

Minda Industries Limited

(CIN: L74899DL1992PLC050333)

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

Website: www.unominda.com

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

NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of Minda Industries Limited (the Company) will be held on **Tuesday, 29 August, 2017 at 3.30 pm** at Lakshmipat 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, 2017 and the Reports of Board of Directors (the Board) and Auditors thereon.

Item No. 2 - Approval of Dividend on Preference Shares

To approve the payment of an interim dividend of ₹ 0.30 on 3% cumulative redeemable preference shares, as a final dividend, already paid, for the financial year ended 31 March, 2017.

Item No. 3 - Declaration of Dividend on Equity Shares

To declare a final dividend of ₹ 1.00 per equity share and to approve an interim dividend of ₹ 1.20 per equity share, already paid, for the financial year ended 31 March, 2017.

Item No. 4 - Appointment of Mr. Nirmal K Minda, as Director, liable to retire by rotation

To appoint a Director in place of Mr. Nirmal K Minda (DIN-00014942) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5 - Ratification of appointment of Statutory 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. B S R & Co., LLP, Chartered Accountants, (LLP Registration no. 101248W/W-100022) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the company be and is hereby ratified 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 M/s Jitender Navneet & Co., Cost Accountants, the 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 all 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), M/s Jitender Navneet & Co., Cost Accountants (Registration No-M/17133) 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 2017-18, 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 - Approval of limits for the Loans and Investments under Section 186 of the Companies Act, 2013

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 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactments(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be 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) to (i) give any loans to any person or other body corporates or (ii) give any guarantees or to provide any securities in connection with any loan

to any other body corporate or person, or (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time and in one or more tranches, upto an aggregate amount of ₹ 1500 crore (Rupees One thousand five hundred Crore) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate”.

Item No. 8 - Approval under Section 20 of the Companies Act, 2013 for serving of documents through a particular mode of delivery

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

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, the consent of the company be and is hereby accorded to charge from the member the

fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

H. C. Dhamija

Place: Gurgaon, Haryana Vice President - Group Accounts, Legal,
Date : 16 May, 2017 Secretarial, Indirect Taxation & Co. Secretary

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, relating to the Special Business (es) to be transacted at the Meeting is annexed hereto.
- ii) The Register of Members and Share Transfer Books will remain closed from Wednesday, 23 August, 2017 to Tuesday, 29 August, 2017 (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 AGM.
- v) The Final Dividend of ₹ 1.00 per equity share, i.e.@ 50% on the paid-up share capital, for the year 2016-17, 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
 - a) 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 Tuesday, 22 August, 2017; and
 - b) As Members on the Register of Members of the Company as on Tuesday, 29 August, 2017 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on Tuesday, 22 August, 2017.
- 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 shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

During the year 2016-17, the Company has transferred the unclaimed dividend on the Equity Shares for the year 2008-09 to the Investor Education and Protection Fund established by the Central Government.

Members wishing to claim dividends, which have 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 duly filled Attendance slip to attend the Meeting and notify the change in the address, if any, on or before 22 August, 2017, 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, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, 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 2017 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 2017 is being sent in the permitted mode.

- xiii) Electronic copy of the Notice of the 25th 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 25th 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 in the permitted mode.

- xiv) Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.unominda.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.

- 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 25th 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 **26 August, 2017 (9.00 am) and ends on 28 August, 2017 (5.00 pm)**. During this period, members of the company, holding shares either in physical form or in dematerialized form, as on **cutoff date** of Tuesday, **22 August, 2017**, 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.

Minda Industries Limited

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)]:

- (1) 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.
- (2) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (3) Click on Shareholder - Login
- (4) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (5) 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.
- (6) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (7) Select "EVEN" of Minda Industries Limited.
- (8) Now you are ready for e-voting as Cast Vote page opens.
- (9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (10) Upon confirmation, the message "Vote cast successfully" will be displayed
- (11) Once you have voted on the resolution, you will not be allowed to modify your vote
- (12) 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 contact@cssanjaygrover.in or evoting@mindagroup.com with a copy marked to 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]:

- (1) 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
- (2) Please follow all steps from Sl. No. xv e A(2) to (12) 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
- 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 22 August, 2017.
- 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. 22 August, 2017, may obtain login ID and password by sending a request at evoting@nsdl.co.in or evoting@mindagroup.com; investor@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.
- 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 i.e 22 August 2017 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through postal ballot. Any person who is not a member on the cut-off date should treat the notice for information purposes only.
- xxii) Mr. Sanjay Grover, Managing Partner (C.P. No. 3850) of Sanjay Grover & Associates, Companies Secretaries, New Delhi 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 48 (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.unominda.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India 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 of the Company during business hours on all working days up to the date of declaration of the result of the 25th Annual General Meeting of the Company.
- xxvii) Any member who has voted by Remote e-voting, cannot vote at the meeting;
- xxviii) Attendance Slip, Proxy Form and the route map is annexed with the Notice.

