

Ref.No: Z-IV/R-39/D-2/174 & 207  
Date : 08/12/2016

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

Dear Sirs,

Ref: Our earlier letter dated 10 November, 2016.

Sub: Submission of Postal Ballot Notice - seeking approval of the Shareholders.

- 1) Approval of 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 hiving off Battery Division of the Company to its 100% subsidiary M/s. Minda Storage Batteries Private Limited.
- 2) Approval of Special Resolution under Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to issue, offer and allot securities of an aggregate amount upto Rs. 500 Crores by way of a Public or Private Placement.

This is to inform that the Postal Ballot Notice has been despatched by us through registered post to those shareholders, who have not registered their e-mail ids with the depositories or with the company and through e-mail ids, sent through NSDL to those shareholders, who have registered their e-mail ids with the depositories or with the company.

We are enclosing herewith copy of the Postal Ballot Notice alongwith explanatory statements, Postal Ballot Form and E-voting instructions form, duly signed, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for your information and record.

It is for your information and records please.

Thanking you,

Yours faithfully,  
for MINDA INDUSTRIES LTD.

  
H.C. DHAMIYA  
Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary



Encl: As above.

# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com

Tel : +91 11 2737 4444 : Fax + 91 124 2290676 / 2290695



## NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

### Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings and Other Applicable Laws and Regulations, the resolutions appended below are proposed to be passed by way of Postal Ballot including e-voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed hereto for your consideration. A Postal Ballot Form for voting by you as shareholder of the Company is also enclosed for your consideration and voting.

The Board of Directors of the Company has, in compliance with Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sanjay Grover, Practising Company Secretary and Managing Partner, M/s Sanjay Grover & Associates, as Scrutinizer for conducting the entire Postal Ballot/ e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self addressed, prepaid postage business reply envelope, so as to reach the Scrutinizer on or before the close of Business hours on Saturday, 7 January, 2017. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) shall also be accepted. All the Postal Ballot Form(s) received after the said date will be treated as if the reply from such member has not been received and will be considered as invalid.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting ("remote e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of depositing/ dispatching the physical Postal Ballot Form(s). The e-voting period commences on Friday, 9 December, 2016 at 9.00 am and ends on Saturday, 7 January, 2017 at 5.00 pm.

The Company has engaged the services of National Securities Depositories Limited as an agency to provide e-voting facilities to all the members of the company. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/ she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting as well as sends his/ her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://evoting.nsdl.com>. Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to any other Director of the Company as authorised by the Board of Directors of the Company after the completion of scrutiny of the Postal Ballot Forms and the Results of the Postal Ballot will be announced on Monday, 9 January, 2017 at 3.30 p.m. at the registered office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 and will also be intimated to BSE Ltd. and National Stock Exchanges Ltd., where the shares of the company are listed, displayed on the Company's website [www.mindagroup.com](http://www.mindagroup.com) and also published in the newspapers for

the information of the members. Also, results of the Postal Ballot along with the Scrutiniser's Report will be displayed on the Notice Board at its Registered Office of the Company.

By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
V.P. Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary  
Membership no. ACS-6940

Date : 10 November, 2016

Place : Gurgaon (Haryana)

### PROPOSED RESOLUTIONS

#### Resolution No. 1

#### Hiving off of Battery Division to its Subsidiary

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

"Resolved that pursuant to Sections 180(1)(a), 110 & 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act" including any statutory modification(s), or re-enactment thereof for the time being in force), enabling clause of Memorandum and Articles of Association of the Company, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other consents, sanctions, permissions, approvals as and where required from any Governmental, Regulatory, Bankers, Lenders and any other Statutory Authority and subject to such conditions as may be imposed by them or any of them and accepted by the Board of Directors of the Company ("hereinafter referred to as the "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers), the consent of the shareholders of the Company be and is hereby accorded to the Board to hive off, to sell, transfer, assign or otherwise dispose off the business related to manufacturing and trading of Batteries (hereinafter called as "the Battery Division") to Minda Storage Batteries Private Limited, subsidiary of the Company on or before 30 April, 2017, ongoing concern basis, by way of slump sales, at a value, based on Valuation Report of Independent Valuer which shall not be lower than the Book Value of the Battery Division of the Company and which shall be subject to the adjustment of working capital on the date of hiving off, on such terms and conditions and in such manner as the Board may think fit and proper.

