

Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

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NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended}

Dear Member(s),

Notice is hereby given to the members of Minda Industries Limited (the "**Company**") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any, the Company hereby seeks your approval in respect of the accompanied Resolutions as set-out herein below, by way of Postal Ballot/ Electronic Voting (e-voting).

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

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Sanjay Grover, (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed on the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer **on or before 5:00 p.m. on March 25, 2019**. Any unsigned Postal Ballot Form will be rejected. Please note that any Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

In compliance with the Listing Regulations and provisions of Section 108 & 110 of the Act read with Rules made thereunder, the Company is pleased to provide Electronic Voting ("**e-voting**") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by Post.

The Company has engaged the services of National Securities Depositories Limited ("**NSDL**") to provide e-voting facilities to 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, then the vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall be considered invalid 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.

Upon the completion of scrutiny of the forms, the Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the Company Secretary of the Company, as authorised by the Board of Directors of the Company. The results of the Postal Ballot will be announced on **Wednesday, March 27, 2019 at 3.30 P.M.** at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 by the Chairman & Managing Director or in his absence by any other person authorised by the Chairman/ Board.

The result of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. Subsequently, the results of the Postal Ballot shall also be published in at least one English newspaper and one vernacular language newspaper. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed at the website of the Company www.unominda.com. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Monday, March 25, 2019.

Special Businesses:

1. APPROVAL OF UNOMINDA EMPLOYEE STOCK OPTION SCHEME 2019 OR UNOMINDA ESOS-2019

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "**SEBI SBEB Regulations**"), issued by the Securities and Exchange Board of India ("**SEBI**") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of 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, including the Nomination and Remuneration Committee ("**NRC**") which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred

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by this resolution) to adopt the UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019 (hereinafter referred to as the “**Scheme**”) and thereby introduce, offer, issue and allot equity shares of the Company having face value of Rs. 2/- per share (“**Equity Shares**”) by way of issuance of employee stock options (“**Options**”), the salient features of which are furnished in the Explanatory Statement to this Notice, to the permanent employees of the Company including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or outside India, and who fulfil the eligibility criteria as determined by NRC (“**Eligible Employees**”), at an exercise price to be determined by the Board in its sole and absolute discretion which could be either be 2 (two)-week volume weighted average price of the Equity Shares on the National Stock Exchange prior to the grant of the Options or such other formula it determines (“**Exercise Price**”), in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT, the maximum number of Options that can be granted under the Scheme which will be convertible into Equity Shares, wherein each Option is equivalent to one Equity Share, shall not exceed 78,66,500 Options (Seventy Eight Lakh Sixty Six thousand five hundred), i.e., 3% (Three Percent) of the number of issued, subscribed and paid-up equity share capital of the Company on the date of this Notice (as adjusted for any corporate action and/or change in the capital structure).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable laws to the terms of grant made under the Scheme in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Scheme without being required to seek any further consent or approval of the members and further to execute all

such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the NRC to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme and also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such necessary steps and decisions in this regard.”

2. GRANT OF STOCK OPTIONS TO THE EMPLOYEE(S) OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER UNOMINDA EMPLOYEE STOCK OPTION SCHEME 2019 OR UNOMINDA ESOS-2019

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “**SEBI SBEB Regulations**”), issued by the Securities and Exchange Board of India (“**SEBI**”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of 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, including the Nomination and Remuneration Committee (“**NRC**”) which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution) to adopt the UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019 (hereinafter referred to as the “**Scheme**”) and thereby introduce, offer, issue and allot equity shares of the Company having face value of Rs. 2/- per share (“**Equity Shares**”) by way of issuance of employee stock options (“**Options**”), the salient features of which are furnished in the Explanatory Statement to this Notice to the permanent employees of the Company’s subsidiary or subsidiaries, whether in India or abroad and whether such employees are shareholders of Minda Industries Limited (“**the Company**”) or of its subsidiaries or not, including Directors (other than Promoters of the Company/ or its subsidiary/ subsidiaries, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or outside India, of any existing and future subsidiary company(ies) whether in or outside India and who fulfil the eligibility criteria as determined by **Board** (“**Eligible Employees**”), at an exercise price to be determined by the **Board** in its sole and absolute discretion which could be either be 2 (two)-week volume weighted average price of the Equity Shares on the National Stock Exchange prior to the grant of the Options or such other formula it determines (“**Exercise Price**”), in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then Equity Shares.

