



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052
Website: www.unominda.com E-mail: tksrivastava@mindagroup.com
Tel.: +91 11 49373931 Fax: +91 124 2290676/95

NOTICE

Notice is hereby given that the 27th Annual General Meeting (AGM) of Minda Industries Limited (the Company) will be held on Tuesday, 6 August 2019 at 3.30 p.m. at Lakshmiptat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016 to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended on 31 March 2019 and the Reports of Board of Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend on Equity Shares

To declare final dividend of ₹0.65 per equity share and to approve an interim dividend of ₹0.45 per equity share, already paid for the financial year ended 31 March 2019.

Item No. 3 – Re-appointment of Mr. Nirmal K Minda, as Director, liable to retire by rotation

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

Item No. 4 – Re-appointment of Statutory Auditors and fixing their remuneration

To consider and if thought fit, to pass with or without modification(s), 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), M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022) be and is hereby re-appointed as the Auditors of the Company for a term of 2 (two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting.

RESOLVED FURTHER THAT a remuneration of ₹1,22,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses incurred be paid to M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration No. 101248W/W-100022) as the Auditors of the Company to conduct the audit and the limited review for the financial year 2019-20.

FURTHER RESOLVED THAT for the increase in scope of work on account of addition of new entities, divisions etc., the Board of Directors are be and hereby authorised to fix the remuneration of the Auditors for such increase in scope of work”

SPECIAL BUSINESS:

Item No. 5 - Remuneration to M/s Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions 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 the financial year 2019-20, be paid the remuneration of ₹3,65,000 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 do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6 – Appointment of Ms. Pravin Tripathi as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pravin Tripathi (DIN: 06913463), who was appointed as an Additional Director on the Board of the Company w.e.f. 6 February 2019, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an



Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years, i.e., up to 5 February 2021.”

Item No. 7 – Appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Krishan Kumar Jalan (DIN: 01767702), who was appointed as an Additional Director on the Board of the Company w.e.f. 16 May 2019 qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 2(two) consecutive years, that is, up to 15 May 2021.”

Item No. 8 – Appointment of Ms. Paridhi Minda (DIN: 00227250) as a Director, liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Paridhi Minda (DIN: 00227250), who was appointed as an Additional Director of the Company with effect from 29 March 2019, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company whose office is liable to retire by rotation.”

Item No. 9 - Appointment of Ms. Paridhi Minda (DIN: 00227250) as a Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and Schedule V of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, if any, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/ or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to appoint Ms. Paridhi Minda (DIN 00227250) as Whole Time Director of the Company, liable to retire by rotation, for a period of five years commencing from 29 March 2019 to 28 March 2024 on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Ms. Paridhi Minda.

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

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

Tarun Kumar Srivastava
Company Secretary &
Compliance Officer

Place : Gurugram, Haryana
Date : 16 May 2019



NOTES

A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on poll instead of himself/herself and proxy need not be a Member of the Company. Proxy form, in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed hereto. Proxies submitted on behalf of companies, must be supported by an appropriate resolution / authority, as applicable.

- i) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business(es) set out in the Notice to be transacted at the Meeting is annexed hereto. Further explanatory statement giving details as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for item No. 4 relating to re-appointment of statutory auditors is also given
- ii) The Register of Members and Share Transfer Books will remain closed from 31 July 2019 to 6 August 2019 (Both days inclusive).
- iii) The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- iv) The register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- v) Pursuant to Section 139 of the Companies Act, 2013 (the Act), the Statutory Auditors M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration No: 101248W/W-100022) had held office for 3 years on the commencement of Companies Act, 2013. After the Commencement of Companies Act, 2013 they have been re-appointed and have held office for 5 years the tenure of which completes on the conclusion of the instant AGM. In terms of Section 139 of the Companies Act, 2013 read with Rule 6 of The Companies (Audit and Auditors) Rules, 2013 more particularly the illustration 2 under said Rule 6 the statutory auditors are eligible for re-appointment for further 2 (Two) years and their total tenure including the proposed appointment will be for 10 (ten) years. Hence, M/s B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022) is proposed to be re-appointed for a term of 2 (two) consecutive years from the conclusion of 27th AGM.
- vi) The final dividend of ₹0.65 per equity share, i.e. @32.50% on the paid-up share capital, for the financial year 2018-19, 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 30 July 2019;
 - b) As Members on the Register of Members of the Company as on 30 July 2019.
- vii) 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 the financial year 2018-19, the Company had transferred the unclaimed dividend on the Equity Shares for the year 2010-11 to the Investor Education and Protection Fund established by the Central Government. Members desiring to claim dividends, which remained unclaimed, are requested to correspond with the Company Secretary at the Company's registered office.
- viii) 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 Pvt. Ltd.
Noble Heights, 1st Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058
- ix) Members are requested to bring the duly filled Attendance Slip to attend the Meeting and notify the change in the address, if any, on or before 30 July 2019, so that the dividend warrant can be delivered to new address.



