

**18 July, 2016**

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
<b>Scrip Code: MINDAIND</b>	<b>Scrip Code: 532539</b>

**Sub:- Submission of AGM Notice.**

Dear Sir(s),

This is in continuation of our earlier communication dated 4 July, 2016.

Enclosed please find copy of the Notice for the Annual General Meeting of Minda Industries Limited, to be held on Thursday, 11 August, 2016 at 3.30 p.m. at Lakshmi Pat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016.

This is for your information and records please.

Thanking you.

Yours faithfully  
For Minda Industries Ltd.  
  
**H.C. DHAMLJA**  
V.P. Group Accounts, Legal,  
Secretarial, Indirect Taxes &  
Company Secretary

Encl: As above.

# Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Website: www.mindagroup.com

Tel.: +91 11 2737 4444 Fax: +91 124 2290676/95

## Notice

Notice is hereby given that the 24th Annual General Meeting of Minda Industries Limited will be held on **Thursday, 11 August, 2016 at 3.30 p.m.** at Lakshmi Pat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi -110016, to transact the following business(es):

### ORDINARY BUSINESS:

#### Item No. 1 - Adoption of Financial Statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended on 31 March, 2016 and the Reports of Board of Directors and Auditors thereon.

#### Item No. 2 - Approval of Dividend on Preference Shares

To approve the payment of interim dividend of Rs. 0.30 on 3% cumulative redeemable preference shares, as a final dividend, already paid, for the financial year ended 31 March, 2016.

#### Item No. 3 - Declaration of Dividend on Equity Shares

To declare a final dividend of Rs. 4 per equity share and to approve the interim dividend of Rs. 3 per equity share, already paid during the year, for the year ended 31 March, 2016.

#### Item No. 4 - Appointment of Mr. Anand Kumar Minda, as Director, liable to retire by rotation

To appoint a Director in place of Mr. Anand Kumar Minda, (DIN 00007964) who retires by rotation and being eligible, offers himself for re-appointment.

#### Item No.5 – Re-appointment of Auditors

To re-appoint the auditors of the company and to fix their remuneration and to pass the following Resolution as an Ordinary Resolution:

“Resolved That, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. B S R & Co., LLP, Chartered Accountants, (LLP Registration no. 101248W/W-100022) be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting (subject to

ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company be and is hereby authorised to fix the remuneration including reimbursement of actual out of pocket expenses, as may be determined by the Audit Committee in consultation with the auditors, and such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

### SPECIAL BUSINESS:

#### Item No. 6 - Remuneration to Cost Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### Item No. 7 - Re-appointment of Ms. Renu Challu, as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 17 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, Ms. Renu Challu (DIN 00157204), who holds the office as Independent Director of the Company upto 18 December, 2016 and submitted her declaration that she meets the criteria of independence under section 149(6) of the Companies Act, 2013 and being eligible, offered herself for re-appointment and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of two years commencing from 19 December, 2016."

**Item No. 8 - Minda Employee Stock Option Scheme-2016 for employees of Minda Industries Limited**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Section 62(1)(b) read with rules made thereunder, to the extent applicable if any, and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Minda Employee Stock Option Scheme - 2016 (hereinafter referred to as 'Minda ESOS-2016'), be and is hereby approved and the consent of the Company be and is hereby accorded to the Board of Directors of the Company including its Committee thereof (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) 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 (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) to be convertible into equal number of Equity Shares of the Company, at such price and on such terms and conditions as may be decided by the Board in accordance with applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

Resolved further that the Board be and is hereby authorised to:

- (a) Issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the company,
- (b) To modify, change, vary, alter, amend, suspend or terminate the Minda ESOS 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Minda ESOS 2016 and to do all other things incidental and ancillary thereof.