Resolved further that the Board be and is hereby authorised to finalize the terms and to sign, execute all such papers, agreements, documents including deeds, as may be required and related to the proposed hiving off of running business of the Battery Division and to complete the transactions with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts, deeds, matter and things as may be deemed necessary, desirable and / or expedient, in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

#### Item No. 2

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

"Resolved that pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed

## Minda Industries Limited

thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force ("Companies Act, 2013"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 ("FEMA Regulations") as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Securities and Exchange Board of India ("SEBI"), the stock exchanges where the Equity Shares of the Company are listed ("Stock Exchanges") and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) consent of the shareholders be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs"), other financial instruments convertible into Equity Shares, any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (hereinafter collectively referred to as "Securities") or any combination of Securities, up to Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, and/or by way of a public or private placement including but not limited to Qualified Institutions Placement ("QIP") such number of equity shares, or any other equity related instrument of the Company including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of Regulation 2(1)(zd) of the SEBI Regulations, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement, and /or preferential issue and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and

other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, and as may be permitted under applicable law from time to time.

Resolved further that pursuant to the provisions of Section 62(1)(c), all other applicable provisions and rules prescribed therein of the Act, the provisions of Chapter VIII of the SEBI Regulations; and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Securities of an aggregate amount upto Rs. 500 Crores (Rupees Five Hundred Crores Only) or equivalent thereof in one or more foreign currency and/or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI Regulations.

Resolved further that the Board may, at its sole discretion, offer a discount of not more than five percent (or such other percentage as permissible under applicable law) on the price so calculated for the Qualified Institutions Placement, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) the SEBI Regulations, if required.

Resolved further that in case of issue of Securities by way of QIP as per Chapter VIII of SEBI ICDR Regulations, as amended from time to time, following requirements shall be fulfilled:

1. The "relevant date" for pricing of the Securities in accordance with SEBI ICDR Regulations will be the date of Board meeting in which the Board decides to open the proposed Issue;
2. The issue of Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, in accordance with applicable law, also offer a discount of not more than 5% on the QIP Floor Price or such other percentage as may be permitted under applicable law from time to time;
3. The allotment of the Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
4. No allotment shall be made, either directly or indirectly to any Qualified Institutional Buyer ("QIB") who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
5. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VIII of SEBI ICDR Regulations, to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.
6. The prices determined for qualified institutions placement shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:
  - a. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
  - b. makes a rights issue of equity shares;
  - c. consolidates its outstanding equity shares into a smaller number of shares;



- d. divides its outstanding equity shares including by way of stock split;
  - e. re-classifies any of its equity shares into other securities of the issuer;
  - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
7. The pricing of the equity shares to be issued upon exchange of the warrants (issued simultaneously with non-convertible debentures), shall be in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations and as may be decided by the Board in its sole and absolute discretion.

Resolved further that without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

Resolved further that the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

Resolved further that the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:-

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.
- d. in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

Resolved further that for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face

value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

Resolved further that the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution."

By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
V.P. Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary  
Membership no. ACS-6940

Date : 10 November, 2016  
Place : Gurgaon (Haryana)

**Notes:**

1. Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, is annexed hereto.
2. A Postal Ballot Form alongwith pre-paid postage self addressed business reply envelope is attached hereto.
3. A member entitled to vote is advised to fill in and sign the Postal Ballot form and send it to the Scrutinizer.
4. The Notice is being sent to all the members whose names appear in the Register of Members/ Record of Depositories as on Friday, 25 November, 2016 (cutoff date). Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the members as on the date and time. The E-voting facility for Postal Ballot will be from Friday, 9 December, 2016 at 9.00 a.m. to Saturday, 7 January, 2017 upto 5.00 p.m.
5. The company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.
6. If the members have voted differently in both physical as well as electronic modes, votes cast by way of e-voting would be considered valid.
7. The Results of the Postal Ballot will be announced through press advertisement for information of the members and will be placed at the website of the company [www.mindagroup.com](http://www.mindagroup.com) besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. on which the shares of the company are listed.
8. Members are requested to carefully read the instructions printed on the Postal Ballot form before exercising their vote for the proposed resolution which requires consent of the shareholders.



## Minda Industries Limited

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) and 110 OF THE COMPANIES ACT, 2013

#### Resolution No. 1

##### Hiving off of Battery Division to its Subsidiary

The Company is engaged in the business of Switches, Lamps, Horns, Batteries, and Fuel Caps for automobile sector. In order to pay special attention to Battery business, it is proposed to hive off its running business of Battery Division by way of slump sale to its subsidiary, namely, Minda Storage Batteries Private Limited.