RESOLVED FURTHER THAT the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Scheme and to modify, change, vary, alter, amend, revise, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the

proposed Scheme without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.”

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing the NRC to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme and also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such necessary steps and decisions in this regard.”

3. INCREASE IN BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass , the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting of the Company held on 28th August, 2014 and in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof (Act) for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee thereof) to borrow from time to time any sums of money (in foreign currency or Indian rupees) including by way of fully/partly Convertible Debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable

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Warrants and/or secured premium notes and/or floating rates notes/bonds, commercial papers, or other debt instruments, which together with money already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however that the total amount borrowed and outstanding at any point of time (apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business as defined under Explanation to Section 180(1)(c) of the Act) shall not, at any time exceed ₹ 1,500 crores (Rupees One thousand five hundred crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

4. CREATION OF CHARGE ON THE MOVABLE, IMMOVABLE AND OTHER ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting of the Company held on 28th August, 2014 and in accordance with the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee thereof) of the Company to create such mortgages, hypothecations and/or charges in addition to the existing mortgages/charges/hypothecations created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and/or intellectual properties and/or such other assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing borrowings / debts of the Company availed/to be availed by way of loan(s) (in foreign currency and/or in Indian rupee) and Securities (comprising fully/partly Convertible Debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds and/or commercial paper or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest, in the case of default, accumulated interest, liquidated damages, commitment charges, remuneration to the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture(s), Trust Deed(s) or any other

document(s), entered into/to be entered into between the Company and the Lender(s)/ Agent(s) and Trustee(s) in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as maybe stipulated in that behalf and agreed to between the Board of Directors or any Committee thereof and the Lender(s) / Agent(s) / Trustee(s) provided that total amount secured at any point of time shall not exceed ₹ 1,500 Crores (Rupees One thousand five hundred crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for creating the aforesaid charge, mortgage and/or any other encumbrances and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things, including power to sub-delegate as it may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

5. APPROVAL OF LIMITS FOR THE LOANS, GURANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass , the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting of the Company held on 29th August, 2017 and in accordance with 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 (Meetings of Board and its Powers) Rules, 2014 and Companies (Management and Administration) Rules, 2014 or any other applicable Rules 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 ₹ 3,000 crores (Rupees Three thousand Crores Only) notwithstanding that the aggregate of the loans or guarantees 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 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, including power to sub-delegate, as it may in its absolute discretion, deem fit, necessary or appropriate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

**By order of the Board of
Minda Industries Limited**

**Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994**

**Date: February 6, 2019
Place: Gurgaon (Haryana)**

Notes:

- 1) The Explanatory Statement for the proposed Special Resolutions pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts is annexed to the Notice.
- 2) A Postal Ballot Form along with pre-paid postage self-addressed business reply envelope is attached hereto. A member entitled to vote is advised to fill in and sign the Postal Ballot form and send it to the Scrutinizer.
- 3) The Notice along with the Postal Ballot Form is being sent to all the members, whose names appear in the Register of Members/ Record of Depositories as on February 8, 2019 (**cut-off 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.
- 4) The Company is pleased to offer e-voting facility as an alternate option, for all its members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. The E-voting facility for Postal Ballot will be available from **Sunday, February 24, 2019 at 9.00 A.M. (IST) to Monday, March 25, 2019 upto 5.00 P.M. (IST)**.
- 5) Voting through postal ballot or e-voting shall not be allowed beyond the said date and time as mentioned above in point no. (4)
- 6) If the members have voted 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 on **Wednesday, March 27, 2019 at 3.30 P.M.** at Registered Office of the Company and will be published through press advertisement for information of the members. The result will also be placed at the website of the company at www.unominda.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) E-voting procedure is mentioned separately in e-voting instruction form attached with this Notice.
- 9) 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.

- 10) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/attested by Authorised Signatory(ies).
- 11) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 12) The postal ballot notice is uploaded on the website of the Company i.e. www.unominda.com.

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

Item no. 1 and 2

In today’s competitive world, the employees of a company are one of its most important resource and asset. Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company and the subsidiary Company(ies) on the growth path. The Company intends to implement the **UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019 (“Scheme”)**, with a view to attract and retain key talents working with the Company, its subsidiary company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (hereinafter referred to as “**SEBI (SBEB) Regulations**”), the Company seeks members’ approval in respect of the **Scheme** and to grant stock options (“**Options**”) and thereby issue equity shares of the Company having face value of Rs. 2/- per share (“**Equity Shares**”) to the employees/ Directors of the Company and its subsidiary company(ies), who fulfils specified eligibility criteria as is determined by the Nomination and Remuneration Committee in this regard (“**Eligible Employees**”) at an exercise price to be determined by the Nomination and Remuneration Committee in its sole and absolute discretion which could be either be 2 (two)-week volume weighted average price of the Equity Shares on the National Stock Exchange prior to the grant of the Options or such other formula it determines (“**Exercise Price**”) and on such terms and conditions as the Nomination and Remuneration Committee deems fit.