- x) Members desiring any information/clarification on the Financial Statements or any other information related to the working of the Company are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of AGM. Even those members who are unable to attend the AGM may also send their queries to the Company.
- xi) Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent.
- Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.
- xii) The Registrar & Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058. Interested members may send request for dematerialization of shares through Depository Participant to M/s. Link Intime India Pvt. Ltd. at its given address.
- xiii) Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2018-19 is being sent through permitted mode. As green initiative and to contribute our bit for the environment, members are requested to register their email id for getting soft copy of annual report.
- xiv) Electronic copy of the Notice of the 27th Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 27th Annual General Meeting of the Company, *inter-alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
- xv) Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website www.unominda.com 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.
- xvi) Voting through electronic means:
- 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 27th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - 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.
 - The remote e-voting period commences on 3 August 2019 (9.00 am) and ends on 5 August 2019 (5.00 pm). During this period, members of the company, holding shares either in physical form or in dematerialized form, as on cut-off date of 30 July 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.



- e) The process and manner of remote e-voting are as under :-

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:

- (1) Open email and open PDF file viz. "Minda e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (2) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (3) Click on Shareholder - Login
- (4) Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
- (5) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (6) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (7) Select "EVEN" of Minda Industries Limited.
- (8) Now you are ready for e-voting as Cast Vote page opens.
- (9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (10) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (11) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (12) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to contact@cssanjaygrover.in or evoting@mindagroup.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy]:

- (1) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) User ID Password/PIN
 - (2) Please follow all steps from Sl. No. xvi) e) A(2) to (12) above, to cast vote.
- xvii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- xviii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- xix) You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication.
- xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30 July 2019.
- xxi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. 30 July 2019, may obtain login ID and password by sending a request at evoting@nsdl.co.in or evoting@mindagroup.com; investor@mindagroup.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password by using "Forgot User Details/Password" option available at www.evoting.nsdl.com.
- xxii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only i.e. 30 July 2019 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot. Any person who is not a member on the cut-off date should treat the notice for information purposes only.
- xxiii) Mr. Sanjay Grover, Managing Partner (C.P. No. 3850) of M/s Sanjay Grover & Associates, Companies Secretaries, New Delhi, failing him, Mr. Devesh Kumar Vasisth, Partner (C.P. No. 13700) of M/s Sanjay Grover & Associates, Companies Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process and polling process at the venue of AGM in a fair and transparent manner.
- xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



- xxv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty-eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.
- xxvi) The results declared alongwith the consolidated scrutinizer's report shall be placed on the website(s) of the Company www.unominda.com and [NSDL at www.nSDL.com](http://www.nSDL.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing or by the Board. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- xxvii) 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 27th Annual General Meeting of the Company.
- xxviii) Any member who has voted by Remote e-voting, cannot vote at the meeting;
- xxix) Attendance Slip, Proxy Form and the route map is annexed with the Notice.

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

Item No. 4

The present tenure M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022, as statutory auditors completes at the conclusion of ensuing AGM. In terms of Section 139 of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 more particularly under the illustration 2 of the said Rules, the statutory auditors are eligible for re-appointment for a tenure of two financial years.

The Board of Directors on the recommendation of the Audit Committee recommended for approval of members for the re-appointment of M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022 as statutory auditors for a further tenure of two years to hold office from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting.

