limited amounting to ₹ 0.79 crore (previous year ₹ 1.22 Crore) repayable in 4 to 5 years secured by hypothecation of financed vehicles Rate of interest : 9% to 10% p.a.	
- Loans from Minda Finset amounting to ₹ Nil (previous year ₹ 9.28 Crore) (unsecured) Rate of interest: 12% p.a.	
- Deferred payment credit from HSIIDC (Haryana State Industrial and Infrastructure Development Corporation Ltd.) amounting to ₹ 1.56 Crore (previous year ₹ Nil)	
- Term loan from Sumitomo Mitsui Banking Corporation of ₹ 15.5 Crore is repayable in 16 quarterly installments commencing from 28 April 2017. (Unsecured) Out of the aforesaid loan 49% amounting to ₹ 7.60 Crore is proportionately consolidated. Rate of interest : 8.90% - 9.90% p.a.	
- Term loan from Sumitomo Mitsui Banking Corporation of ₹ 28.36 Crore is repayable in 16 quarterly installments commencing from 31 Jan 2017. (Unsecured) Out of the aforesaid loan 49% amounting to ₹ 13.90 Crore is proportionately consolidated. Rate of interest : 9.05% - 10.05% p.a.	
- Term loan from Sumitomo Mitsui Banking Corporation Bank of ₹ 5.00 Crore is repayable in 16 quarterly installments commencing from 28 June 2018. (Unsecured) Out of the aforesaid loans 49% amounting to ₹ 2.45 Crore is proportionately consolidated. Rate of interest : 8.90% - 9.05% p.a.	
- Term loan from Sumitomo Mitsui Banking Corporation of ₹ 10.00 Crore is repayable in 16 quarterly installments commencing from 09 July 2018. (Unsecured) Out of the aforesaid loan 49% amounting to ₹ 4.90 Crore is proportionately consolidated. Rate of interest : 8.90% p.a.	
- Term loan from Roki Holding Co. Ltd. of ₹ 6.43 Crore is repayable in 20 quarterly installments commencing from 31 May 2013. (Unsecured) Out of aforesaid loan 49% amounting to ₹ 3.18 Crore is proportionately consolidated. Rate of interest : 2.52% p.a.	
- Term loan from Roki Holding Co. Ltd. of ₹ 11.86 Crore is repayable in 13 quarterly installments commencing from 31 July 2015. (Unsecured) Out of aforesaid loan 49% amounting to ₹ 5.80 Crore is proportionately consolidated. Rate of interest : 2.27% p.a.	
- Term loan from Roki Holding Co. Ltd. of ₹ 3.57 Crore is repayable in 20 quarterly installments commencing from 31 March 2015. (Unsecured) Out of aforesaid loan 49% amounting to ₹ 1.75 Crore is proportionately consolidated. Rate of interest : 2.41% p.a.	
- External commercial borrowings from Banco Bilbao Vizcaya Argentaria S.A. amounting to ₹ 30.67 Crore (previous year ₹ Nil) (Unsecured)	Total loan sanctioned amounting to EUR 4.50 million , repayable in 20 quarterly instalments from July 2016. Rate of interest- 1.79% p.a.
- Sales tax incentive amounting to ₹6.55 Crore (previous year ₹ 6.60 Crore) from the State Government of Maharashtra, received in 2003-04 [Disclosed under deferred payment liabilities -(Unsecured)]	Sales tax payable amounting to ₹ 14.27 Crore (previous year ₹ 14.27 Crore) repayable in 8 annual instalments starting from 2011-12 and ending up to 2018-19 Rate of interest- Interest free

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 7. Other long-term liabilities

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Capital creditors	4.51	6.07
Security deposits	3.33	2.91
Others	0.08	0.11
	7.92	9.09

Note 8. Long-term provisions

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Provision for employee benefits		
Gratuity (Refer note 39)	26.65	22.12
Compensated absences	12.93	10.06
	39.58	32.18
Others		
Provision for income tax	0.76	-
Provision for contingencies (Refer note 42)	26.44	-
Provision for warranty (Refer note 42)	2.05	1.42
	68.83	33.60

Note 9. Short-term borrowings

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Loans repayable on demand (secured)*		
from banks	156.69	112.04
from others	7.39	-
Other loans and advances (unsecured)**		
from banks	36.41	25.79
from others	61.12	46.23
	261.61	184.06

S. No.	Bank Name (facility)	As at 31 Mar 2017	As at 31 Mar 2016
	* Secured loans from banks		
1.	HDFC Bank (Cash Credit) First pari passu charge on entire current assets of the Company along with member banks. Second pari passu charge on entire movable fixed assets and second pari passu charge on following immovable fixed assets of the Company: i) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon. ii) 34-35 KM, GT Karnal Road, Village Rasoi, Distt. Sonapat, Haryana. iii) Plot no. -5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal iv) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. v) Plot No ME-I and ME-II, Sector 2A, IMT Manesar, Gurgaon.	15.24	28.20

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(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 8. Short-term borrowings

S. No.	Bank Name (facility)	As at 31 Mar 2017	As at 31 Mar 2016
	* Secured loans from banks		
2.	Axis Bank (Cash Credit) First pari passu charge by way of hypothecation of entire current assets of the Company, both present and future. Second pari passu charge on entire fixed assets of the Company, both present and future.	11.31	10.09
3.	Citibank (Cash Credit) First pari passu charge on present and future stocks and book debts of the Company. Second pari passu charge on the fixed assets of the Company	-	0.11
4.	State Bank of India (Cash Credit) Primary: Pari passu first charge on all the current assets of the Company including all types of stocks of raw material, stores, spares, stocks-in-process, finished goods etc., lying in their premises, godowns or elsewhere including goods in transit and Company's book debts/receivables (present and future) Collateral: Pari passu second charge on entire fixed assets(present and future) including equitable mortgage of properties detailed below: a) 34-35 K.M. G.T. Karnal Road, Rasoi, Sonipat b) Immovable property at village Nawada Fatehpur, Manesar, Gurgaon c) Plot no. 5, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. d) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. Negative lien on the following properties: a) B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. b) B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	25.10	10.12
5.	Canara Bank (Cash Credit) Primary: First charge on pari passu basis by way of hypothecation of stocks and receivables (present and future) and other current assets of the Company. Collateral: Second charge on pari passu basis by way of hypothecation / EMT of fixed assets of the Company excluding vehicles as under: Plant and machinery and other assets including Capital work in progress. Land and building as under: i) 34-35 KM, G T Karnal Road, Village Rasoi, Distt. Sonapat, Haryana. ii) Village Nawada, Fatehpur, PO Sikandarpur Badda, Manesar, Gurgaon Haryana. iii) Plot no. 5A, Sector - 10, Industrial Area, IIE Pant Nagar, Udham Singh Nagar, Uttaranchal. Negative lien on the following properties: i) B-6, MIDC, Chakan Industrial Area, Village mahalunge, Taluka Khed, Distt. Pune. ii) B-1/5, MIDC Chakan Industrial Area, Village Nagoje, Taluka-Khed, Distt. Pune.	13.58	7.34
6.	Standard Chartered Bank (Cash Credit) First pari passu charge on stock and book debts of the Company, both present and future. Second pari passu charge on all movable fixed assets of the Company, both present and future. Second pari passu charge on immovable fixed assets located at: i) NH-8, Village Nawada Fatehpur, Secunderpur, Manesar, Gurgaon, Haryana ii) 34-35 KM GT Karnal Road National Highway-1, Village Rasol, Distt. Sonipat, Haryana Second pari passu charge on Company's properties situated at: i) Plot no. ME 1 and Plot no. ME 2 situated at Manesar and Plot no. 5A, Industrial estate IIE, Pant nagar, Sec-10 Udham Singh Nagar. Negative lien on properties situated at: i) Plot No. B-1/5 & B-6 Chakan Industrial Area, Village Mahalunge, Taluka, Khed, Distt. Pune.	10.00	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