Resolved further that as is required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

Resolved further that the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

**Item No. 9 - Minda Employee Stock Option Scheme-2016 for employees of subsidiaries**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Section 62(1) (a) read with rules made thereunder, to the extent applicable if any, and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and (including earlier enactments in this regard to the extent currently applicable) and other prevailing statutory guidelines in that behalf and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s)

and/or sanction(s), and which may be agreed to or accepted by the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the Board of Directors including committees thereof to extend the benefits of the Minda Employee Stock Option Scheme- 2016 proposed in the Resolution under item no. 8 of this Notice to or for the benefit of such present and/or future permanent eligible employees of the subsidiaries (including Directors, whether Whole Time Director or not, but excluding Independent Directors) whether in India or abroad and whether they are shareholders of the Company or not, as may, from time to time, be allowed under prevailing laws, rules & regulations and /or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board.”

**Item No. 10 - Sub-division of Equity Shares**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with Article 12 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10 (Rupees Ten only) into 5 (Five) Equity Shares of Face value of Rs. 2 (Rupee Two only) each fully paid-up and consequently, Authorised Equity share Capital of Rs. 63,50,00,000 (Rupees sixty three crores fifty lacs) divided into 6,35,00,000 (six crore thirty five lacs) equity shares of Rs. 10 each would comprise of 31,75,00,000 (Thirty One Crore Seventy Five Lacs) Equity Shares of Rs. 2 (Rupee Two only) each with effect from the “Record Date” to be determined by the Board for this purpose.

Resolved further that pursuant to the sub-division of the Equity Shares of the Company each Equity Share of the Face value of Rs. 10 (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 5 (Five) Equity shares of the Face value of Rs. 2 (Rupee Two only) each fully paid-up, with effect from the record date.

Resolved further that on sub-division, 5 (Five) Equity Shares of the Face value of Rs. 2 (Rupee Two only) each in lieu of one Equity

Share of Rs. 10 (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company, shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10 (Rupees Ten only) each of the Company.

Resolved further that upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10 (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division. The Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or as may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

Resolved further that the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard.”

**Item No. 11 - Amendment to clause V of the Memorandum of Association of the Company.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause V with the following clause:

V. The Authorised Share Capital of the Company is Rs. 120,13,14,500 (Rupees One Hundred Twenty Crores Thirteen Lacs Fourteen Thousand Five Hundred only) divided into 31,75,00,000 (Thirty One Crores Seventy Five Lacs) Equity Shares of Rs. 2 (Rupees Two Only) each, 30,00,000 (Thirty Lacs) 9% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each (Class A Preference Shares), 1,83,500 (One Lacs Eighty Three Thousand Five Hundred) 3% Cumulative Compulsorily Convertible Preference Shares of Rs. 2,187 (Rupees Two thousand One Hundred Eighty Seven Only) each (Class B Preference Shares) and 35,00,000 (Thirty Five Lacs) 3% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each (Class C Preference Shares), and 1,00,00,000 (One Crore) 1% Non-Cumulative Fully Convertible Preference Shares of Rs. 10 (Rupees Ten Only) each (Class D Preference Shares) with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

Resolved further that the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

**Item No. 12 - Re-appointment and Remuneration of Mr. Nirmal K Minda, as Chairman & Managing Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s),

clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nirmal K Minda (DIN 00014942) as Chairman & Managing Director of the Company, liable to retire by rotation, for a period of 2 years, commencing from 1 April 2016 and payment of salary, allowances, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment/re-appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Nirmal K Minda.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board  
For **Minda Industries Limited**

**(H. C. Dhamija)**

Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary

Place: Gurgaon  
Date : 28 June, 2016

## NOTES:

**A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on poll instead of himself/ herself and proxy need not be a Member of the Company. Proxy form, in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.**