Details	Particulars
Proposed fees payable to the statutory auditors	<p>The proposed fees for audit and Limited Review for 2019-20 is ₹1.22 crore plus applicable taxes and reimbursement of out-of-pocket expenses incurred</p> <p>In case of increase in scope of work on account of addition of new entities, divisions etc., the Board is authorised to finalise the fees for the same.</p> <p>Fees for other work not covered in the scope of audit will be paid extra as per mutual agreement between the Auditors and the Company/Board</p>
Terms of appointment	<p>M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022 are proposed to be re-appointed as statutory auditors for a further tenure of two years to hold office from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting</p>
In case of new auditor, any material change in the fee payable to such auditors along with rationale for such change	<p>Not applicable</p>
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>The present tenure of M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022, as statutory auditors completes at the conclusion of ensuing AGM. In terms of Section 139 of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 more particularly under the illustration 2 of the said Rules, the statutory auditors are eligible for re-appointment for a tenure of two financial years.</p>



Details	Particulars
	<p>B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co.</p> <p>B S R & Co. LLP has over 2,900 staff and 100 Partners. B S R & Co. LLP audits various companies listed on stock exchanges in India including companies in the automotive sector.</p>

Item No.5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender Navneet & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of ₹3.65 Lakh 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 5 of the Notice.

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

Item no. 6

Ms. Pravin Tripathi was appointed by the Board as an Additional Director with effect from 6 February 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date

on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Pravin Tripathi, as an Additional Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying her candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director.

Since Ms. Pravin Tripathi is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, Company has received a notice from a member proposing candidature of Ms. Pravin Tripathi, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Ms. Pravin Tripathi has also given a declaration to the Company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She does not hold any shares of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

Ms. Pravin Tripathi is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 Batch and has served in the various capacities, as detailed below: -

- a) As a member of the Competition Appellate Tribunal.
- b) As a member of Airport Economic Regulatory Authority Appellate Tribunal.
- c) As a Deputy Comptroller & Auditor General of India and Chairperson Audit Board.
- d) As Chief Auditor, Municipal Corporation of Delhi
- e) As a JS&F A in Council of Scientific & Industrial Research, Ministry of Labour, Govt. of India.
- f) As a Principal Director of Audit (Northern Railway & Air Force & Navy.
- g) As a Director of Audit, Embassy of India, Washington, DC, USA.



- h) As a Financial Advisor in Delhi Development Authority.
- i) As a Joint Director of Audit, Central Revenues, New Delhi.
- j) Deputy Accountant General, Union Territory, Chandigarh.
- k) Deputy Accountant General, Bhakra Beas Management Board.

Ms. Pravin Tripathi holds B.A. (Hons.) and Master in English Literature from Punjab University.

Considering the rich experience of Ms Pravin Tripathi the Board is of the opinion that her appointment will be in the interest of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

Item no. 7

Mr. Krishan Kumar Jalan was appointed by the Board as an Additional Director with effect from 16 May 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Krishan Kumar Jalan, as an Additional Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director.

Since Mr. Krishan Kumar Jalan is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, Company has received a notice from a member proposing candidature of Mr. Krishan Kumar Jalan, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Krishan Kumar Jalan has also given a declaration to the Company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

Mr. Krishan Kumar Jalan is a retired IAS Officer and has served at various positions last position being Secretary to the Government of India for Ministry of MSME. He has spent 35 years in Indian Administrative Service, and has held various Posts such as Additional Chief Secretary, Principal Secretary and Director of various departments.

During his career he has also worked as Central Provident Fund Commissioner where he was instrumental in bringing e-governance in EPFO; Joint Secretary in the Ministry of Textiles. In his initial career, he has worked as Deputy Commissioner of five districts namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal.

Mr. Jalan is academically brilliant, and has dual Masters Degree (M Phil) in Mathematics and Public Administration. He has also completed Masters of Social Science in Development Administration from the University of Birmingham, U.K.

His appointment is expected to be in the long term interest of the Company. His experience inter-alia in general management, administrative control, policy matters including advise on legislative intent on emerging laws will help the Company on its path of continuous improvement in corporate governance & excellence.

Considering the rich experience of Mr. Krishan Kumar Jalan the Board is of the opinion that his appointment will be in the interest of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the Members.