S. No.	Bank Name (facility)	As at 31 Mar 2017	As at 31 Mar 2016
	* Secured loans from banks		
7.	Axis Bank (Cash Credit): - first charge by way of hypothecation on MJ Casting Ltd's entire stock of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank - equitable mortgage on land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Thally Road, Hosur, Tamilnadu - equitable mortgage on land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector-3, Industrial Growth Centre, Bawal Dist., Rewari, Haryana - hypothecation on all movable fixed assets (except vehicles) of the MJ Casting Ltd both present and future	0.27	1.93
8.	ICICI Bank (Cash Credit) : - first charge by way of hypothecation on MJ Casting Ltd's entire stock of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank - equitable mortgage on land and building both present and future of Hosur plant situated at Upparapalli, Mathagondapalli, Thally Road, Hosur, Tamilnadu - equitable mortgage on land and building both present and future of Bawal plant situated at 323, Phase II/IV, Sector-3, Industrial Growth Centre, Bawal Dist., Rewari, Haryana - hypothecation on all movable fixed assets (except vehicles) of the MJ Casting Ltd both present and future.	-	1.41
9.	Yes Bank (Buyer's Credit) Buyer's credit loan is secured by exclusive charge on all movable and immovable fixed assets (both present and future) and second charge on all current assets (both present and future) of Minda Kyoraku Ltd	-	1.11
10.	Yes Bank (Buyer's Credit) Buyer's credit loan amounting to is secured by exclusive charge on all movable and immovable fixed assets (both present and future) and second charge on all current assets (both present and future) of Minda Kyoraku Ltd	-	1.73
11.	Cash credit from bank secured by exclusive charge on all current assets (both present and future) and second charge on all fixed assets (both present and future) of Minda Kyoraku Ltd.	0.02	12.62
12.	Outstanding buyer's credit from Yes Bank is as below: ₹ 5.52 Crore (USD 0.84 million) (previous year ₹ 3.14 Crore (USD 0.47 million)) ₹ 37.69 Crore (JPY 637.48 million) (previous year ₹ 10.51 Crore (JPY 174.27 million)) ₹ 4.35 Crore (EURO 0.62 million) (previous year ₹ 4.71 Crore (EURO 0.62 million)) Buyer's credit is secured by: - First pari passu charge on all movable and immovable fixed assets (both present and future) of Minda Kosei Aluminum Wheel Pvt. Ltd. - Second pari passu charge on all current assets (both present and future) of Minda Kosei Aluminum Wheel Pvt. Ltd . - Letter of Comfort from Minda Industries Limited.	47.56	18.36

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

S. No.	Bank Name (facility)	As at 31 Mar 2017	As at 31 Mar 2016
* Secured loans from banks			
13.	Outstanding buyer's credit from Indusind Bank is as below: ₹ 0.53 Crore (USD 0.08 million) (previous year ₹ Nil (USD Nil)) ₹ 20.87 Crore (JPY 352.93 million) (previous year ₹ 3.30 Crore (JPY 54.71 million)) ₹ 0.87 Crore (EURO 0.12 million) (previous year ₹ 0.95 Crore (EURO 0.12 million)) Buyer's credit is secured by: - First pari passu charge on all movable fixed assets (both present and future) including all the underlying assets acquired from the proceeds of the term loan facility and charge by way of equitable mortgage on immovable property (Land and Building) located at Bawal, Haryana of Minda Kosei Aluminum Wheel Pvt. Ltd . - Second pari passu charge by way of hypothecation on all the present and future current assets of Minda Kosei Aluminum Wheel Pvt. Ltd . - Letter of Comfort from Minda Industries Limited	22.27	4.25
14	ICICI Bank (Buyer's credit) Buyer's credit loan amounting to ₹ Nil (previous year ₹ 0.25 Crore) are secured by charge on fixed deposit of the joint venture company Minda Emer Technologies Ltd.. Proportionate loan amounting to ₹ Nil (previous year ₹ 0.13 Crore) has been consolidated.	-	0.13
15	ICICI Bank (Buyer's credit) Buyer's credit loan amounting to ₹ Nil (previous year ₹ 0.76 Crore) are secured by charge on fixed deposit of the joint venture company Minda Emer Technologies Ltd.. Proportionate loan amounting to ₹ 0.38 Crore has been consolidated in the previous year.	-	0.38
16	ICICI Bank (Cash credit) Cash credit and overdraft facility is repayable on demand and is secured by first charge on all current assets and second charge on all movable fixed assets of Minda Emer Technologies Ltd. Proportionate amount of ₹ 0.41 Crore (previous year ₹ 0.71 Crore) has been consolidated.	0.41	0.71
17	PT Bank Permata Tbk Credit facility amounting to ₹ Nil (previous year ₹ 2.22 Crore) is secured by the collateral of Land and Building, Machineries and Equipments, Accounts Receivable and Inventory (present and future) of PT Minda Asean Automotive	-	2.22
18	(PCFC Loan) Borrowings from bank are secured by present and future stock and book debts and hypothecation on present and future plant & machinery of Rinder India Private Limited.	10.93	-
19	Suppliers credit is from Bajaj Finance Limited and Rinder India Private Limited has entered into tripartite agreement with Bajaj Auto Ltd., Bajaj Finance Ltd.	7.39	-
20	Citi Bank Loan secured by Stand By Letter of Credit given by the parent company to Global Mazinkert, S.L.	-	11.34
** Unsecured loans from banks			
1	From ICICI Bank (Cash Credit) to Minda TG Rubber Pvt Ltd	4.50	-
2	From BBVA Bank to Global Mazinkert, S.L.	11.59	0.01
3	From La Caixa Bank to Global Mazinkert, S.L.	18.77	17.73
4	From Popular Bank to Global Mazinkert, S.L.	1.56	4.46
5	From Santander Bank to Global Mazinkert, S.L.	-	3.59
** From others			
1	Bajaj Finance Limited loan is repayable maximum within 60 days in case of purchase order discounting and 180 days in case of short term loan respectively.	26.48	25.96
2	From Singhal Fincap Limited to subsidiary Rinder India Private Limited	20.00	-
3	Aditya Birla Finance Ltd, loan taken by M/s. M.J.Casting Limited.	6.83	2.32
4	Bajaj Finance Limited Loan , purchase order discounting, repayable maximum within 60 days	7.81	-
5	Loan taken by Global Mazinkert S.L. from the other group companies.	-	17.95
Total		261.61	184.06

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 10. Trade payables

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Trade payables		
(a) total outstanding dues of micro and small enterprises*	11.73	2.25
(b) total outstanding dues of creditors other than micro and small enterprises	503.39	319.20
	515.12	321.45

* Refer note 41

Note 11. Other current liabilities

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Current maturities of long-term borrowings*	77.05	36.77
Current maturities of deferred payment liabilities*	3.29	2.82
Interest accrued but not due on long term borrowings	1.10	1.37
Advance from customers	19.28	27.90
Capital creditors towards acquisition of fixed assets	20.02	52.92
Unpaid dividend **	0.29	0.26
Other payables		
- Statutory dues	30.23	20.97
- Payable to employees	25.86	25.27
- Mark to market loss on derivative contracts	0.03	0.02
- Forward contract payable	-	0.14
- Others	6.61	1.03
	183.76	169.45

*For details refer note 6

** ₹ Nil (Previous year ₹ Nil) amount payable to Investor Education and Protection Fund

Note 12. Short-term provisions

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Provision for employee benefits		
Gratuity (refer note 39)	2.09	1.40
Compensated absences	1.96	1.49
	4.05	2.90
Others		
Provision for wealth tax (net of advances ₹ Nil, previous year ₹ Nil)	0.19	-
Provision for income tax (net of advance income tax ₹ 86.67 Crore, previous year ₹ 46.62 Crore)	7.58	5.94
Provision for warranty (Refer note 42)	4.67	2.31
Proposed dividend		
-Proposed equity dividend (refer note 35)	-	6.35
-Provision for tax on proposed dividends	-	1.29
Others	0.69	0.08
	13.13	15.97
	17.18	18.87

