



Annual Secretarial Compliance Report - Reg. 24A of SEBI (LODR) Regulations, 2015 of Mindteck (India) Limited for the year ended 31st March 2020.

I, S Kannan, representing S Kannan and Associates, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by the Company Secretary, Mindteck (India) Limited a Company listed in the BSE Limited (BSE) and the National Stock Exchange (NSE), (the "listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not Applicable for the review period]
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not Applicable for the review period]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

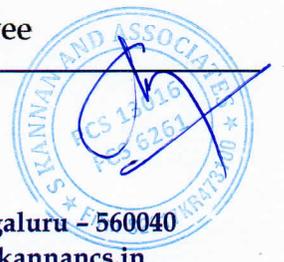
S KANNAN AND ASSOCIATES

Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1st Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

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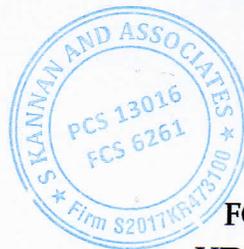


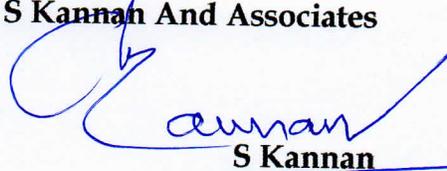
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not Applicable for the review period]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not Applicable for the review period]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) No action is taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.

For S Kannan And Associates




S Kannan

Company Secretary

FCS No. 6261 / CP No. 13016
UDIN NO.F006261B000349626

Place: Bangalore
Date: 17th June 2020

S KANNAN AND ASSOCIATES

Company Secretaries

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