Item no. 8

Ms. Paridhi Minda was appointed by the Board as an Additional Director with effect from 29 March 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the



Annual General Meeting should have been held, whichever is earlier.

Accordingly, Ms. Paridhi Minda, as an Additional Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his/her hand signifying her candidature as a Director, or the intention of such member to propose her as a candidate for that office,

Accordingly, Company has received a notice from a member proposing candidature of Ms. Paridhi Minda, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Ms Paridhi Minda hold BBA degree and has rich and diverse experience of over 12 years in automobile industry. She has been working as an executive of the Company prior to her appointment on the Board. She has gained hand-on experience about the manufacturing, technology, marketing and management of the Company during her tenure as an Executive of the Company.

Ms Paridhi Minda is daughter of Mr Nirmal K Minda Chairman & Managing Director of the Company. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the Members.

Item no. 9

The Ordinary Resolution relates to the appointment of Ms. Paridhi Minda, as Whole Time Director of the Company. The Board of Directors at its meetings held on 29 March 2019 have approved the appointment of Ms. Paridhi Minda as Whole Time Director of the Company for a period of five years with effect from 29 March 2019 to 28 March 2024 on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as stated below:

1	Date of Appointment: 29 March 2019
2	Period Of Appointment: For a term of 5 years with effect from 29 March 2019 to 28 March 2024.
3	<p>Details of Remuneration:</p> <p>a) Remuneration of ₹5,29,200 CTC per month (w.e.f. 1 April 2019) in the pay scale of ₹5 Lacs CTC to ₹15 Lacs CTC per month with the authority to the Board (which expression shall include a committee thereof), to revise the salary from time to time</p> <p>b) Perquisites and Allowances: House Rent Allowance, Personal Accident Insurance Premium, Medical Expenses, Leave Travel Concession, Car running & maintenance, telephone, provident fund, gratuity, leave encashment and other allowances. Reimbursement of expenses incurred by her for the business of the Company. The total remuneration will be within the approved Limit</p>

Ms Paridhi Minda is daughter of Mr Nirmal K Minda Chairman & Managing Director of the Company. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 9 for approval by the Members.

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

Particulars	Mr. Nirmal Kumar Minda	Ms. Pravin Tripathi	Mr. Krishan Kumar Jalan	Ms. Paridhi Minda
DIN	00014942	06913463	01767702	00227250
Date of Birth	7 November 1957	23 December 1949	6 June 1957	2 June 1982
Age	61 years	69 years	62 years	37 years
Qualification	B.Sc.	B.A. (Hons.) and Master in English Literature	M.Sc. in Mathematics, M.Phil. in Mathematics, M.Phil. in Public Administration, Masters of Social Science in Development Administration from the University of Birmingham, U.K.	BBA
Experience (including expertise in specific functional area)/Brief Resume	He has rich experience for more than 40 years in auto components industry. He is instrumental and driving force for growth of the company as well as UNO Minda Group.	Ms. Pravin Tripathi is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 Batch and has served in the various capacities	He has a service experience of over 40 years which includes secretary to the Government of India (Jan 2016 – Jun 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME)	Ms. Paridhi Minda has rich and diverse experience of over 12 years in automobile industry.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	Terms applicable to Independent Director Report	Terms applicable to Independent Director Report	As disclosed in Corporate Governance Report
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report	Will be paid sitting fee for attending meetings of the Board & Board Committees	Will be paid sitting fee for attending meetings of the Board & Board Committees	As disclosed in Explanatory statement of the Notice
Date of first appointment on the Board	16 September 1992	6 February 2019	16 May 2019	29 March 2019
Shareholding in the Company as on 31 March 2019	Holding 6,53,71,530 equity shares (24.93%)	NIL	NIL	Holding 17,10,000 equity share (0.65%)
Relationship with other Directors/Key Managerial Personnel	Ms. Paridhi Minda is his daughter	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Relative of Mr. Nirmal Kumar Minda
Number of meetings of the Board attended during the year	As disclosed in Board's Report	As disclosed in Board's Report	N.A	As disclosed in Board's Report