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 13. Fixed assets

As at 31 March 2017

Particulars	Gross block					Accumulated depreciation/ amortisation						Net block	
	Balance as at 1 April, 2016	Additions pursuant to acquisition	Additions/ Transfers *	Disposals	Foreign Currency Translation Impact	Balance as at 31 March, 2017	Balance as at 1 April, 2016	Additions pursuant to acquisition	Depreciation / amortisation expense for the year	Foreign Currency Translation Impact	Eliminated on disposal of assets	Balance as at 31 March, 2017	Balance as at 31 March, 2016
Tangible													
Land	72.35	13.26	4.34	-	(0.86)	89.09	0.46	-	0.05	(0.04)	-	0.47	71.89
Land- Freehold	14.54	9.50	0.38	-	-	24.42	1.12	0.25	0.23	-	-	1.60	13.42
Land- Leasehold	206.82	42.67	31.13	0.65	0.73	280.70	70.18	12.87	8.82	0.44	0.12	92.19	136.64
Buildings	1,024.25	166.47	256.93	14.97	(2.04)	1,430.64	710.02	92.44	103.80	1.41	9.62	898.05	314.23
Plant and Machinery	19.22	10.39	2.92	0.28	0.23	32.48	12.41	2.64	9.10	0.37	1.82	22.70	6.81
Furniture and Fixtures	16.43	0.94	3.75	2.80	(0.51)	17.81	8.93	0.42	2.70	(0.38)	1.94	9.73	7.50
Vehicles	10.69	1.10	2.52	0.31	(0.05)	13.95	7.15	0.71	1.54	(0.04)	0.28	9.08	3.54
Office Equipment	24.08	3.89	8.13	2.82	(0.70)	32.58	19.80	3.08	2.65	(0.61)	2.74	22.17	4.28
Computers	1,388.38	248.22	310.10	21.83	(3.20)	1,921.67	830.06	112.41	128.89	1.15	16.52	1,055.99	558.31
Intangible													
Goodwill	-	-	0.20	-	-	0.20	-	-	0.05	-	-	0.05	-
Trade mark	-	-	3.07	-	-	3.07	-	-	0.66	-	-	0.66	-
Design charges	-	7.33	12.77	-	-	20.10	-	0.79	2.49	-	-	3.28	-
Technical Knowhow	6.49	1.11	-	-	(0.01)	7.59	4.20	1.07	0.57	-	-	5.84	2.29
Computer Software	35.49	3.54	4.32	-	(1.04)	42.31	29.69	1.90	3.01	(0.97)	-	33.63	5.80
	41.98	11.98	20.36	-	(1.05)	73.27	33.89	3.76	6.78	(0.97)	-	43.46	8.09

▶ NOTES FORMING PART OF THE
CONSOLIDATED FINANCIAL STATEMENTS

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 13. Fixed assets

As at 31 March 2016

Particulars	Gross block					Accumulated depreciation/ amortisation					Net block		
	Balance as at 1 April, 2015	Additions pursuant to acquisition	Additions/ Transfers *	Disposals	Foreign Currency Translation Impact	Balance as at 31 March, 2016	Balance as at 1 April, 2015	Additions pursuant to acquisition	Depreciation / amortisation expense for the year	Foreign Currency Translation Impact	Eliminated on disposal of assets	Balance as at 31 March, 2016	Balance as at 31 March, 2015
Tangible													
Land													
Land- Freehold	39.32	33.17	18.43	18.57	-	72.35	0.03	0.31	0.06	0.06	-	0.46	39.29
Land- Leasehold**	14.54	-	-	-	-	14.54	1.00	-	0.12	-	-	1.12	13.54
Buildings	152.74	51.91	2.17	-	-	206.82	54.84	8.63	6.56	0.15	-	70.18	97.90
Plant and Machinery*	853.20	100.30	78.57	7.82	-	1,024.25	615.61	29.94	68.16	0.41	4.10	710.02	237.59
Furniture and Fixtures	12.87	3.42	9.78	6.85	-	19.22	9.25	0.89	9.07	0.02	6.82	12.41	3.62
Vehicles	11.62	2.91	3.78	1.88	-	16.43	6.69	1.61	1.80	0.01	1.18	8.93	4.93
Office Equipment	8.24	2.02	0.72	0.29	-	10.69	5.00	0.98	1.43	-	0.26	7.15	3.24
Computers	20.25	2.07	2.71	0.95	-	24.08	17.64	1.37	1.60	0.01	0.82	19.80	2.61
	1,112.78	195.80	116.16	36.36	-	1,388.38	710.06	43.73	88.80	0.66	13.18	830.07	402.72
Intangible													
Technical Knowhow	5.25	0.01	1.23	-	-	6.49	2.53	-	1.67	-	-	4.20	2.72
Computer Software	32.80	1.49	1.23	0.03	-	35.49	27.43	0.13	2.15	0.01	0.03	29.69	5.37
	38.05	1.50	2.46	0.03	-	41.98	29.96	0.13	3.82	0.01	0.03	33.89	8.09

* includes borrowing cost capitalised during the year of ₹ Nil Crore (previous year ₹ 0.32 Crore).

** The scheduled property was on lease till 30 July 2013. The sale deed is yet to be executed with Karnataka Industrial Areas Development Board (KIADB).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 14. Non-current investments

(Trade, unquoted investments valued at cost, unless stated otherwise)

Particulars	As at 31 Mar 2017		As at 31 Mar 2016	
Non-current investments				
(Trade, unquoted investments valued at cost, unless stated otherwise)				
Investment in equity instruments				
(i) Associates				-
Mindarika Private Limited - 2,707,600 equity shares (previous year 2,707,600 equity shares) of ₹10 each, fully paid up	21.76		16.53	
Add: Share in the profits of the associate company	9.28	31.04	5.23	21.76
Minda NexGenTech Limited - 3,120,000 equity shares (previous year 3,120,000 equity shares) of ₹10 each, fully paid up	3.12		3.12	
Add: Share in the profits of the associate company	0.45	3.57	-	3.12
Kosei Minda Aluminum Company Private Limited - 28,737,371 equity shares (previous year 24,558,800 equity shares) of ₹ 10/- each, fully paid up	16.49		12.28	
Add: Share in the profits of the associate company	0.79	17.28	0.03	12.31
(ii) Others				
Minda Industria E Comerico De Autopepsa Ltd - 25,000 equity shares (previous year 25,000 equity shares) of Brazilian \$ 1 each, fully paid up		0.07		0.07
OPG Power Generation Pvt Ltd. (Non-trade) - 11,400 equity shares (previous year 11,400) of ₹ 10 each, fully paid up		0.03		0.03
Investments in preference shares in subsidiary company				
M J Casting Limited - 750,000, 8% non cumulative redeemable preference shares (previous year 750,000 preference shares) of ₹10 each, fully paid up		0.75		-
Investments in partnership firms*				
- Auto Component		5.44		7.00
- Yogendra Engineering		0.23		2.45
		57.66		46.74
Less: Other than temporary diminution in value of investment in Minda NexGenTech Limited		3.12		3.12
		54.54		43.62
Aggregate amount of unquoted non-current investments		54.54		43.62

*Investment in partnership firms

Partnership firm	Name of the Partners	Share in profit (%)	
		As at 31 Mar 2017	As at 31 Mar 2016
Auto Component	Minda Industries Limited	48.90%	48.90%
	Mr. Nirmal K. Minda	25.55%	25.55%
	Ms. Palak Minda	25.55%	25.55%
YA Auto Industries	Minda Industries Limited	48.90%	48.90%
	Mr. Sanjeev Garg	12.50%	12.50%
	Mr. Birender Garg	12.50%	12.50%
	Mrs. Suman Minda	26.10%	26.10%
Total capital of the firm		Amount	Amount
Auto Component		11.59	14.16
Yogendra Engineering		0.42	4.92

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 15. Deferred tax assets (net)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Deferred tax liabilities		
Excess of depreciation/amortisation on fixed assets under Income tax laws over depreciation/amortisation provided in accounts	18.26	24.18
	18.26	24.18
Deferred tax assets		
Provision for employee benefits	16.20	11.44
Others	23.66	19.91
	39.85	31.36
Deferred tax assets not recognised	8.43	-
Deferred tax assets (net)	13.16	7.18

Note 16. Long term loans and advances

(Unsecured and considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
To parties other than related parties		
Capital advances	22.10	7.56
Security deposits	12.60	9.76
Advance to vendors	-	0.02
Balances with government authorities	-	0.16
Loans and advances given to employees	0.02	-
Prepaid expenses	0.16	0.01
MAT credit entitlement	5.86	1.00
Advance income tax (net of provision for tax ₹ 48.35 Crore (previous year ₹43.45 Crore))	10.25	6.63
	50.99	25.14

Note 17. Other non-current assets

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Foreign currency receivable	-	0.33
Bank deposits (due to mature after 12 months from the reporting date) (refer note 20)	3.99	2.15
Interest accrued on fixed deposits	0.25	0.23
Retention money with customers	2.02	5.29
	6.26	8.00

Note 18. Inventories

(At lower of cost or net realisable value, unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Raw materials [Goods in transit ₹ 16.34 Crore (previous year ₹ 0.90 Crore)]	135.16	87.64
Work-in-progress	28.10	20.46
Finished goods [Goods in transit ₹ 15.18 Crore (previous year ₹ 7.46 Crore)]	39.04	28.53
Stock-in-trade [Goods in transit ₹ Nil (previous year ₹ 0.27 Crore)]	27.26	27.69
Stores and spares	19.79	14.58
Loose tools	1.98	4.94
	251.33	183.84

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 19. Trade receivables *

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Trade receivables outstanding for a period exceeding six months from the date they became due for payment		
Unsecured considered good	6.67	5.00
Doubtful	3.44	3.24
	10.11	8.24
Less: Provision for doubtful debts	3.44	3.24
	6.67	5.00
Other receivables		
Unsecured considered good	516.81	358.91
Doubtful	-	0.13
Less: Provision for doubtful debts	-	0.13
	516.81	358.91
	523.48	363.91

* Trade receivables (unsecured, considered good) include ₹ 2.64 Crore (previous year ₹ 1.36 Crore) due from private companies in which a director is a director and ₹ Nil Crore (previous year ₹ 0.38 Crore) due from firms in which director is a partner.