As per the provision of Section 180(1)(a) of the Companies Act, 2013, which inter alia, provides that sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of a Special Resolution, the Company is desirous of seeking your consent for such proposal contained in the Special Resolution appended.

The hiving off of Battery division will be done as a going concern, to Minda Storage Batteries Private Limited.

As required under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, consent of its Shareholders is required by passing the resolution through Postal Ballot for the transfer of the Battery Division.

The Particulars of the transaction pursuant to Explanation (3) to Rule 15 of Companies (Meeting of Board and its powers) Rules, 2014 are as under:

1. Name of the related party: Minda Storage Batteries Private Limited
2. Name of the Director or Key Managerial Personnel who is related: Mr. Satish Sekhri
3. Nature of relationship: Minda Storage Batteries Private Limited is a subsidiary of the Company and Mr. Satish Sekhri is a common Independent Director.
4. Monetary Value- Value to be determined based on Valuation Report of Independent Valuer which shall not be lower than the book value of the Battery Division of the Company and which shall be subject to the adjustment of working capital on the date of hiving off, on such terms and conditions and in such manner as the Board may think fit and proper.
5. Nature, material terms and particulars of the management: to hive off the running business of Battery Division of the Company to its subsidiary, namely, Minda Storage Batteries Private Limited.
6. Any other information relevant or important for the members to make a decision on the proposed transaction: None

The Board recommends the resolution for approval of the shareholders. None of the Directors and Key Managerial Personnel(s) of the Company or their relatives, except Mr. Satish Sekhri being common independent Director, to whom the resolution relates, is interested or concerned in the resolution.

#### Item No. 2

In view of the ongoing consolidation process of the Company and for new projects as well as for working capital requirement, the Board is seeking enabling resolution for raising capital by way of public or private placement.

The fund raising may be through a mix of equity/equity linked instruments, as may be deemed appropriate. Shareholders' approval is sought for the issue of Equity Shares or such other securities linked to or convertible into Equity Shares or depository receipts of the Company. Shareholders' approval is sought for issuing any such instrument as the Board may deem appropriate to parties other than the existing shareholders. Whilst no specific instrument has been identified at this stage, in the event the

Company issues any equity linked instrument, the issue will be structured in a manner such that the additional equity share capital/securities that may be issued pursuant to the above resolution would not be more than Rs. 500.00 Crores (Rupees Five Hundred Crores Only) including premium. The equity shares, if any, allotted on issue/conversion of Securities shall rank in all respects pari-passu with the existing Equity Shares of the Company.

The Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI Regulations'). The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board or a committee constituted by the Board for this purpose, based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board/the committee of the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the 'relevant date'. The Board/the committee of the Board may, at its absolute discretion, issue securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, 2009, subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of securities to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board. The stock exchanges for this purpose are the BSE Limited and National Stock Exchange of India Limited.

In case of QIP issuance, the proposed special resolution shall be valid for a period of 12 months from the date of shareholders' approval, before which the Company is required to complete the allotments under the authority of said resolution.

The Board recommends the resolution for approval of the shareholders. None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
V.P. Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary  
Membership No. ACS-6940

Date : 10 November, 2016  
Place : Gurgaon (Haryana)



# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052  
Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com  
Tel : +91 11 2737 4444 : Fax + 91 124 2290676 / 2290695



## POSTAL BALLOT FORM

S.NO:

1. Name(s) of Shareholder(s) :  
(in BLOCK letters)  
(Including Joint holder, if any):
2. Registered Address of the Sole / First Named :  
Shareholder:
3. Registered Folio No./ DP ID No. & Client ID No.: :
4. Number of Share(s) held: :

I/We hereby exercise my / our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 10 November, 2016 of the Company by sending my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below: -

S. No.	Description	No. of shares for which vote cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
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 Minda Storage Batteries Private Limited.			
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 allot securities of an aggregate amount upto Rs. 500 Crores by way of a Public or Private Placement.			

Place:

Date:

(Signature of the Shareholder)

NOTE: Please read carefully the instructions printed overleaf before exercising vote.