Particulars	Mr. Nirmal Kumar Minda	Ms. Pravin Tripathi	Mr. Krishan Kumar Jalan	Ms. Paridhi Minda
Directorships of other Boards as on 31 March 2019	Minda Finance Limited, M J Casting Limited, Kosei Minda Aluminum Company Private Limited, Minda Kosei Aluminum Wheel Private Limited, Minda Automotive Limited, Roki Minda Co. Private Limited, Minda I Connect Private Limited, Shreeaumji Real Estate SEZ Private Limited, Shreeaumji Infrastructure and Projects Private Limited, Mindarika Private Limited, Shreeaumji Infrastructure Private Limited, Shreeaumji Developers SEZ Private Limited, Minda Mindpro Limited, Suman Nirmal Minda Foundation, Minda Spectrum Advisory Limited, Minda International Limited, Automotive Component Manufacturers Association of India	PTC India Financial Services Limited, JBM Auto Limited, PTC Energy Limited, DSP Trustee Private Limited, IL&FS Technologies Limited	PNC Infratech Limited Nitcon Limited Nitcon Social Foundation	Minda Distribution and Services Limited. Minda Storage Batteries Private Limited Minda Katolec Electronics Services Private Limited Minda Investments Limited
Membership / Chairmanship of Committees of other Boards as on 31 March 2019	-----	-----	-----	

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

Tarun Kumar Srivastava
Company Secretary &
Compliance Officer

Place : Gurugram, Haryana
Date : 16 May 2019



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052
Website: www.unominda.com E-mail: tksrivastava@mindagroup.com
Tel.: +91 11 4937 3931 Fax: +91 124 2290676/95

FORM NO. MGT-11

Proxy Form

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

Name of Shareholder : _____

Address : _____

Folio No./Client ID/DP ID : _____

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

1. Name : _____
Address : _____
Email ID : _____, or failing him/her _____
Signature : _____

2. Name : _____
Address : _____
Email ID : _____, or failing him/her _____
Signature : _____

3. Name : _____
Address : _____
Email ID : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting to be held on Tuesday, 6 August 2019 at 3.30 p.m. at LakshmiPat Singhania Auditorium, Opposite Asian Games Village New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below: -

Sl. No.	Resolutions	Type of Resolution	Optional*	
			For	Against
1	Adoption of Financial Statements	Ordinary		
2	Declaration of Dividend on Equity Shares	Ordinary		
3	Appointment of Mr. Nirmal K Minda (DIN 00014942), as Director, liable to retire by rotation	Ordinary		
4	Appointment of M/s B S R & Co., LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary		
5	Remuneration to M/s Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company	Ordinary		
6	Appointment of Ms. Pravin Tripathi (DIN 06913463) as an Independent Director	Ordinary		
7	Appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Independent Director	Ordinary		
8	Appointment of Ms. Paridhi Minda (DIN: 00227250) as a Non-Executive Director, liable to retire by rotation.	Ordinary		
9	Appointment of Ms. Paridhi Minda (DIN: 00227250) as a Whole Time Director	Ordinary		

Signed this _____ day of _____ 2019.