Note 20. Cash and bank balances

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Cash and cash equivalents		
- Cash on hand	0.42	0.62
- Balances with banks		
On current accounts*	337.38	28.84
On deposit accounts (with original maturity of 3 months or less)	23.88	4.31
	361.68	33.78
Other bank balances		
Cash on imprest accounts	0.13	0.19
Bank deposits (due for realisation within 12 months of the reporting date)	14.54	22.43
Unpaid dividend accounts**	0.29	0.26
	376.64	56.66

* Includes escrow account amounting to ₹ 300 Crore (previous year ₹ Nil) towards share application money received on placement of equity shares of the Company to Qualified Institutional Buyers (QIBs). Previous year balance includes escrow account (other than QIB) amounting to ₹ 3.45 Crore.

Detail of bank deposits		
- On deposit accounts with original maturity of 3 months or less included under 'Cash and cash equivalents'	23.88	4.31
- On deposit accounts due to mature within 12 months of reporting date included under 'Other bank balances'	14.54	22.43
- On deposit accounts due to mature after 12 months of reporting date included under 'Other non-current assets' (Refer note 17)	3.99	2.15
Total***	42.41	28.89

** Do not include any amount payable to Investor Education and Protection Fund

*** Deposit accounts amounting to ₹ 9.37 Crore (previous year ₹ 9.36 Crore) is under lien with banks and other government authorities.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 21. Short-term loans and advances

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
To parties other than related parties		
Security deposits	1.07	0.71
Prepaid expenses	5.19	5.55
Advance to suppliers		
- Considered good	27.41	32.21
- Considered doubtful	0.07	-
Less: Provision for doubtful advances	0.07	-
Advance income tax	1.56	2.29
Balances with government authorities		
- Considered good	46.36	38.97
- Considered doubtful	0.02	0.13
Less: Provision for doubtful loans and advances	0.02	0.13
Other loans and advances	-	-
- Advances to employees	2.64	3.13
- MAT credit entitlement	2.06	1.17
- Others	2.74	3.25
	89.03	87.28

Note 22. Other current assets

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Interest accrued on fixed deposits	1.25	0.51
Interest accrued on other deposits	1.09	-
Duty entitlement available	3.89	1.31
Unbilled revenue	0.26	1.95
Forward contract receivable	0.93	3.83
Insurance claims receivable	0.26	0.72
Silver coins / items	0.05	0.05
Qualified Institution Placement expenses (refer note 47)	5.23	-
	12.96	8.37

Note 23. Revenue from operations

Particulars	Year ended 31 Mar 2017		Year ended 31 Mar 2016	
Sale of products				
Finished goods		3,682.67		2,325.39
Traded goods		41.40		343.09
Sale of products (gross)		3,724.07		2,668.48
Less: Excise duty		290.04		186.64
Sale of products (net)		3,434.03		2,481.84
Sale of services				
- Management consultancy fee	16.51		9.10	
- Computer network service charges	2.75		4.48	
- Others	14.06	33.32	10.73	24.31
Other operating revenues				
- Development cost recovery	10.25		4.59	
- Scrap sales	16.06		8.13	
- Royalty income	5.94		3.90	
- Others	5.43	37.68	4.58	21.19
		3,505.03		2,527.34

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 24. Other income

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Interest income on fixed deposits	2.40	2.74
Interest income on other deposits	0.07	-
Dividend income from non-current investments	0.81	1.03
Net gain on foreign currency fluctuations (other than that considered as finance cost)	5.34	1.04
Profit on sale of fixed assets (net)	0.99	2.88
Package scheme incentives	0.44	3.35
Other non-operating income		
- Liabilities / provisions no longer required written back	0.96	0.80
- Miscellaneous income	2.85	2.13
	13.87	13.97

Note 25. Cost of materials consumed

Particulars	Year ended 31 Mar 2017		Year ended 31 Mar 2016	
Raw materials (including purchased components and packing material consumed)				
Opening inventories	87.64		70.14	
Foreign currency translation adjustment	(0.13)	87.51	1.44	71.58
Add: Inventories acquired as part of acquisition of subsidiaries and jointly controlled entities		28.12		7.08
Purchases		1,953.42		1,386.47
Closing inventories	135.16		87.64	
Foreign currency translation adjustment	1.29	136.45	(1.31)	86.34
		1,932.60		1,378.80

Note 26. Changes in inventories of finished goods, work in progress and stock in trade

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Inventories at the end of the year:		
Work-in-progress	28.10	20.46
Finished goods (other than those acquired for trading)	39.04	28.53
Stock-in-trade (acquired for trading)	27.26	27.69
	94.40	76.68
Inventories at the beginning of the year: *		
Work-in-progress	24.14	21.44
Finished goods (other than those acquired for trading)	34.87	17.47
Stock-in-trade (acquired for trading)	27.69	21.83
	86.70	60.74
Foreign current translation adjustment (net)	(0.07)	(1.71)
Net (increase) / decrease in stocks	(7.77)	(17.65)

* includes inventory on account of acquisition made during the year of Rinder India Private Limited and Roki Minda Co. Private Limited amounting to ₹ 10.82 Crore (Previous year PT Minda Asean Automotive, Sam Global Pte and MJ Casting Ltd amounting to ₹ 7.48 Crore)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 27. Employee benefit expenses

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Salaries, wages and bonus	394.70	276.56
Expense on employee stock option schemes (refer note 45)	1.99	-
Contribution to provident and other funds	37.79	29.65
Staff welfare expense	27.54	20.13
	462.02	326.34

Note 28. Finance costs

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Interest expense on borrowings	35.67	22.92
Other finance costs	3.67	2.76
	39.34	25.68

Note 29. Depreciation and amortisation (refer note 13)

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Depreciation on tangible fixed assets	128.89	88.80
Amortisation on intangible fixed assets	6.78	3.82
	135.67	92.62

Note 30. Other expenses

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Consumption of stores and spare parts	66.30	49.85
Job work charges	57.83	47.27
Contract cancellation fees	0.00	-
Power and fuel	89.34	54.61
Rent	19.57	14.73
Repairs and maintenance:		
Buildings	7.57	5.95
Machinery	19.05	11.97
Others	7.67	3.16
Insurance	3.27	2.41
Rates and taxes	3.17	3.57
Travelling and conveyance	38.62	30.22
Directors' sitting fee	0.11	0.11
Legal and professional	16.79	14.07
Payments to auditors*	2.36	1.62
Fixed assets scrapped/ written off	0.06	0.43
Provision for doubtful trade and other receivables, loans and advances (net)	0.82	1.19
Doubtful trade and other receivables, loans and advances written off	0.29	1.66
Royalty expenses	5.42	2.01
Sales promotion expenses	43.77	36.19
Freight and other distribution overheads	58.78	32.53
Warranty (refer note 42)	12.37	9.53
Printing and stationery	3.20	3.15
CSR Contribution & Donations	1.50	1.37
Miscellaneous expenses	27.69	25.79
	485.55	353.39

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 30. Other expenses

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Note:		
*Payments to the auditors (excluding service tax)		
Statutory audit	1.39	1.24
Limited review	0.58	0.18
Tax audit	0.06	-
Certification	0.14	0.08
Reimbursement of expenses	0.20	0.12
	2.36	1.62
Others (not included in payment to auditors above) #		
Other services	0.90	-
Reimbursement of expenses	0.10	-
	1.00	-

Included in other current assets - Qualified institutions placement expenses

Note 31. Exceptional Items

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
(i) Revenue expenses		
Profit on sale of fixed assets- Land sale	-	5.20
	-	5.20

Note 32. Earnings per share

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Net profit after tax as per statement of profit and loss	168.08	111.14
Adjustment to net profit after tax:		
Dividend on preference shares and dividend tax thereon	(0.11)	(0.13)
Net profit attributable to equity shares	167.97	111.02
Weighted average number of Equity Shares (in Nos.):		
for Basic EPS	79,326,780	79,326,780
for Diluted EPS	79,682,458	79,326,780
Basic earnings per share in rupees	21.17	13.99
Diluted earnings per share in rupees	21.08	13.99
Calculation of weighted average number of shares for basic/diluted earnings per share		
For basic earnings per share		
Opening and closing balance of Equity Shares	79,326,780	79,326,780
	79,326,780	79,326,780
Add, for diluted earnings per share	-	-
Add: Weighted average number of potential shares on account of employee stock options/ performance shares scheme	316,817	-
Add: Weighted average number of potential shares on account of placement of shares to quali- fied institutional buyers ('QIB')	38,861	-
For diluted earnings per share	79,682,458	79,326,780

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 33. Contingent liabilities

(a) Claims made against the Company not acknowledged as debts (including interest, wherever applicable):

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Income tax matter	0.32	0.19
Service tax matter	0.45	-
Sales tax matter	-	0.47
Others	0.71	0.74
Bank guarantee given to custom, authorities and others	17.03	3.37
Liabilities of customs duty towards export obligation undertaken by the Group under EPCG Schemes	34.77	17.79

Future cash outflows in respect of the above would be determinable on finalisation of judgments /decisions pending with various forums / authorities.