#### INSTRUCTIONS:

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Forms, if deposited in person or if sent by courier or by Registered Post at the expense of the member will also be accepted.
2. The Postal Ballot Form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence by the next named shareholder as per the specimen signatures registered with the company/ depositories as the case may be.
3. In the case of shares held by the companies, trustees, societies, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ authority to the person voting on the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
4. Voting rights through a Postal Ballot cannot be exercised by a proxy.
5. Duly completed Postal Ballot Form should be received by the scrutinizer on or before 5.00 p.m. on 7 January, 2017.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. A shareholder may request for a duplicate Postal Ballot form if so required. At such request should be addressed to the Company Corporate Office at Village Nawada Fatehpur, PO Sikandarpur Badda, Near IMT Manesar, Gurgaon (Haryana), e-mail id: hcdhamija@mindagroup.com. However, the duplicate postal ballot form duly filled in, in case should reach the scrutinizer on or before 5.00 p.m. on 7 January, 2017.
8. There will be one Postal Ballot for every Folio/Client ID.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his final Report on 09 January, 2017.
10. The Company shall announce the result of the Postal Ballot at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi-110052 at 3.30 pm on 09 January, 2017.
11. The Result of the Postal Ballot will be published in the newspaper for the information of the Shareholders on 10 January, 2017.
12. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the company during the business hour up to 7 January, 2017.



# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052  
Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com  
Tel : +91 11 2737 4444 : Fax + 91 124 2290676 / 2290695



Folio No./DP ID – Client ID No. :  
Number of Shares :  
Name :  
Address :

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Minda Industries Limited is offering e-voting facility to its members to cast their votes electronically in respect of the business transacted in the notice for conducting the Postal Ballot under section 110 of the Companies Act, 2013.

The Company has engaged the services of National Securities Depositories Ltd. NSDL to provide the e-voting facility. The e-voting facility is available at the hyperlink <https://evoting.nsdl.com>. The electronic voting particulars are set out below :-

EVEN No.	User ID	Password
105814		

The **e-voting facility** will be available for postal ballot. **From 9.00 a.m. on 9 December, 2016 to 5.00 p.m. on 7 January, 2017.**  
The cutoff date (i.e. the record date) is 25 November, 2016.

Please read the instructions printed below before exercising your vote. The details and instructions form an integral part of the Notice for Postal Ballot.

#### Steps for e-voting:

1. Open the internet browser and type the following URL: <https://evoting.nsdl.com>
2. Click on **Shareholder – Login**
3. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for login.
4. If you are logging in for the first time, please enter the user id and password provided in this documents.
5. The **password change menu** will appear on your screen change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
6. Once the e-voting home page opens, click on **e-voting >Active Voting Cycles**.
7. Select the EVEN (E-Voting Event Number) of Minda Industries Ltd. (the number is provided in this document). Once you enter the number the cost vote page will open. Now you are ready for evoting.
8. Cast your vote by selecting your favoured option and click **submit**. Also click **confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified. Upon confirmation, the message "vote cast successfully" will be displayed.
9. Corporate/ institutional shareholders are required to send a scanned copy (pdf/JPG format) of the relevant board resolution/ authority via e-mail at [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to <https://evoting.nsdl.com>.
10. In case of any queries, please refer to the frequently asked questions for members and the evoting user manual for members available in the 'Downloads' section of <https://evoting.nsdl.com>. You ca also contact NSDL via e-mail at <https://evoting.nsdl.com>.

#### General instructions:-

1. Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut off date of 25 November, 2016 and not casting their vote electronically, only cast through Postal Ballot.
2. Mr. Sanjay Grover, Practicing Company Secretary (Membership No. FCS 4223) has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical postal ballot process in a fair and transparent manner.
3. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the evoting period, unlock the votes in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer report of the votes cast in favour of or against if any, forthwith to the Chairman of the Company.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the company as on 25 November, 2016.
5. The Results declared by the Scrutinizer's Report shall be placed on the company's website [www.mindagroup.com](http://www.mindagroup.com) and on the website of NSDL within two days of the passing of the resolutions through Postal Ballot and communicated to BSE Ltd. and National Stock Exchange
6. The shareholders can opt for only one mode of voting i.e. through Postal Ballot or e-voting. If the shareholder decides to vote through Postal Ballot they are advised not vote through e-voting and vice versa. In case of voting by both the modes, voting through e-voting mode will be considered and counted and physical Postal Ballot mode of such shareholder will be treated as invalid.

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 of the company during the business hours on all working days upto the date of declaration of the results of the Postal Ballot of the company.

Date : 26 November, 2016  
Place : Gurgaon (Haryana)



By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
V.P. Group Accounts,  
Legal, Secretarial, Indirect Taxes &  
Company Secretary  
Membership no. ACS-6940