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 2017-18 at a remuneration of ₹ 3.00 Lakh (including out of pocket expenses) plus applicable taxes.

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 ended on 31 March 2018.

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

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make loans, investments or give guarantees or provide any securities beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) One hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, members permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments in any Body Corporate, providing loans or give guarantees or provide securities in connection with loans to any Body Corporate including subsidiaries and associate companies of the Company for an amount not exceeding ₹ 1500 crore (Rupees One thousand five hundred Crore).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice for approval of limits for the Loans and Investments under Section 186 of the Companies Act, 2013.

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. 7 of the Notice.

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

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, it is proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, in case a request has been made by any member for delivery of such documents to him through such particular mode of service, be taken to cover the cost of such delivery.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice under Section 20 of the Companies Act, 2013.

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. 8 of the Notice.

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

The 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:

Name of the Director	Mr. Nirmal K Minda
DIN	00014942
Date of Birth	7 November, 1957
Date of first Appointment on the Board	16 September, 1992
Qualification	B.Sc.
Experience in Specific Functional Area	Rich experience for more than 38 years in auto components industry. He is instrumental and driving force for growth of the company as well as UNO Minda Group.
Directorship held in other Companies	Mr. Nirmal K Minda is Director of following Companies: Mindarika Pvt. Ltd., Minda Automotive Ltd., Shreeaumji Infrastructure Private Ltd., Shreeaumji Infrastructure & Projects Pvt. Ltd., Automotive Components Manufacturers Association of India, Shreeaumji Developers 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.
Chairmanship / Membership of Committees of other public companies (includes Audit Committee and Stakeholders Relationship Committee)	Nil
Shareholding in the company	1, 20, 09,345 equity shares (13.90%)

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Nirmal K Minda, please refer to the Corporate Governance Report.

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

Place: Gurgaon, Haryana
Date : 16 May, 2017

H. C. Dhamija
Vice President - Group Accounts, Legal,
Secretarial, Indirect Taxation & Co. Secretary



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

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

Website: www.unominda.com

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

ATTENDANCE SLIP

Folio No./DP ID/Client ID :

Name :

Address :

Shareholder Joint1 :

Shareholder Joint2 :

No. of Shares Held :

I / We hereby record my/our presence at the 25th **Annual General Meeting** of the Company at LakshmiPat Singhania Auditorium, PHD House, opposite Asian Games Village, New Delhi-110016 **on Tuesday, 29 August, 2017 at 3.30 p.m.**

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 2016-17 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 2016-17 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 25th Annual General Meeting, carefully before voting electronically.



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

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

Website: www.unominda.com

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

Form MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Shareholder

Address

Folio No./Client ID/DP ID

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

- (1) Name: Address:
E-mail id Signatureor failing him;
- (2) Name: Address:
E-mail id Signatureor 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 25th Annual General Meeting to be held on Tuesday, 29 August, 2017 at 3.30p.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 :-

Sl. No.	Resolutions	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. Nirmal K Minda, as Director, liable to retire by rotation	Ordinary		
5	Ratification of appointment of Statutory Auditors	Ordinary		
6	Remuneration to M/s Jitender Navneet & Co., Cost Accountants, the Cost Auditors	Ordinary		
7	Approval of limits for the Loans & Investments under Section 186 of Companies Act 2013	Special		
8	Approval under Section 20 of the Companies Act, 2013 for serving of documents through a particular mode of delivery	Ordinary		

Signed thisday of2017

Signature of shareholder

Signature of proxy holder(s)



Note:

- 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.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 25th Annual General Meeting.
- *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 resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate
- Please complete all details including details of member(s) in the above box before submission.

ROUTE MAP TO THE AGM VENUE