(b) The Parent Company has availed sales tax incentives for its unit at Pune, Maharashtra, from the Government of Maharashtra amounting to ₹0.34 Crore (previous year ₹3.35 Crore). In accordance with Scheme of Government of Maharashtra for Development of Industries, the amount may be refundable to the Government, if specified conditions are not fulfilled, within the prescribed time.

Note 34. Capital and other commitments (net of advance)

Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31 March 2017 aggregates to ₹81.34 Crore (previous year ₹35.53 Crore).

Note 35. Proposed dividend

As per Accounting Standard- 4 (Revised), the Company cannot create provision for dividend proposed after the balance sheet date unless a statute requires otherwise. Rather, the Company will need to disclose the same in notes to the consolidated financial statements. Accordingly, the Company has disclosed dividend proposed by board of directors after the balance sheet date in the notes to the consolidated financial statements.

Note 36.

During the year 2002-03, the Director, Town and Country Planning, Chandigarh issued a demand notice on the parent company amounting to ₹0.39 crore towards revised CLU (change of land use) charges for the land situated at Village Nawada Fatehpur, P.O. Sikanderpur Badda, Gurgaon, and Haryana. The parent company paid ₹0.02 crore and had also filed a Special Leave Petition (SLP) with the Hon'ble Supreme Court of India, basis which a leave had been granted. Further, the parent company had deposited ₹0.09 crore as under protest with the authorities. During the previous years, the parent company had filed a writ petition with the High Court of Punjab and Haryana in order to cancel the demand notice and obtain a stay on the balance demand. Further, the parent company had withdrawn the petition and accordingly had agreed to pay the total liability of ₹0.28 crore and the interest thereon amounting to ₹0.44 crore (previous year ₹0.41 crore) towards revised CLU charges after adjusting the amount of ₹0.11 crore paid earlier.

During the year 2013-14, the parent company had applied for grant of license under 'Affordable Housing Policy- 2013' on the land measuring 9.9625 acres in revenue estate of Village Nawada, Fatehpur Sector-81, Gurgaon and paid scrutiny fee (non-refundable) amounting to ₹0.15 crore in this respect.

On issue of license either under 'Residential Group Housing Colony scheme' or under 'Affordable Housing Policy 2013', CLU charges would be payable as per terms and conditions of the scheme.

Note 37. Segment Information

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

As the Group's business activity primarily falls within a single business segment i.e. Auto Components including Electrical Parts and its Accessories as primary segment, thus there are no additional disclosures to be provided under Accounting Standard 17 – 'Segment Reporting'. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The secondary segment is geographical, which is given as under:

S.No.	Particulars	Current year	Previous year
Revenue from operations*	Within India	2,754.06	2,017.49
	Outside India	750.97	509.85
Assets**	Within India	2,053.67	1,391.52
	Outside India	357.46	95.33
Cost incurred on acquisition of fixed assets#	Within India	567.11	248.34
	Outside India	30.70	69.73

* on the basis of location of customers.

** on the basis of location of the assets.

Including assets obtained by Group on acquisition of subsidiary and jointly controlled entities.

Assets used in the Group's business and liabilities contracted in respect of its business activities, are not identifiable in line with the above reportable segments as the assets and liabilities contracted are used interchangeably between the segments.

Note 38. Related Party Disclosures

(i) Related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

Nature of related party transactions	Name of related party
Associates	Mindarika Private Limited Minda NexGenTech Limited Kosei Minda Aluminum Company Private Limited (w.e.f 29 March 2016)
Partnership firms	Auto Component (Firm) Yogendra Engineering (Firm)
Joint ventures (jointly controlled entities)	Minda Emer Techonologies Limited M J Casting Limited (upto 31 July 2015) Roki Minda Co. Private Limited (w.e.f 1 October 2016) Rinder Riduco, S.A.S. Columbia (Indirect Joint Venture w.e.f 10 June 2016)
Key management personnel	Mr. Nirmal K. Minda {Chairman and Managing Director("CMD")} Mr. Sudhir Jain (CFO) Mr. H.C. Dhamija (Company Secretary)
Relatives of key management personnel	Mrs. Suman Minda (wife of CMD) Mrs. Paridhi Minda Jindal (daughter of CMD) Mrs. Palak Minda (daughter of CMD) Mr. Vivek Jindal (son-in-law of CMD)
Other entities over which key management personnel and their relatives are able to exercise significant influence	Minda Investments Limited Minda International Limited Minda Corporation Limited Nirmal K. Minda (HUF) Minda Industries (Firm) Minda Spectrum Advisory Limited Samaira Engineering (Firm) S.M.Auto Industries (Firm) Shankar Moulding Ltd. Maa Rukmani Devi Auto Limited MI Torica India Private Limited Minda F Ten Private Limited Fujitsu Ten Minda Private Limited Minda Mindpro Limited Minda Nabtesco Automotive Private Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(ii) Transactions / balances with related parties

(a) Summary of transactions / balances with related parties	Associates (including partnership firms where Company has significant influence)		Joint venture companies		Entities over which key management personnel and their relatives are able to exercise significant influence		Key management personnel and relatives	
	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016	31 Mar 2017	31 Mar 2016
Transactions during the year								
Sale of goods	3.62	3.43	0.01	0.03	4.85	1.29	-	-
Purchase of goods	84.45	111.43	-	0.09	240.29	167.77	-	-
Sale of fixed assets	0.03	-	-	-	-	0.04	-	-
Expenses recovered	0.74	0.13	-	0.01	-	0.01	-	-
Re-imbursement of expenses	-	0.02	-	-	-	0.04	-	-
Services rendered	7.49	5.78	0.86	0.21	3.04	0.03	-	-
Services received	0.27	0.05	-	-	14.39	14.32	-	1.38
Remuneration	-	-	-	-	-	-	8.41	6.40
Dividend received	0.81	0.67	-	-	-	-	-	-
Share of profits	4.42	6.43	-	-	-	-	-	-
Royalty received	0.49	0.73	-	-	0.55	0.05	-	-
Dividend paid on equity share capital	-	-	-	-	2.51	3.86	4.02	3.38
Dividend paid on 3% cumulative redeemable preference share capital	-	-	-	-	-	-	0.11	0.10
Redemption of preference shares	-	-	-	-	-	-	3.50	-
Investment in shares / partnership firm	5.12	-	-	-	43.08	55.68	-	-
Balance as at year end								
Balance outstanding-Receivable/(payable)	(6.43)	(14.59)	0.73	0.59	(41.60)	(45.69)	(2.68)	(1.97)

(b) Details of related parties with whom transactions / balances exceed 10% of the class of transaction:

Related party	Nature of transaction	Year ended 31 Mar 2017*	Year ended 31 Mar 2016#
Transactions during the year			
Minda Corporation Limited	Purchase of goods	46.35	54.89
MI Torica India Private Limited	Purchase of goods	70.31	-
Auto Component	Purchase of goods	54.00	46.80
Yogender Engineering	Purchase of goods	24.11	55.60
Samaira Engineering	Purchase of goods	89.84	83.45
Shankar Moulding Limited	Purchase of goods	15.11	13.29
S.M. Auto	Purchase of goods	16.72	16.09
Minda Distribution and Services Limited	Purchase of fixed assets	-	0.11
Minda Investments Limited	Services received	14.39	14.18
Mindarika Private Limited	Services received	0.27	0.05
Mindarika Private Limited	Services rendered	7.46	5.65
Mindarika Private Limited	Dividend received	0.81	0.68
Minda Investment Limited	Purchase of shares RokiMinda Co Pvt Limited	43.08	-
Mr. Nirmal K Minda	Remuneration	5.92	3.77
Mr. Sudhir Jain	Remuneration	1.98	1.53
Minda Investments Limited	Equity Dividend	2.51	2.71
Pallak Minda	Remuneration	0.25	-
Paridhi Minda Jindal	Remuneration	0.26	-
Mr. Nirmal K Minda	Equity/Preference Dividend	1.49	1.61
Mrs. Suman Minda	Equity/Preference Dividend	1.55	1.67
Nirmal K. Minda (HUF)	Equity/Preference Dividend	0.90	0.97
Mr. Nirmal K. Minda	Redemption of preference shares	1.50	-
Mrs. Suman Minda	Redemption of preference shares	2.00	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(b) Details of related parties with whom transactions / balances exceed 10% of the class of transaction:

Related party	Nature of transaction	Year ended 31 Mar 2017*	Year ended 31 Mar 2016#
Balance as at year end			
Maa Rukmani Devi Auto Ltd.	Payable	-	13.39
MI Torica India Private Limited	Payable	14.51	-
Minda Investments Limited	Payable	0.53	9.61
Minda Corporation Limited	Payable	7.41	8.51
Mindarika Private Limited	Payable	0.56	1.11
Auto Component	Payable	7.95	8.09
Samaira Engineering	Payable	13.62	9.68
Mindarika Private Limited	Receivable	0.97	-
Minda Emer Technologies Limited	Receivables	0.39	0.28
Shankar Molding Limited	Payable	3.56	2.67

Nil in previous year column represent ₹ Nil or transaction less than 10% of the class of transaction.

* Excluding taxes.

Note 39. Disclosure pursuant to Accounting Standard-15 on "Employee Benefits"

Defined benefit plans

Gratuity is payable to all eligible employees of the Group on retirement/exit, death or permanent disablement in terms of the provisions of the Payment of Gratuity Act, 1972.

(i) Changes in present value of obligation:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Present value of obligation as at the beginning of the year	27.05	22.49
Acquisition adjustment	1.44	0.63
Interest cost	2.29	1.64
Current service cost	5.36	4.13
Curtailment cost/(credit)	-	(0.13)
Benefits paid	(0.90)	(1.49)
Actuarial (gain)/loss on obligation	(0.97)	(0.23)
Present value of obligation as at the end of year	34.27	27.05
- Long term	32.18	25.65
- Short term	2.09	1.40

*The Parent Company is maintaining its gratuity fund with L.I.C. through Minda Industries Limited Gratuity Trust. Accumulated contribution by the Parent Company as on 31 March 2017 is ₹3.82 Crore (previous year ₹3.53 Crore). LIC is paying interest on this contribution annually which is considered as income of the Trust. During the current year interest accrued on this fund is ₹0.28 Crore (previous year ₹0.27 Crore). Contribution by the Parent Company during the current year is ₹ Nil (previous year ₹ Nil). Balance amount is kept by insurance companies.

(ii) Changes in the fair value of plan assets:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Fair value of plan assets at the beginning of the year	3.53	3.25
Acquisition adjustment	1.19	-
Expected return on plan assets	0.41	0.29
Actuarial gain/(loss) for the year	(0.01)	(0.02)
Employer contributions	0.45	-
Benefits paid	(0.04)	-
Fair value of plan assets at the end of the year	5.53	3.53

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

(iii) Actuarial gain/ loss recognised is as follows:

Particulars	Gratuity	
	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Actuarial gain/(loss) for the year – obligation	(0.97)	(0.23)
Actuarial (gain)/loss for the year – plan assets	0.01	0.02
Total (gain)/loss for the year	(0.96)	(0.21)
Actuarial (gain)/ loss recognised in the year	(0.96)	(0.21)

(iv) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Present value of obligation as at the end of the year	(34.27)	(27.05)
Fair value of plan assets as at the end of the year	5.53	3.53
unfunded status	(28.74)	(23.53)
Net asset/(liability) recognised in balance sheet	(28.74)	(23.53)

(v) Expenses recognised in the Statement of Profit and Loss:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Current service cost	5.36	4.13
Interest cost	2.29	1.64
Expected return on plan assets	(0.41)	(0.29)
Net actuarial (gain)/ loss recognised in the year	(0.96)	(0.21)
Expenses recognised in the Consolidated Statement of Profit and Loss	6.28	5.27

(vi) Experience on actuarial gain/(loss) for PBO and Plan Assets

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016	Year ended 31 Mar 2015	Year ended 31 Mar 2014	Year ended 31 Mar 2013
On Plan PBO	(2.95)	(0.11)	1.21	(1.48)	(1.06)
On Plan assets	(0.01)	(0.02)	0.12	(0.08)	-

(vii) Principal actuarial assumptions at the balance sheet date are as follows:

a) Economic assumptions:

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate taking account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Discount rate per annum	6.90% - 8.03%	7.94% - 8.00%
Future salary increase	5.50% - 10.00%	5.5% - 8.00%
Expected rate of return on plan assets	6.32% - 8.00%	8.00% - 8.35%

b) Demographic assumptions:

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
i) Retirement Age (Years)	58	58
ii) Mortality Table	IALM (2006-08)	IALM (2006-08)
iii) Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 years	3	3
From 31 to 44 years	2	2

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 40. Particulars of un-hedged foreign currency exposure

Currency	As at 31 Mar 2017			As at 31 Mar 2016		
	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore	Foreign currency Amount in Crore	Exchange rate (in ₹)	Rupees in Crore
Trade Receivables						
USD	0.46	63.92	29.50	0.25	65.41	16.35
EUR	0.17	67.90	11.30	0.10	73.72	7.21
JPY	2.86	0.57	1.62	0.15	0.58	0.09
GBP	-	-	-	0.00	93.41	0.07
Trade Payables						
USD	0.45	65.74	29.78	0.17	67.23	11.68
JPY	20.42	0.59	12.07	22.90	0.60	13.74
EUR	0.11	70.52	7.84	0.03	76.34	2.17
GBP	0.01	82.59	0.83	-	-	-
TWD	0.03	2.05	0.06	0.02	2.05	0.05
Advance to Vendors						
CHF	-	66.00	0.20	0.00	67.37	0.20
EUR	0.03	70.52	2.41	0.00	76.34	0.18
USD	0.20	65.74	12.86	0.10	67.23	6.53
GBP	-	82.59	0.07	-	-	-
JPY	0.58	0.59	0.34	0.54	0.60	0.33
Advance from Customers						
USD	0.01	63.92	0.64	0.02	65.41	1.62
EUR	-	67.90	0.02	-	-	-
Bank Balance						
TWD	-	-	-	0.02	2.05	0.03
USD	0.02	63.92	1.33	0.01	65.41	0.54
EUR	0.03	67.90	2.36	0.01	73.72	1.00
Short term Borrowing						
USD	0.26	65.74	17.00	0.09	67.23	5.97
JPY	99.27	0.59	58.70	22.90	0.60	13.74
EUR	0.07	70.52	5.23	0.08	76.34	6.16
Long term Borrowing						
EUR	0.74	70.52	51.94	-	-	-
Other Current Liability						
EUR	0.00	70.52	0.02	-	-	-

Note 41.

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum number as allocated after filing of the said Memorandum. Accordingly, the disclosures in below respect of the amounts payable to such enterprises as at the year-end has been made based on information received and available with the Group.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	11.73	2.25
- Interest	0.07	0.01
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006)	-	-
The Amounts of the payments made to micro and small suppliers beyond the appointed day during the year	105.18	49.90

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Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	0.88	0.56
The amount of interest accrued and remaining unpaid at the end of the year	0.96	0.57
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006	-	-

Note 42. Provision for warranty

(i) Warranty

The following disclosures have been made in accordance with the provisions of Accounting Standard 29 - 'Provisions, Contingent Liabilities and Contingent Assets

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Balance as at beginning of the year	3.73	4.17
Add: Provision made during the year	12.37	9.53
Less: Utilised during the year	9.41	9.97
Balance as at the end of the year [included in long term provisions ₹2.05 Crore (previous year ₹1.42 Crore) and short term provisions ₹4.67 Crore (previous year ₹2.31 Crore)]	6.72	3.73

The Group companies have made a warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimate and past trends. Actual expenses for warranty are charged directly against the provision. Un-utilised provision is reversed on expiry of the warranty period.

(ii) Provision for contingencies

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Balance as at beginning of the year	-	-
Add: Provision on acquisition of subsidiary	26.44	-
Balance as at the end of the year	26.44	-

This amount represents provision for non-export of goods under the EPCG scheme, including interest payable on the same.

Note 43. Leases

The Group has taken premises and certain machineries on cancellable operating leases. The lease rentals recognised in the Statement of Profit and Loss for the year 31 March 2017 is ₹19.57 Crore (Previous Year ₹14.73 Crore).