- i) Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, is annexed hereto.
- ii) The Register of Members and Share Transfer Books will remain closed from Friday, 5 August, 2016 to Thursday, 11 August, 2016 (Both days inclusive).
- iii) The register of Directors and Key managerial Person and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- iv) The register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- v) The Final Dividend of Rs. 4.00 per equity share, i.e.@ 40% on the paid-up share capital, for the year 2015-16, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to the members whose names appear –
  - i) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on 4 August, 2016 and
  - ii) As Members on the Register of Members of the Company as on 11 August, 2016 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on 4 August, 2016.
- vi) Pursuant to Section 124(5) of the Companies Act, 2013, as amended, any money transferred to the Unpaid Dividend Account of the Company, which remains Unpaid or Unclaimed for a period of 7 (Seven) years from the date of such transfer to the Unpaid Dividend Account is required to be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

During the year 2015-16, the Company has transferred the unclaimed dividend on the Equity Shares for the year

2007-08 to the Investor Education and Protection Fund established by the Central Government.

Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with the Company Secretary at the Company's registered office.

- vii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, Link Intime whose address is given below.

M/s. Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028

- viii) Members are requested to bring the dully filled Attendance slip to attend the Meeting and notify the change in the address, if any, on or before 4 August, 2016, so that dividend warrant can be delivered to new address.
- ix) Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
- x) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent.

Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants (DPs)

- xi) The Registrar & Share Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028. Interested members may send request for physical share transfer as well as dematerialization of shares through depository participant to M/s. Link Intime India Pvt. Ltd. at its given address.
- xii) Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication

purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

- xiii) Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
- xiv) Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.mindagroup.com](http://www.mindagroup.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@mindagroup.com](mailto:investor@mindagroup.com).
- xv) Voting through electronic means
  - a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
  - b) The facility for voting through ballot paper shall be made available at the AGM and the members attending

the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) The remote e-voting period commences on 8 August, 2016 (9.00 am) and ends on 10 August, 2016 (5.00 pm). During this period, members of the company, holding shares either in physical form or in dematerialized form, as on cut-off date of 4 August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- e) The process and manner of remote e-voting are as under :-

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - a) Open email and open PDF file viz; "Minda e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - c) Click on Shareholder - Login
  - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - g) Select "EVEN" of Minda Industries Limited.
  - h) Now you are ready for e-voting as Cast Vote page opens.

- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j) Upon confirmation, the message "Vote cast successfully" will be displayed
  - k) Once you have voted on the resolution, you will not be allowed to modify your vote
  - l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizersga@gmail.com](mailto:scrutinizersga@gmail.com) or [evoting@mindagroup.com](mailto:evoting@mindagroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
EVEN (E Voting Event Number) USER ID  
Password/PIN
  - ii. Please follow all steps from serial No. (a) to (l) above to cast vote.
- xvi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - xvii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - xviii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
  - xix) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4 August, 2016.
  - xx) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. 4 August, 2016, may obtain login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@mindagroup.com](mailto:evoting@mindagroup.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - xxi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot.
  - xxii) M/s Sanjay Grover & Associates (Company Secretaries) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - xxiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xxiv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xxv) The results declared alongwith the report of the scrutinizer shall be placed on the website of the Company [www.mindagroup.com](http://www.mindagroup.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing and at the website of NSDL viz. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange Limited, Mumbai.
  - xxvi) All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office as well as Corporate Office of the Company during business hours on all working days up to the date of declaration of the result of the 24th Annual General Meeting of the Company.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

### Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender Navneet & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 3.00 Lakh (including out of pocket expenses) plus applicable Service Tax.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No.6 of the Notice.

The Board recommends the Ordinary resolution for approval by the members.

### Item no. 7

Ms. Renu Challu was appointed as Independent Director with effect from 19 December, 2014 for a period of two years. The terms of her appointment as an Independent Director shall be over on 18 December, 2016.

The Nomination and Remuneration Committee of the company in terms of Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015") and section 178 of the Companies Act, 2013 ("the Act") read with rules made thereunder has recommended the re-appointment of Ms. Renu Challu as Independent Directors for a period of 2 years, with effect from the end of her period of appointment i.e. from 19 December, 2016 to 18 December, 2018.

It is stated that a notice under section 160 of the Act has also been received from a member proposing her candidature for the office of Director of the Company from 19 December, 2016.