The main features of the Scheme are as under:

1. Brief Description of the Scheme:

This proposed Scheme called the **UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019 (“the Scheme”)** enables the Company to grant Options to Eligible Employees (as selected by the Nomination and Remuneration Committee). Subject to applicable law and terms and conditions of the Scheme, the Eligible Employees

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shall be entitled to subscribe to the Equity Shares within certain time period ("**Exercise Period**") upon fulfilment of such conditions ("**Vesting**") as is determined by the Nomination and Remuneration Committee and payment of Exercise Price. Thus, the Scheme is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

The objectives of the Scheme are:

- a) create a sense of ownership and participation amongst the Employees;
- b) motivate the Employees with incentives and reward opportunities;
- c) drive entrepreneurship mindset of value creation for the organization;
- d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- e) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

2. Total number of Options to be granted and thereby Equity Shares to be issued and allotted:

The maximum number of Equity Shares that could be allotted pursuant to exercise of Options under the Scheme to the Eligible Employees shall not cumulatively exceed 78,66,500 Options (Seventy Eight Lakh Sixty Six thousand five hundred only) Equity Shares (which is approx. 3% of the number of issued, subscribed and paid up equity share capital of the Company on the date of this Notice).

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, the Nomination and Remuneration Committee, shall at its sole and absolute discretion and determination, however, subject to applicable law, undertake a fair and reasonable adjustment to the plan pool and/or Options / terms of Option grant including but not limited to the Vesting Criteria, Exercise Price, Exercise Price, granted to the Eligible Employee under the Scheme.

3. Identification of classes of employees entitled to participate in the Scheme:

The Nomination and Remuneration Committee shall make grants of Option to an Eligible Employee only. The term "Eligible Employee" means an Employee, selected by the Nomination and Remuneration Committee at its sole and absolute discretion, who fulfils the eligibility criteria as determined by the Nomination and Remuneration Committee.

For the purposes of the Scheme, Employee shall mean:

- a) Permanent employee of the Company working in India or out of India;
- b) Directors of the Company;
- c) Permanent employees and Directors of the subsidiary company(ies) working in India or out of India.

but does not include

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Transferability of the options under the Scheme:

Any Options granted under the Scheme cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Eligible Employee except upon death or permanent disability of the Eligible Employee (in which case the Options will be exercisable by the nominee, as selected by the Eligible Employee). Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted under the Scheme shall be void and unenforceable against the Company.

5. Requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of each grant under the Scheme, so long as the Eligible Employee continues to be in the employment of the Company or the subsidiary company(ies), as the case may be. The Nomination and Remuneration Committee depending upon the performance of the Eligible Employee, expertise of the Eligible Employee, achievement or expected achievement of key performance indicators by the Eligible Employee, terms of employment of the Eligible Employee amongst other factors shall determine the vesting criteria/period. However, subject to the terms and conditions of the Scheme and SEBI (SBEB Regulations), 2014, the period of Vesting shall be minimum one year. The vesting of Option could be accelerated by the Nomination and Remuneration Committee, at its sole and absolute discretion but in all cases in compliance with applicable laws.

6. Maximum period within which the options shall be vested:

The period of vesting will be determined by the Nomination and Remuneration Committee at the time of grant of options and will be detailed in the letter of grant and the maximum Vesting Period shall be 7 years. The vesting could be accelerated by the Nomination and Remuneration Committee at its sole discretion but in all cases in compliance with applicable law.

7. Exercise price or pricing formula:

The Exercise Price shall be determined by the Nomination and Remuneration Committee in its sole and absolute discretion which could be either be 2 (two)-week volume weighted average price of the Equity Shares on the National Stock Exchange prior to the grant of the Options or such other formula it may determine. In any event, the Exercise Price will not be below the par value of the Equity Shares.