Non-Cancellable operating lease rentals payable (minimum lease payments) under these leases are as follows.

Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
Payable within one year	1.29	0.40
Payable between one to five years	2.56	0.95
Payable after five years	0.98	0.99
Total	4.83	2.34

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 44. Derivative instruments

The Company uses forward exchange contracts and cross-currency options to hedge its exposure to movements in foreign exchange rates.

Nature of contracts	Currency Hedged	Outstanding Foreign Currency amount as at 31 March 2017	Outstanding Foreign Currency amount as at 31 March 2016
Forward exchange contracts (Debtors)	USD	100,000	6,515,727
Forward exchange contracts (Debtors)	EURO	-	300,000
Forward exchange contracts (Creditors)	USD	1,073,208	-
Cross currency and interest rate swaps (to hedge the ECB loan and interest)	USD	5,301,243	-
Forward exchange contracts (Creditors)	JPY	18,000,000	-
Currency options (to hedge the ECB loan)	USD	187,500	1,437,500

Note 45. Employee Stock Option Plan

The members of the Parent Company had approved 'Minda Employee Stock Option Scheme 2016' at the Annual General Meeting held on 11 August 2016. The plan envisaged grant of stock options to eligible employees at market price in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This scheme provided for conditional grant of Performance Shares at nominal value to eligible management employees as determined by the Compensation Committee of the Board of Directors from time to time. The performance measures under this scheme include group achieving the target market capitalisation.

The maximum number of equity shares to be allotted under the scheme are 1,500,000. The number of options granted under the 2016 Performance Share Schemes are 888,000 equity shares at an exercise price of ₹180/- each and 98,750 equity shares at an exercise price of ₹392/- each. The scheme is monitored and supervised by the Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereof from time to time.

Scheme	Year	Date of Grant	No. of options granted	Vesting conditions	Exercise period	Exercise price (₹) per share	Fair value of the option on the date of grant (₹) per share
Minda Employee Stock Option Scheme 2016	2016-17	23 November 2016	888,000	Achieving target of market capitalisation of the parent Company on or before 31 March 2018	1 Year from the date of vesting	180/-	99.11/-
Minda Employee Stock Option Scheme 2016	2016-17	21 March 2017	98,750	Achieving target of market capitalisation of the parent Company on or before 31 March 2018	1 Year from the date of vesting	392/-	71.75/-

Number of Shares Options							
Scheme	Year	Outstanding at the beginning of the year	Granted during the year	Forfeited/ Expired during the year	Exercised during the year	Exercisable at the end of the year	Outstanding at the end of the year
Minda Employee Stock Option Scheme 2016	2016-17	-	986,750	-	-	-	986,750

The parent Company has adopted the intrinsic value method as permitted by the SEBI Guidelines and the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India in respect of stock options granted.

The Employee Stock Option Plan includes employees of Group companies.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

The Group's profit for the year and earnings per share would have been as under, had the compensation cost for employees' stock options been recognised based on the fair value at the date of grant in accordance with Black Scholes model. The fair value of the underlying shares has been determined by an independent valuer.

Particulars	Year ended 31 Mar 2017
Profit after tax for the year	168.08
Less: Increase in employee compensation cost based on fair value	0.33
Profit after tax for the year as per fair value method	167.75
Basic Earnings Per Share (EPS)	
Weighted average number of equity shares	79,326,780
Basic EPS as reported (in ₹)	21.17
Proforma Basic EPS (in ₹)	21.08
Diluted Earnings Per Share (EPS)	
Weighted average number of equity shares (including dilutive ESOP shares)	79,682,458
Diluted EPS as reported (in ₹)	21.15
Proforma Diluted EPS (in ₹)	21.05

The following assumptions were used for calculation of fair value of grants:

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Risk-free interest rate (%)	6.13% - 6.51%	NA
Expected life of options (years) [(year to vesting) + (contractual option term)/2]	1.53 - 1.85 years	NA
Expected volatility (%)	27.92% - 43.62%	NA
Dividend yield	4.61% - 6.90%	NA

The risk free interest rates are determined based on the zero-coupon yield curve for Government Securities or Government bonds with maturity equal to the expected term of the option. Volatility calculation is based on annualised standard deviation of the continuously compounded rate of return of the stock over a period of time. The historical period taken into account to match the expected life of the option. Dividend yield has been arrived by dividing the dividend for the period with the current market price.

Effect of share-based payment plan on the Statement of Profit and Loss:

Particulars	As at 31 Mar 2017	As at 31 Mar 2016
Expense arising from employee share-based payment plan	1.99	-

Note 46.

During the year, the Group had specified bank notes or other denomination note as defined in MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016. The denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination notes**	Total
Closing cash in hand as on 8 November 2016	0.37	0.08	0.45
Add: Permitted receipts	0.05	0.44	0.49
Less: Permitted payments	0.03	0.33	0.36
Less: Amount deposited in banks	0.39	0.00	0.39
Closing cash in hand as on 30 December 2016	-	0.19	0.19

Such details are not disclosed for the foreign subsidiaries, as this disclosure is required only for companies to which Schedule III of the Companies Act, 2013 is applicable.

* The term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8 November 2016.

**Other denomination notes represents other than 'Specified Bank Notes' referred above.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Note 47.

During the year, the Parent Company came out with issue of equity shares to qualified institutional buyers ('QIB') aggregating to ₹300.00 Crore. The Parent Company approved the issue of 7,092,125 equity shares of ₹2 each, at an issue price of ₹423.00 per equity share (₹421.00 per share towards share premium). The shares were fully subscribed and were allotted on 3 April 2017. The issue is within the authorised capital of the Parent Company. The Parent Company incurred expenses amounting to ₹5.23 Crore in relation to the aforesaid placement. These expenses have been adjusted against the balance of securities premium subsequent to the year end at the time of allotment of shares.

Note 48.

The Group Companies have established a comprehensive system of maintenance of information and documents are required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group Companies are in the process of updating the documentation for the transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by due date as required under the law. The management is of the opinion that its transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

Note 49.

Breakup of Capital Reserve on consolidation / Goodwill on consolidation is stated below:

Particulars	As at 31 Mar 2016
(A) Payment for acquisition of subsidiaries and jointly controlled entities	101.22
(B) Share capital	231.38
Capital reserve	1.56
Revaluation reserve	0.61
Securities premium	5.27
General reserve	4.52
Surplus/(Deficit) i.e. balance in statement of profit and loss	(33.07)
	210.27
(C) Capital Reserve (B-A)	109.04

Note 50.

Previous year figures have been reclassified / regrouped, wherever required, to confirm to current year classification.

As per our report of even date attached

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

Chartered Accountants

Firm Registration No: 101248W/W-100022

Rajiv Goyal

Partner

Membership No. 094549

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

Nirmal K. Minda

Chairman and Managing Director

DIN No. 00014942

Sudhir Jain

Corporate Business Head
and Group CFO

Anand Kumar Minda

Director

DIN No. 00007964

H.C. Dhamija

VP Group: Accounts, Legal,
Secretarial, Indirect Taxation, and
Company Secretary

Place : Gurgaon

Date : 16 May 2017

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Additional information as required under schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries/ Associates/ Joint Ventures