Ms. Renu Challu, Non-executive Independent Director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and the Listing Regulations, 2015.

In the opinion of the Board, she fulfills the conditions specified in the Act read with Rules framed thereunder and the Listing Regulations, 2015 for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Ms. Renu Challu as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of re-appointment of the above Director shall be open for inspection by the Members at the Registered Office as well as Corporate Office of the Company during normal business hours on any working day.

Except Ms. Renu Challu, being appointee, none of the Directors/ Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

### Item No. 8 and 9

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated Minda Employee Stock Option Scheme 2016 (hereinafter referred to as 'Minda ESOS 2016') for the present and/or future permanent eligible employees of the Company (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

In terms of the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 ("the SEBI (SBEB) Regulations, 2014") and Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), issue of Equity Shares to persons other than the existing Members of the Company requires an approval of the existing members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 8 seeks your approval for the issue of further Equity Shares under the Minda ESOS 2016, to the employees of the Company as may be determined by the Board.

The Company intends to extend the benefits of this Scheme to the employees of Subsidiaries, whether existing as on date or arising in future. Therefore, grant of options to the Employees of Subsidiary Company(s) requires an approval of Members by way of a separate resolution in pursuance of Regulation 6(3)(c) of SEBI (SBEB) Regulations, 2014 and accordingly, the resolution at Item

No. 9 seeks your approval for the grant of ESOS under the Minda ESOS 2016, to the Employees of the Subsidiaries of the Company as may be determined by the Board.

The Minda ESOS 2016, will be administered by Nomination & Remuneration Committee of the company.

The main features of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

**1. Brief description of the Scheme**

The Scheme shall be called as the 'Minda Employee Stock Option Scheme 2016' and shall extend its benefits to the present and/or future permanent eligible employees of the Company (including Directors of the Company, whether Whole Time Director or not, but excluding Independent Directors) and its present and future Subsidiaries, in accordance with the applicable laws.

The scheme will be implemented via Direct Route wherein the Company will directly allot fresh Equity Shares of the Company, to the Employees who successfully exercised their vested options.

**2. Total number of Options to be granted under the Scheme.**

The maximum number of options to be granted under Minda ESOS 2016 shall not exceed 3,00,000 options (or such other adjusted figure after the stock split as on the date of the Institution of the Scheme) convertible into equal number of Equity Shares of the Company.

**3. Identification of classes of employees entitled to participate and be beneficiaries in Minda ESOS 2016.**

Permanent Eligible Employees, including Executive Directors and Whole-time Directors, of the company and of its subsidiaries or as may be decided by the Committee from time to time.

**4. Requirement of Vesting and period of Vesting**

As determined by the Nomination & Remuneration Committee in accordance with the ESOS 2016. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.

**5. Maximum period within which the options shall be vested**

As determined by the Nomination & Remuneration Committee in accordance with the ESOS 2016

**6. Exercise Price or Pricing Formula:**

As determined by the Nomination & Remuneration Committee in accordance with the ESOS 2016. However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.

**7. Exercise period and process of Exercise:**

As determined by the Nomination & Remuneration Committee in accordance with the ESOS 2016.

The options granted under the Scheme would be exercisable by the employee by submitting Exercise Form, to the Company during the Exercise Period. After the expiry of exercise period, the options granted under Scheme shall not be exercisable and shall lapse. The lapsed options shall be available for fresh grants.

**8. Appraisal process for determining the eligibility of the Employees to Minda ESOS 2016:**

As may be deemed fit by the Nomination & Remuneration Committee from time to time in accordance with the ESOS 2016.

**9. The Maximum number of Options to be granted per employee and in aggregate**

The maximum number of Options that can be granted to any eligible employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

**10. The Maximum quantum of benefits to be provided per Employee under the scheme**

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.

**11. Implementation and administration of the scheme**

The scheme shall be implemented and administered by the Nomination & Remuneration Committee of the Company.

