

# NOTICE

## Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052 Website: www.unominda.com

E-mail: csmil@mindagroup.com Tel.: +91 11 49373931 Fax: +91 124 2290676/95

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting ('AGM') of Minda Industries Limited ('the Company') will be held on Friday, 16 September 2022 at 11:00 a.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended on 31 March 2022 and the Reports of Board of Directors and Auditors thereon.
- (i) To declare final dividend of ₹ 1/- per equity share and to approve an interim dividend of ₹ 0.50 per equity share (i.e 25% on 28,56,20,441 equity shares of ₹ 2 each), already paid for the financial year ended 31 March, 2022.  
(ii) To declare final dividend of ₹ 0.01 per preference share of ₹ 100 each for the financial year ended 31 March 2022.
- 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.
- To appoint a Director in place of Ms. Paridhi Minda (DIN 00227250), who retires by rotation and being eligible, offers herself for re-appointment.
- To approve remuneration of Statutory Auditor of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors be and is hereby authorised to decide the remuneration (inclusive of applicable taxes and reimbursement of out of pocket

expenses incurred in connection with the audit) of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Registration no. 301003E/E300005), Statutory Auditors of the Company, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time, for their tenure upto the 34<sup>th</sup> Annual General Meeting of the Company."

### SPECIAL BUSINESSES:

- To ratify the remuneration of M/s. Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company**

To consider and if thought fit, to pass 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 (Firm Registration No.:000119), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for FY 2022-23, be paid the remuneration of ₹ 7 Lakhs (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise fees for new units which will be added due to ongoing merger and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Tarun Kumar Srivastava**  
Company Secretary &  
Compliance Officer

Place : Gurugram  
Date : 24 May, 2022

## NOTICE (Contd.)

### NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), relating to the Special businesses set out in the Notice to be transacted at the Meeting is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 05 May 2020 read with General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 02/2021 dated 13 January 2021 and General Circular No. 02/2022 dated 5 May 2022 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30<sup>th</sup> AGM of the Company is being held through VC / OAVM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM and instruction for e-voting are explained at Note No.32 below and is also available on the website of the Company at [www.unominda.com](http://www.unominda.com)
3. As the AGM is being held through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Register of Members and Share Transfer Books will remain closed from Saturday, 10 September 2022 to Friday, 16 September 2022 (Both days inclusive).
5. The final dividend of ₹ 1 per equity share, i.e @50% on share capital, for the financial year 2021-22, as recommended by the Board of Directors, if declared at the AGM, 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 Friday, 08 July 2022.
  - b) As members on the register of members of the Company as on Friday, 08 July 2022.
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board / Authority Letter, authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [investor@mindagroup.com](mailto:investor@mindagroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com).
7. Pursuant to Section 124(5) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, any amount of dividend 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 FY 2021-22, the Company had transferred the unclaimed dividend on the Equity Shares for FY 2013-14 and interim dividend for FY 2014-15 to the Investor Education and Protection Fund established by the Central Government.  
  
Further pursuant to Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for 7 (Seven) consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company has transferred eligible equity shares during the financial year 2021-22 to Demat Account of IEPF Authority.  
  
Members desiring to claim dividends, which remained unclaimed or the shares transferred are requested to correspond with the Company Secretary at the Company's registered office.
8. Members holding shares in physical mode are requested to take the benefits of dematerialisation of their shares by approaching to any of the Depository Participants. Members may note that as per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can only be transferred in demat form with effect from April 1, 2019. SEBI vide its notification dated January 24, 2022 further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or the Registrar & Transfer Agent (RTA) for assistance in this regard.
9. The Registrar & Transfer Agent for physical and dematerialisation of shares is M/s. Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, C-1 Block LSC, Near

## NOTICE (Contd.)

Savitri Market, Janakpuri, New Delhi-110058. Interested members may send request for dematerialisation of shares through Depository Participant to M/s. Link Intime India Private Limited at its given address.

10. 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 Agent whose address is given below.

### **M/s. Link Intime India Private Limited**

**Address: Noble Heights, 1<sup>st</sup> Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058**

11. 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 the 30<sup>th</sup> Annual General Meeting of the Company.
12. 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.

### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

13. In accordance with, the General Circular No. 20/2020 dated 05 May 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
14. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for FY 2021-22 will also be available on the Company's website [www.unominda.com](http://www.unominda.com) and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange

of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office 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 request to the Company's investor email id: [investor@mindagroup.com](mailto:investor@mindagroup.com).

15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investor@mindagroup.com](mailto:investor@mindagroup.com) along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [investor@mindagroup.com](mailto:investor@mindagroup.com).