The Nomination and Remuneration Committee will in accordance with the Scheme and applicable laws lay down the procedure for making a fair and reasonable adjustment to the number of options, to the Exercise Price in case of corporate

action in accordance SEBI (SBEB) Regulations and shall provide necessary procedures and/or mechanism for exercising such Options subject to applicable laws, rules and regulations.

8. Exercise Period and the process of Exercise:

The Exercise Period will be determined by the Nomination and Remuneration Committee at the time of grant of Options and will be detailed in the letter of grant.

The option holder may exercise the vested options within the Exercise Period. In the event the option holder fails to exercise his vested options within the Exercise Period then such vested options shall lapse and revert to the plan pool. The Company and/or the Nomination and Remuneration Committee will not have any obligation towards (a) such option holder with respect to such lapsed options.

To exercise the options, the option holder will be required to submit an exercise letter to the Nomination and Remuneration Committee in such manner and on such format as provided in the Scheme or otherwise as may be prescribed by the Nomination and Remuneration Committee from time to time, which shall be annexed with the letter of grant. The Nomination and Remuneration Committee at its sole and absolute discretion, may offer a cashless exercise mechanism of options for certain Eligible Employees.

9. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration from time to time which shall be based on factors such as grade-level of the employees as per the internal hierarchy policies, performance of the employee for the past financial years (or for the period of his service), onboarding incentive for new employees, attracting talent, position and responsibilities of the concerned employee, the nature of employee's services to the Company and/or its subsidiaries, the period for which the employee has rendered his services to the Company or its subsidiaries, the employee's present and potential contribution to the success of the Company or its subsidiaries, and such other factors as the Nomination and Remuneration Committee deems relevant for accomplishing the purpose of the Scheme and as mentioned in the letter of grant provided to the Eligible Employee.

10. Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted to an Eligible Employee will be determined by the Nomination and Remuneration Committee on case to case basis.

11. Maximum quantum of benefits to be provided per employee under the Scheme:

Same as 10 above.

12. Whether the Scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly by the Company.

13. Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme contemplates fresh issuance of Equity Shares by the Company.

14. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not applicable.

15. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

Not Applicable.

16. Accounting and Disclosure Policies:

The Company will conform to the applicable accounting policies prescribed under the SBEB Regulations, or any other policy(ies) that may be prescribed under law with respect to accounting for stock options.

17. Method of Valuation:

The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.

A draft copy of the Scheme is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the last date of voting through Postal Ballot or E-voting.

The directors and key managerial personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme.

The Board recommends passing of the resolutions as set out under Item Nos. 1 and 2 of the Notice for approval of the members as special resolutions.

Item no. 3

The members of the Company at Annual General Meeting held on 28th August, 2014 approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 500 Crores (Rupees Five Hundred Crores Only).

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors shall not borrow money in excess of the company's paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

In view of additional fund requirements in the future, the limits for borrowing amount has to be enhanced from ₹ 500 Crores (Rupees

Minda Industries Limited

Five Hundred Crores Only) to ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

Accordingly, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 3 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company upto ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

Therefore, approval of members is being sought, by way of a Special Resolution, to borrow money upto ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution at Item no. 3 for your approval as Special Resolution.

Item no. 4

The members of the Company at Annual General Meeting held on 28th August, 2014 approved by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to mortgage and/or create charge on all or any one of the movable/ immovable properties or such other assets of the company, provided that the total amount secured at any point of time shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores Only).

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors shall not mortgage and/or create charge on all or anyone of the movable/ immovable properties or such other assets of the company except with the consent of the Company accorded by way of a Special Resolution.

The amount secured at any point of time has to be enhanced from ₹ 500 Crores (Rupees Five Hundred Crores Only) to ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) consequent to the proposal for enhancing the borrowing limits with shareholders' approval as set out in item no. 3 of the notice.

Accordingly, it is proposed to obtain the Members' approval by way of a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to enable to the Board of Directors to mortgage and/or create charge on all or anyone of the movable/ immovable properties or such other assets of the company upto ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores Only).

Therefore, approval of members is being sought, by way of a Special Resolution, to secure total amount at any point of time upto ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore Only).

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution at Item no. 4 for your approval as Special Resolution.

Item no. 5

The members of the Company at Annual General Meeting held on 29th August, 2017 approved by way of a Special Resolution under Section 186 of the Companies Act, 2013, to make loans, investments or give guarantees or provide any securities in aggregate at any point of time for an amount not exceeding ₹ 1500 crore (Rupees One thousand five hundred Crore Only) which was 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.