**12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

Yes, the new Equity Shares will be issued under the scheme.

**13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;**

N.A.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.**

N.A.

**15. Disclosure and accounting policies:**

The Company shall comply with the applicable accounting policies specified in the guidance note on accounting for

Share Based Payments or the Accounting Standards, as may be prescribed by the Institute of Chartered Accountants of India (ICAI), from time to time.

**16. The method which the Company shall use to value its Options.**

Intrinsic Value Method

**17. Statement with regard to Disclosure in Director's Report**

Since the Company has opted for intrinsic value method for expensing of the benefits of the Scheme, therefore the difference between the Employee Compensation Cost so computed and the Employee Compensation Cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company will also be disclosed in the Directors' report.'

In terms of Section 62(1)(b) of the Act and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Minda ESOS 2016 and issuance of equity shares under this Minda ESOS 2016, therefore, your Directors recommend the Resolutions as set out at item no. 8 and 9 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way, whether financially or otherwise, concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

**Item No. 10 & 11**

The Equity Shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE).

With a view to facilitate small investors to invest in the shares of the Company as well as to enhance the liquidity of Company's equity shares, the Board of Directors at its Meeting held on 28 June, 2016 has approved to sub-divide the nominal value of the equity Share Capital of the Company from Rs. 10 per share to Rs. 2 per share, subject to the approval of shareholders.

Accordingly, each equity share of nominal value Rs. 10 (Rupees Ten Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 5 (five) Equity Shares of Nominal Value of Rs.2 (Rupees Two Only) each.

The Record Date for the aforesaid Sub Division of the equity shares will be fixed after the approval of the shareholders.

The Authorised Share Capital of the Company as on 31.03.2016 is Rs. 120,13,14,500 (Rupees One Hundred Twenty Crores Thirteen Lacs Fourteen Thousand Five Hundred Only) divided into 6,35,00,000 (Six Crore Thirty Five Lacs) Equity Shares of Rs. 10 (Rupees Ten Only) each, 30,00,000 (Thirty Lacs) 9% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each (Class A Preference Shares), 1,83,500 (One Lacs Eighty Three Thousand Five Hundred) 3% Cumulative Compulsorily Convertible Preference Shares of Rs. 2,187 (Rupees Two Thousand One Hundred Eighty Seven Only) each (Class B Preference Shares) and 35,00,000 (Thirty Five Lacs) 3% Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten Only) each (Class C Preference Shares), and 1,00,00,000 (One Crore) 1% Non-Cumulative Fully Convertible Preference Shares of Rs. 10 (Rupees Ten Only) (Class D Preference Shares).

The issued, subscribed and paid up capital of the Company as on 31.03.2016 is Rs.19,36,53,560 (Rupees Nineteen Crores Thirty Six Lacs Fifty Three Thousand Five Hundred Sixty Only) is divided into 1,58,65,356 (One Crore Fifty Eight Lacs Sixty Five Thousand Three Hundred Fifty Six) equity shares of Rs. 10 (Rupees Ten Only) each and 35,00,000 (Thirty Five Lacs) 3% Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten Only) each.

Impact on Authorised Capital : On subdivision of equity shares of the Company from Rs. 10 (Rupees Ten Only) per Equity share to Rs. 2 (Rupees Two Only) per equity share, the Authorised Share Capital of the Company will be Rs. 120,13,14,500 (Rupees One Hundred Twenty Crores Thirteen Lacs Fourteen Thousand Five Hundred Only) divided into 31,75,00,000 (Thirty One Crore Seventy Five Lacs only) Equity Shares of Rs. 2 (Rupee Two only) each, 30,00,000 (Thirty Lacs) 9% Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each (Class A Preference Shares), 1,83,500 (One Lacs Eighty Three Thousand Five Hundred) 3% Cumulative Compulsorily Convertible Preference Shares of Rs. 2,187 (Rupees Two Thousand One Hundred Eighty Seven Only) each (Class B Preference Shares) and 35,00,000 (Thirty Five Lacs) 3% Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten Only) each (Class C Preference Shares), and 1,00,00,000 (One Crore) 1% Non-Cumulative Fully Convertible Preference Shares of Rs. 10 (Rupees Ten Only) (Class D Preference Shares).