Signature of Shareholder: _____

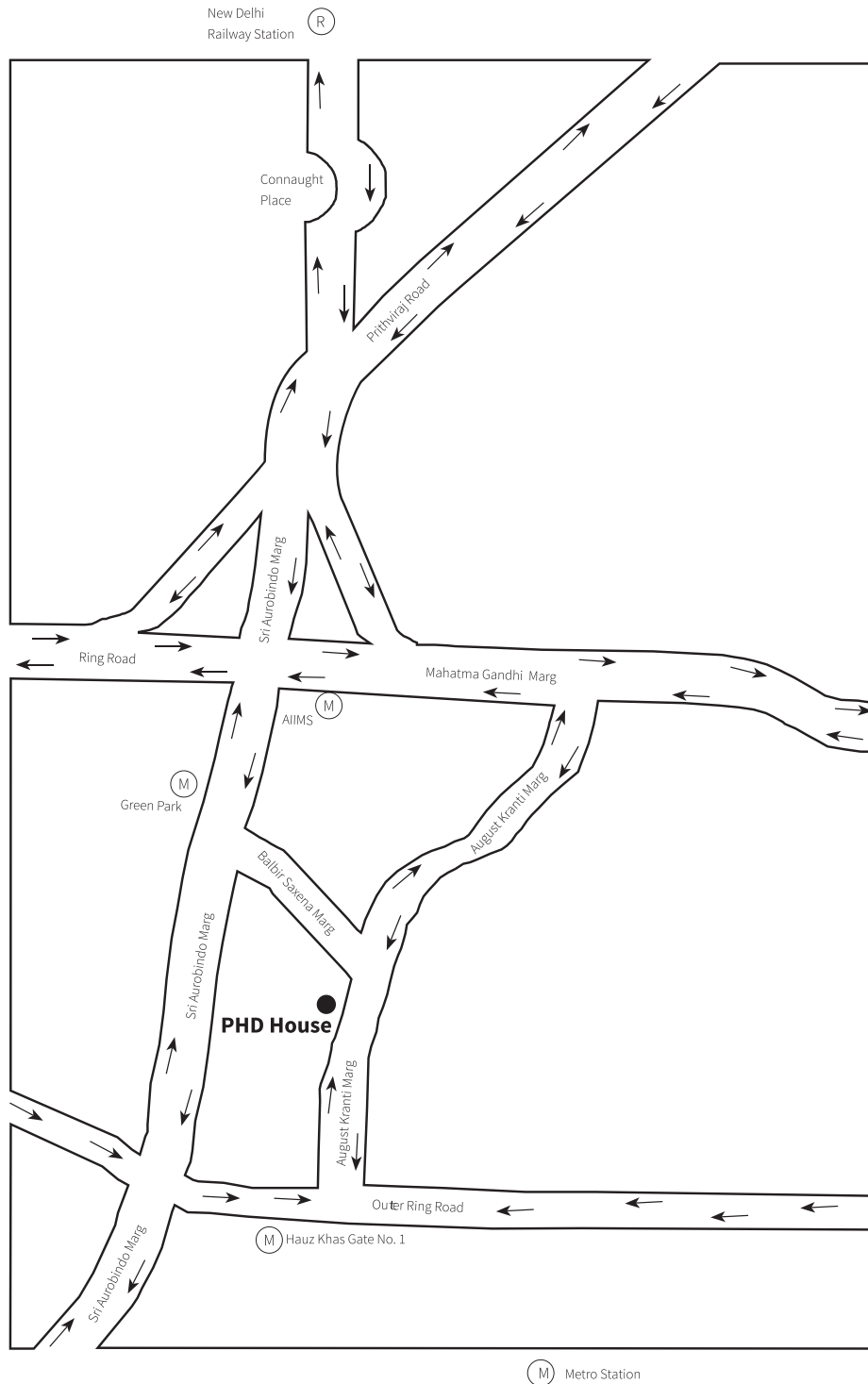
Signature of proxy Holder(s): _____

Affix
Revenue
Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolutions, explanatory statements and Notes, please refer to the Notice of 27th Annual General Meeting.
- 3) *It is optional to put 'X' in the appropriate column for the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate
- 4) Please complete all details including details of member(s) in the above box before submission.

ROUTE MAP TO THE AGM VENUE





Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052
Website: www.unominda.com E-mail: tksrivastava@mindagroup.com
Tel.: +91 11 4937 3931 Fax: +91 124 2290676/95

ATTENDANCE SLIP

Folio No./DP ID/Client ID	
Name	
Address	
Shareholder Joint 1	
Shareholder Joint 2	
No. of Shares Held	

I / We hereby record my/our presence at the 27th **Annual General Meeting** of the Company to be held on **Tuesday, 6 August 2019 at 3.30 p.m.** at LakshmiPat Singhania Auditorium, PHD House, opposite Asian Games Village, New Delhi-110016.

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

Member's / Proxy's name
in Block letters

Member's/Proxy's
Signature

Note:

- 1) Please fill up the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the meeting hall
- 2) Electronic copy of the Annual Report for 2018-19 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3) Physical copy of the Annual Report for 2018-19 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN
110931		

Note: Please read instructions given at note No. xvi of the Notice of the 27th Annual General Meeting, carefully before voting electronically.