### **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

16. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM link"** placed under **"Join General Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

17. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

## NOTICE (Contd.)

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

18. Members are encouraged to join the Meeting through Laptops for better experience.
19. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
20. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

### PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

22. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@mindagroup.com. Questions/queries received by the Company till 5.00 p.m. on Friday, 9 September 2022 shall only be considered and responded during the AGM.
23. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor@mindagroup.com. Those shareholders who have registered themselves as a speaker till 5.00 p.m. on Friday, 9 September 2022, will only be allowed to express their views/ask questions during the meeting.
24. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

### VOTING THROUGH ELECTRONIC MEANS:

25. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meeting 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 30<sup>th</sup> Annual General Meeting by electronic

means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

26. 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.
27. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on record date (cut-off date) i.e. Friday, 9 September 2022 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
28. The remote e-voting period commences on Monday, 12 September 2022 (9.00 am) and ends on Thursday, 15 September 2022 (5.00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date of Friday, 9 September 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
29. Mr. Devesh Kumar Vasisht (C.P. No. 13700), failing him, Mr. Vijay K Singhal (C.P. No. 10385) Partners of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutiniser to scrutinise the e-voting process of AGM in a fair and transparent manner.
30. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.
31. The results declared along with the consolidated scrutiniser's report shall be placed on the website(s)

## NOTICE (Contd.)

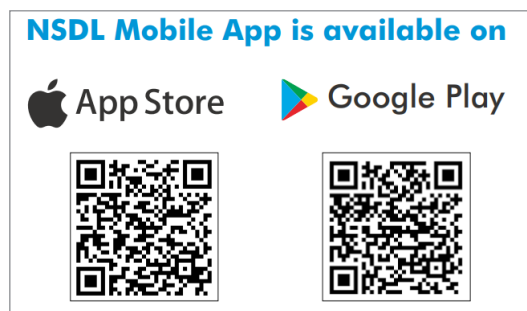
of the Company at [www.unominda.com](http://www.unominda.com) and on the website of NSDL at [www.nsdl.com](http://www.nsdl.com) immediately. The Company shall simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

### 32. INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING THE VIRTUAL MEETING:

**Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**

1. Login method for **e-Voting and joining virtual meeting** for Individual Shareholders holding securities in demat mode with NSDL.
  - a. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
  - b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  - d. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning

the QR code mentioned below for seamless voting experience.



2. Login method for **e-Voting and joining virtual meeting** for Individual Shareholders holding securities in demat mode with CDSL.
  - a. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  - b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
  - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
3. Login method for Individual Shareholders (holding securities in demat mode) login through their depository participants:
  - a. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
  - b. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be

## NOTICE (Contd.)

redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

## NOTICE (Contd.)

### **STEP 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Important Note for Shareholders accessing e-voting**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## NOTICE (Contd.)

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

#### Item No. 5

In terms of provisions of Section 142 of the Companies Act, 2013, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the Members may authorise the Board to fix the remuneration of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Registration no. 301003E/E300005), the Statutory Auditors of the Company as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time, during their tenure upto 34<sup>th</sup> Annual General Meeting.

The Board, while deciding the fees of Statutory Auditors shall inter-alia take into account the scope of audit and the number of Company's units added due to any future expansion or Merger & Acquisition activities.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for authorising the Board for fixing the remuneration payable to the Statutory Auditors for their tenure upto 34<sup>th</sup> Annual General Meeting.

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 Item No. 5 of the Notice.

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

#### 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 FY 2022-23 at a remuneration of ₹ 7 Lakhs (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses.

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 members 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 FY 2022-23.

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 Item No. 6 of the Notice.

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

### DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT ANNUAL GENERAL MEETING

Particulars	Mr. Anand Kumar Minda	Ms. Paridhi Minda
DIN	00007964	00227250
Date of Birth	6 April 1952	2 June 1982
Age	70 years	40 years
Nationality	Indian	Indian
Qualification	B.Sc.	BBA
Experience (including expertise in specific functional area)/Brief Resume	He has over 41 years of experience in financial control, reviews, manufacturing and project management.	She has rich and diverse experience of over 15 years in automobile industry.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Date of first appointment on the Board	14 April 2011	29 March 2019
Shareholding in the Company as on 31 March 2022	Holding 12,06,500 equity shares (0.42%)	Holding 33,86,133 equity shares (1.19%)
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Daughter of Mr. Nirmal K Minda, not related to any other Director or Key Managerial Personnel



**NOTICE (Contd.)**

<b>Particulars</b>	<b>Mr. Anand Kumar Minda</b>	<b>Ms. Paridhi Minda</b>
Number of meetings of the Board attended during the year	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Directorships of other Boards as on 31 March 2022	<ol style="list-style-type: none"><li>1. MAA Rukmani Devi Auto Private Limited</li><li>2. Shankar Moulding Limited</li><li>3. Minda Investments Limited</li><li>4. Minda Realty &amp; Infrastructure Limited</li><li>5. Minda Finance Limited</li><li>6. Minda TTE DAPS Private Limited</li><li>7. Minda Kyoraku Limited</li><li>8. Minda Kosei Aluminum Wheel Private Limited</li></ol>	<ol style="list-style-type: none"><li>1. Minda Investments Limited</li><li>2. Minda Storage Batteries Private Limited</li><li>3. Minda Katolec Electronics Services Private Limited</li><li>4. Harita Fehrer Limited</li><li>5. Minda Realty &amp; Infrastructure Limited</li></ol>
Membership / Chairmanship of Committees of other Boards as on 31 March 2022	Minda Finance Limited (i) Audit Committee – Member; (ii) Nomination & Remuneration Committee – Member	NA
Listed entities from which the Director has resigned in the past three years	NA	NA

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

**Tarun Kumar Srivastava**  
Company Secretary & Compliance Officer

Place : Gurugram  
Date : 24 May 2022