Impact on Issued, subscribed and paid up Capital : On subdivision of equity shares of the Company from Rs. 10 (Rupees Ten Only) per Equity share to Rs. 2 (Rupees Two Only) per equity share, the issued, subscribed and paid up capital of the Company will be Rs.19,36,53,560 (Rupees Nineteen Crores Thirty Six Lacs Fifty Three Thousand Five Hundred Sixty Only) is divided into 7,93,26,780 (Seven Crore Ninety Three Lacs Twenty Six

Thousand Seven Hundred Eighty) equity shares of Rs. 2 (Rupees Two Only) each and 35,00,000 (Thirty Five Lacs) 3% Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten Only) each.

The proposed sub-division requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.11.

The Board recommends the Ordinary Resolutions under Item Nos. 10 and 11 of the notice for approval of the Members. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office as well as Corporate Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

The Directors/key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.10 & 11 of the Notice only to the extent of shares held by them, if any, in the Company.

#### Item no. 12

Mr. Nirmal K Minda was re-appointed as the Chairman and Managing Director for a period of three years with effect from 1 April, 2013 to 31 March, 2016 on the terms and conditions including remuneration as approved by the shareholders at the Annual General Meeting held on 18 September, 2013.

Mr. Nirmal K Minda is having rich experience of more than 37 years in the field of auto components industry. He is instrumental and driving force for growth of the Company as well as UNO Minda Group and in order to avail continuous benefits of his vast experience and expertise, the Board of Directors at their meeting held on 30 March, 2016, re-appointed 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 on following terms & conditions

#### Details of remuneration:

1 Basic Salary: In the range of Rs. 9.50 lacs per month to 15.00 Lacs per month and with increments as per the Company's policy and as may be determined by Board of Directors, from time to time, subject to a ceiling on increment of 20% in a year.

#### 2 Perquisites and Allowances:

- Medical Reimbursement: Reimbursement of actual medical expenses including insurance premium for medical and hospitalization policy, if any, for self and family.

- Housing Facility: Furnished Residential Accommodation or House Rent Allowance.
- Reimbursement of Gas, Electricity and Water expenses and other allowances as per the policy of the Company.
- Club Fee: Subject to maximum of two clubs.
- Personal Accident Insurance Premium as per the Company's Policy.
- Leave Travel Concession: Leave Travel Concession for self and family once in a year.

Apart from the above, Mr. Nirmal K Minda is also entitled to the following:

- Car for use on Company's business. Company shall also pay repair, maintenance & running expenses of the Car.
- Driver Salary.
- Telephone at residence.
- Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund, as per the Rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company.
- Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.
- Encashment of leave at the end of the tenure.

The following perquisites shall not be included in the computation of ceiling of remuneration:-

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service.
- Encashment of leave at the end of the tenure.

3 Commission @ 3% of the net profit computed in accordance with Section 198 of the Companies Act, 2013.

4 Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during

the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of salary, perquisites and allowances as specified above.

Mr. Nirmal K Minda is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013.

Mr. Nirmal K Minda will not be entitled to sitting fee for attending Board meetings and/ or Committee meetings. He will exercise such of the powers as may be delegated from time to time by the Board of Directors.

The proposal as set out in the Notice is placed for consideration and approval of the shareholders.

Mr. Nirmal K Minda may be deemed to be interested in this Resolution since it relates to his appointment and remuneration.

No other Director or key managerial personnel or their relative is, whether financially or otherwise, concerned or interested in this item of business.