In terms of the provisions of Section 186 of the Companies Act, 2013 the Board of Directors shall not make loans, investments or give guarantees or provide any securities beyond the limits specified as mentioned above except with the consent of the Company accorded by way of a Special Resolution.

Considering the growth plans of the Company and expansion of existing business, it is proposed to revise the existing limit to ₹ 3,000 Crores (Rupees Three thousand Crore Only) by seeking the Members' approval by way of a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable 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 ₹ 3,000 crores (Rupees Three thousand Crores Only).

Therefore, approval of members is being sought, by way of a Special Resolution, for approval of limits for the Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Resolution at Item no. 5 for your approval as Special Resolution.

**By order of the Board of
Minda Industries Limited**

**Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994**

**Date: February 6, 2019
Place: Gurgaon (Haryana)**

Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

Website: www.unominda.com; E-mail: tksrivastava@mindagroup.com

Tel: +91 11 49373931, +91 124 2290427/28 : Fax + 91 124 2290676 / 2290695



POSTAL BALLOT FORM

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 businesses stated in the Postal Ballot Notice dated February 6, 2019 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.	Approval of UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019			
2.	Grant of stock options to the employees of the subsidiary company(ies) of the company under UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019			
3.	Increase in Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013			
4.	Creation of Charge on the movable, immovable and other assets of the Company under Section 180(1)(a) of the Companies Act, 2013			
5.	Approval of limits for the loans, guarantees and investments under Section 186 of the Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder)
(As per specimen signature
registered with the Company)

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) Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the website of the Company i.e. www.unominda.com.
- 4) 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.
- 5) Voting rights through a Postal Ballot cannot be exercised by a proxy.
- 6) Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 5 P.M. on Monday, March 25, 2019.
- 7) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The votes should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in both the column will render the Form invalid. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 8) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- 9) A shareholder may request for a duplicate Postal Ballot form if so required. All such request should be addressed to the Company Secretary and send to the Corporate Office of the Company at Village Nawada Fatehpur, PO Sikandarpur Badda, Near IMT Manesar, Gurgaon (Haryana), e-mail id: tksrivastava@mindagroup.com. However, the duplicate Postal Ballot Form duly filled in and signed should reach the Scrutinizer on or before 5 P.M. on Monday, March 25, 2019.
- 10) There will be one Postal Ballot for every Folio/Client ID.
- 11) The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his final Report on Tuesday, March 26, 2019.
- 12) The Company shall announce the result of the Postal Ballot on Wednesday, March 27, 2019 at 3.30 P.M. at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi-110052.
- 13) The Result of the Postal Ballot will also be published in the newspaper for the information of the Shareholders.
- 14) 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 the date of declaration of the results of the Postal Ballot of the Company.

Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

Website: www.unominda.com; E-mail: tksrivastava@mindagroup.com

Tel : +91 11 49373931, +91 124 2290427/28 : Fax + 91 124 2290676 / 2290695



S.No.

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

E-voting mode

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 businesses transacted in the Notice dated February 6, 2019 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:

E-Voting Event Number (EVEN)	User ID	Password
110388		

The e-voting facility will be available for Postal Ballot from Sunday, February 24, 2019 at 9.00 A.M. to Monday, March 25, 2019 upto 5.00 P.M. and the voting shall not be allowed after the expiry of such time.

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

Voting through electronic means

The instructions for shareholders for e-voting are as under:

A. In case of shareholders' receiving e-mail from NSDL or is already registered for e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step-1 To Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 110388 then user ID is 110388001

5. Your password details 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 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. "MINDA remote e-Voting.pdf" file. Open the "MINDA remote e-Voting.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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step-1 To cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. In case of shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided in this Form.
- (ii) Please follow all steps from Sl. No. A) above, to cast vote.

Other Instructions:

1. Corporate/ 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: contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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.Evotingnsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

General instructions:

1. Mr. Sanjay Grover, (Membership No. FCS 4223; C.P. No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical postal ballot process in a fair and transparent manner.
2. The Scrutinizer shall within the prescribed period 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.
3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the company as on February 8, 2019 and a person who is not a Member should treat this Notice for information purposes only.
4. The Results of the Postal Ballot along with the Scrutinizer's Report will be displayed at the website of the Company www.unominda.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.
5. 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 to 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.
6. Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot:
The Company Secretary, Minda Industries Limited, Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: tkrivastava@mindagroup.com.

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.

**By order of the Board of
Minda Industries Limited**

**Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994**

**Date: February 8, 2019
Place: Gurgaon (Haryana)**