S No.	Name of the enterprise	Net Assets i.e. Total assets - Total Liabilities		Share in profit or loss	
		As a % of consolidated net assets	Amount in ₹ crore	As a % of consolidated profit or loss	Amount in ₹ crore
1	Holding Company				
	Minda Industries Limited	83.59%	522.27	56.41%	94.81
2	Subsidiary Companies				
	Indian				
	Minda Auto Components Limited	2.45%	15.28	1.03%	1.73
	Minda Kyoraku Limited	9.56%	59.73	6.09%	10.24
	Minda Distribution and Services Limited	1.40%	8.75	1.57%	2.64
	Minda TG Rubber Private Ltd.	8.22%	51.36	(2.90)%	(4.88)
	Minda Kosei Aluminum Wheel Private Limited	21.17%	132.29	15.56%	26.15
	MJ Casting Limited	14.74%	92.13	3.02%	5.08
	Rinder India Private Limited	8.59%	53.69	6.06%	10.18
	Minda Storage Batteries Private Limited	24.26%	151.58	0.10%	0.16
	YA Auto Industries (partnership firm)	0.56%	3.53	2.14%	3.59
	Foreign				
	Global Mazinkert S.L.	6.93%	43.30	11.48%	19.30
	PT Minda Asean Automotive	12.10%	75.58	5.37%	9.02
	Sam Global Pte Ltd.	7.82%	48.84	6.52%	10.95
	Minority interest in all subsidiaries				
	Indian				
	Minda Kyoraku Limited	(1.49)%	(9.31)	(1.73)%	(2.90)
	Minda TG Rubber Private Ltd.	(2.48)%	(15.49)	1.42%	2.39
	Minda Kosei Aluminum Wheel Private Limited	(1.52)%	(9.49)	(4.67)%	(7.85)
	MJ Casting Limited	(3.53)%	(22.05)	(0.06)%	(0.10)
	YA Auto (partnership firm)	0.00%	-	(1.05)%	(1.76)
	Foreign				
	PT Minda Asean Automotive	(3.43)%	(21.44)	(2.65)%	(4.45)
	Sam Global Pte Ltd.	(2.17)%	(13.56)	(3.19)%	(5.37)
3	Associate Companies (Investment as per Equity method)				
	Indian				
	Mindarika Private Limited	0.00%	-	6.08%	10.21
	Minda NexGenTech Limited	0.00%	-	0.27%	0.45
	Yogendra Engineering (partnership firm)	0.00%	-	0.87%	1.46
	Auto Components (partnership firm)	0.00%	-	1.76%	2.97
	Kosei Minda Aluminum Company Pvt. Ltd.	0.00%	-	0.45%	0.75
4	Joint Venture Companies (As per proportionate consolidation)				
	Indian				
	Minda Emer Technologies Limited	0.57%	3.57	0.00%	0.00
	ROKI Minda Co. Pvt. Ltd.	7.94%	49.58	2.65%	4.45
	Total eliminations	(95.28)%	(595.32)	(12.58)%	(21.14)
	TOTAL	100.00%	624.83	100.00%	168.08

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Salient Feature of Financial Statements of Subsidiaries / Associated / Joint Ventures as per the Companies Act, 2013 (as at 31 March 2017)

Part "A" : Subsidiaries

S No.	Name of the enterprise	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1	Minda Distribution and Services Limited	INR	1.99	6.76	68.22	59.47	-	454.61	3.87	1.23	2.64	-	100.00%
2	Minda Auto Components Limited	INR	0.21	15.07	31.26	15.98	0.00	107.13	2.53	0.80	1.73	-	100.00%
3	Minda Kyoraku Limited	INR	41.24	9.19	76.07	25.64	-	128.86	13.95	3.71	10.24	-	71.66%
4	MJ Casting Limited	INR	80.54	-10.46	151.99	81.91	0.02	202.48	7.58	2.50	5.08	-	98.00%
5	Minda Kosei Aluminium Wheel Private Limited	INR	106.76	16.05	300.16	177.35	-	196.96	27.06	0.91	26.15	-	69.99%
6	Minda TG Rubber Private Ltd.	INR	46.62	-10.75	85.14	49.27	-	35.45	-4.88	-	-4.88	-	51.00%
7	Rinder India Private Limited	INR	0.85	52.84	196.66	142.97	-	324.06	14.76	4.58	10.18	-	100.00%
8	Minda Storage Batteries Private Limited	INR	188.60	-37.02	156.29	4.71	-	3.45	0.95	0.79	0.16	-	100.00%
9	YA Auto (partnership firm)	INR	1.70	1.83	11.66	8.14	-	33.18	5.57	1.98	3.59	-	51.00%
10	Global Mazinkert S.L.	INR	15.60	0.89	77.16	60.66	62.30	0.15	-2.18	-0.54	-1.63	-	100.00%
		EURO	0.23	0.01	1.11	0.88	0.90	0.00	(0.03)	0.01	(0.02)	-	
11	Sam Global Pte Ltd.	INR	4.05	16.39	20.45	0.01	21.34	0.03	(0.01)	-	(0.01)	4.62	51.00%
		USD	0.06	0.25	0.32	0.00	0.33	0.00	(0.00)	-	(0.00)	0.07	
12	PT Minda Asean Automotive	INR	4.75	48.87	77.59	23.97	0.43	129.03	11.81	3.21	8.60	3.50	50.68%
		IDR	976.39	10,047.80	15,953.25	4,929.06	89.22	26,531.19	2,427.84	659.47	1,768.37	719.75	
13	Clarton Horn Spain*	INR	6.66	77.32	190.83	106.86	13.19	377.17	23.64	1.16	22.48	-	100.00%
		EURO	0.10	1.12	2.76	1.54	0.19	5.20	0.33	0.02	0.31	-	
14	Clarton Horn Signalkoustic GmbH*	INR	0.17	0.71	1.50	0.61	-	3.88	0.13	0.03	0.10	-	100.00%
		EURO	0.00	0.01	0.02	0.01	-	0.05	0.00	0.00	0.00	-	
15	Clarton Horn Morocco SARL*	INR	0.79	0.46	2.79	1.55	-	5.28	0.27	-	0.27	-	100.00%
		Dirham	0.12	0.07	0.44	0.25	-	0.78	0.04	-	0.04	-	
16	Light & Systems Technical Centre, S.L. Spain*	INR	9.14	-4.44	22.38	17.68	3.60	18.96	3.70	0.94	2.76	-	100.00%
		EURO	0.13	(0.06)	0.32	0.26	0.05	0.26	0.05	0.01	0.04	-	
17	Clarton Horn Mexico*	INR	11.64	-11.03	23.95	23.33	-	4.33	-6.97	-	-6.97	-	100.00%
		Pesos	3.37	-3.19	6.93	6.75	-	1.24	-2.00	-	-2.00	-	
18	Minda Industries Vietnam Company Limited*	INR	2.86	19.52	26.65	4.26	-	45.84	11.96	1.06	10.91	11.93	100.00%
		VND	1,008.24	6,875.00	9,384.94	1,501.71	-	15,450.66	4,032.03	355.76	3676.27	4,021.02	
19	PT Minda Trading*	INR	0.44	2.39	6.38	3.55	-	15.22	0.08	0.19	-0.11	-	100.00%
		IDR	90.70	490.91	1,311.27	729.66	-	3,129.05	16.30	39.22	(22.92)	-	

* Step down subsidiaries

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian ₹ Crore, unless otherwise stated)

Part B: Associates and Joint Ventures

Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Venture Companies

SI No.	Name of Associates/ Joint Venture	Latest Audited Balance Sheet date	Shares of Associate/ Joint Venture held by the company on the year end				Profit/ Loss for the year			
			No.	Amount of Investment in Associate/ Joint Venture (₹ in crore)	Extend of holding %	Networth attributable to shareholding as per latest audited balance sheet (₹ in crore)	Considered in consolidation (₹ in crore)	Not considered in consolidation	Description of how there is significant influence	Reasons why the Associate/ Joint Venture is not consolidated
Associate										
1	Mindarika Private Limited	31-Mar-17	2,707,600	7.01	27.08%	29.65	10.21	-	Note A	N.A.
2	Minda NexGenTech Ltd	31-Mar-17	3,120,000	3.12	26.00%	-	0.45	-	Note A	N.A.
3	Kosei Minda Aluminum Co. Pvt. Ltd	31-Mar-17	28,737,371	16.49	30.00%	16.00	0.75	-	Note A	N.A.
Joint Venture										
1	Minda Emer Technologies Limited	31-Mar-17	2,725,000	2.73	49.10%	3.57	0.00	-	Note A	N.A.
2	ROKI Minda Co. Pvt. Ltd.	31-Mar-17	40,924,800	43.08	49.00%	49.58	4.45	-	Note A	N.A.

Note:

A: There is significant influence due to percentage (%) of Share Capital.

The above statement also indicates performance and financial position of each of the associates.

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

Nirmal K. Minda

Chairman and Managing Director
DIN No. 00014942

Anand Kumar Minda

Director
DIN No. 00007964

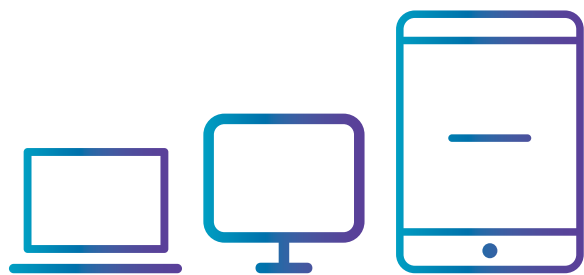
Sudhir Jain

Corporate Business Head
and Group CFO

H.C. Dhamija

VP Group: Accounts, Legal,
Secretarial, Indirect Taxation, and
Company Secretary

Place : Gurgaon
Date : 16 May 2017



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N K M I N D A G R O U P

MINDA INDUSTRIES LIMITED

(CIN: L74899DL1992PLC050333)

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