Other details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are given below:

**Details of Directors seeking appointment/ re-appointment pursuant to the SS-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Name of the Director	Mr. Anand Kumar Minda	Ms. Renu Challu	Mr. Nirmal K Minda
DIN	00007964	00157204	00014942
Date of Birth	6 April, 1952	30 January, 1952	7 November, 1957
Date of first Appointment on the Board	14 April, 2011	19 December, 2014	16 September, 1992
Qualification	B.Sc.	Gold Medallist in MA (Economics) and an Associate of the Indian Institute of Bankers	B.Sc.
Experience in Specific Functional Area	He has over 35 years of experience in financial control, reviews, manufacturing, and project management.	With nearly four decades of experience in banking and financial markets, she was holding 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.	Rich experience of more than 37 years in auto components industry. He is instrumental and driving force for Growth of the Company as well as UNO Minda Group.

Name of the Director	Mr. Anand Kumar Minda	Ms. Renu Challu	Mr. Nirmal K Minda
Directorship in other Companies	<p>Mr. Anand Kumar Minda is Director of following Companies -</p> <p>Maa Rukmani Devi Auto Ltd., Shanker Moulding Ltd., Mindarika Pvt. Ltd., Minda Investments Ltd., Minda Projects Ltd., Minda Reality &amp; Infrastructure Ltd., Minda Mindpro Ltd., Minda Finance Ltd., Roki Minda Co. Pvt. Ltd., Minda Nabtesco Automotive Pvt. Ltd., Minda TG Rubber Pvt. Ltd. and Minda DAPS Pvt. Ltd.</p>	<p>She serves as an Independent Director on the Boards of Fullerton India Credit Co. Ltd, FAG Bearings India Ltd, Reliance Life Insurance Co Ltd, SMS Infrastructure Ltd, NCC Ltd, Netafim Agricultural Financing Agency Private Ltd., Fullerton India Home Finance Co. Ltd. and Torrent Pharmaceuticals Ltd.</p>	<p>Mr. Nirmal K Minda is Director of following Companies-</p> <p>Mindarika Pvt. Ltd., Minda Automotive Ltd., Shreeaumji Infrastructure Private Ltd., Shreeaumji Infrastructure &amp; Projects Pvt. Ltd., Shreeaumji Developers</p> <p>SEZ Pvt. Ltd., Shreeaumji Real Estate SEZ Pvt. Ltd., Minda International Ltd., Om Marubeni Logistic Pvt. Ltd., Minda Mindpro Ltd., Minda Spectrum Advisory Ltd., Minda Finance Ltd., M J Casting Ltd., Roki Minda Co. Pvt. Ltd., Kosei Minda Aluminum Company Private Ltd., Suman Nirmal Minda Foundation, Minda iconnect Pvt. Ltd. and Minda Kosei Aluminum Wheel Pvt. Ltd.</p>
Chairman / Members of the Committee of the Board of Companies	<p>He is member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee of the Company</p>	<p>She is member of Audit Committee of the Company and Chairperson of the Audit and Stakeholders Committees in FAG Bearings India Ltd and member of CSR Committee of FAG Bearings India Ltd, She is member of Nomination and remuneration committee of SMS Infrastructure Ltd, Member of Audit Committee, Stakeholders Relationship Committee and CSR Committee of Torrent Pharmaceuticals Ltd., Audit Committee member of Reliance Life Insurance Co. Ltd., Member of Stake Holders relationship Committee of NCC Limited, member of Nomination and remuneration Committee and CSR Committee of Fullerton India Credit Co. Ltd., Audit Committee member of Netafim Agricultural Finance Co. Ltd., and Member of Audit Committee and Nomination and Remuneration Committee of Fullerton India Home Finance Co. Ltd.</p>	<p>He is Chairman of CSR Committee of the Company.</p>

Name of the Director	Mr. Anand Kumar Minda	Ms. Renu Challu	Mr. Nirmal K Minda
Shareholding in the company (equity shares of Rs.10 each)	3600 equity shares (0.023%)	NIL	2401869 equity shares (15.14%)
Terms and Conditions of appointment/ re-appointment	As Disclosed in Board's Report	As Disclosed in Board's Report	As Disclosed in Board's Report
Number of Meetings of the Board attended during the year	8	5	6
Existing and proposed remunerations	As Disclosed in Board's Report	As Disclosed in Board's Report	As Disclosed in Board's Report
Performance evaluation report of Independent Director or summary thereof shall be included in the explanatory statement.	As Disclosed in Board's Report	As Disclosed in Board's Report	As Disclosed in Board's Report

Directorship in foreign companies, membership in governing councils, chambers and other bodies, Partnership firms, etc., are not included in the above list. Membership in non-mandatory Committee are also not included.

None of the aforesaid Director is related to each other or to other Directors, Key Managerial Personnel or their respective relatives

By Order of the Board  
For **Minda Industries Limited**

Place: Gurgaon  
Date : 28 June, 2016

**(H. C. Dhamija)**  
Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary

# Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Website: www.mindagroup.com

Tel.: +91 11 2737 4444 Fax: +91 124 2290676/95

## ATTENDANCE SLIP

I / We hereby record my/our presence at the 24th Annual General Meeting of the Company at LakshmiPat Singhania Auditorium, PHD House, Opposite Asian Game Village, New Delhi-110016 on Thursday, 11 August, 2016 at 3.30 pm.

-----  
Member's Folio /  
DP ID-Client ID no.

-----  
Member's / Proxy's name  
in Block letters

-----  
Member's/Proxy's  
Signature

Nos. of Shares -----

-----  
(Complete Address of the Shareholder)

Note:

- 1) Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the meeting hall
- 2) Electronic copy of the Annual Report for 2015-16 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3) Physical copy of the Annual Report for 2015-16 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

### E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

Note: Please read instructions given at note No. xv) of the Notice of the 24th Annual General Meeting carefully before voting electronically.



# Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Website: www.mindagroup.com

Tel.: +91 11 2737 4444 Fax: +91 124 2290676/95

## PROXY FORM

I/We being the member(s), holding \_\_\_\_\_ shares of the above named company hereby appoint:

(1) Name:.....Address.....

E-mail id.....Signature.....or failing him;

(2) Name:.....Address.....

E-mail id.....Signature.....or failing him;

(3) Name:.....Address.....

E-mail id.....Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting to be held on Thursday, 11 August, 2016 at 3.30 p.m. at LakshmiPat Singhania Auditorium, Opposite Asian Games Village New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below :-

S.No.	Resolutions	No. of share(s) for which vote casted	Type of Resolution	Optional*	
				For	Against
1	Adoption of Financial Statements (including the consolidated financial statements)		Ordinary		
2	Approval of Dividend on Preference Shares		Ordinary		
3	Declaration of Dividend on Equity Shares		Ordinary		
4	Appointment of Mr. Anand Kumar Minda, as Director, liable to retire by rotation		Ordinary		
5	Re-appointment of Auditors		Ordinary		
6	Remuneration to Cost Auditors		Ordinary		
7	Re-appointment of Ms. Renu Challu, as an Independent Director		Ordinary		
8	Minda Employee Stock Option Scheme-2016 for employees of Minda Industries Limited		Special		
9	Minda Employee Stock Option Scheme-2016 for employees of subsidiaries		Special		
10	Sub-division of Equity Shares		Ordinary		

S.No.	Resolutions	No. of share(s) for which vote casted	Type of Resolution	Optional*	
				For	Against
11	Amendment to clause V of the Memorandum of Association of the Company.		Ordinary		
12	Re-appointment and remuneration of Mr. Nirmal K. Minda, as Chairman & Managing Director		Special		

Signed this .....day of .....2016

Signature of shareholder .....

Signature of proxy holder(s) .....

Affix Revenue Stamp of ₹1.00
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Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolutions, explanatory statements and Notes, please refer to the Notice of 24th Annual General Meeting.
- 3) \*It is optional to put 'X' in the appropriate column for the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
- 4) Please complete all details including details of member(s) in the above box before submission.

# Route Map to the AGM Venue



