



**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 No. : +91 11 49373931 Fax: +91 124 2290676/95

**PROXY FORM**

**[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]**

Regd. Folio No.....

No. of Shares held.....

\*DP. ID. No. ....

\*Client ID No. ....

I/ We ( ), being the holder(s) ..... shares of Minda Industries Limited, hereby appoint:

1) .....of.....having email id.....or failing him

2) .....of.....having email id..... or failing him

3) .....of.....having email id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the NCLT Convened meeting of the Equity Shareholders of Company to be held on Monday, December 09, 2019 at 09:30 A.M. (IST) at Lakshmiplat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, India and at any adjournment(s) thereof.

\*Applicable for investors holding shares in electronic form.

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1	Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited, Minda Rinder Private Limited ("Transferor Companies") with Minda Industries Limited ("Transferee Company"/ "Company") and their Respective Shareholders and Creditors ("Scheme").		

Signed this ..... day of 2019.

Signature of the Member

Affix Rs. 1 Revenue Stamp

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

**Note:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. For the resolutions, explanatory statements and notes please refer to the notice of NCLT Convened Meeting.
3. A Proxy need not to be a member of the Company.
4. \*\*It is optional to put ("√") in the appropriate column against 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.
5. Appointing a proxy does not prevent a member for attending the meeting in person if he /she so wishes.



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**ATTENDANCE SLIP**

Regd. Folio No.....

No. of Shares held.....

\*DP. ID. No. ....

\*Client ID No. ....

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the **NCLT convened meeting of the equity shareholders** of the Company to be held on Monday, December 09, 2019 at 09:30 A.M. (IST) at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016

<p>.....</p> <p>Name of the Shareholder / Proxy/ Company Representative (In BLOCK letters)</p>	<p>.....</p> <p>Signature of the Shareholder / Proxy/ Company Representative</p>
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\*Applicable for investors holding shares in electronic form.

..... Please tear from here .....

**POSTAL BALLOT FORM**

Sr. No.: \_\_\_\_\_

<b>S. No.</b>	<b>Particulars</b>	<b>Details of Equity Shareholder(s)</b>
1	Name[s] of Equity shareholder[s] [in block letters]	
2	Registered Address of sole / first named Equity shareholder [in block letters]	
3	Registered Folio No./ DP ID & Client ID	
4	No. of shares held	

I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in Notice convening the meeting of the equity shareholders of Minda Industries Limited pursuant to Order passed by the Hon'ble National Company Law Tribunal, Delhi Bench dated October 25, 2019 by sending my / our assent or dissent to the said Resolution by placing the tick [ ✓ ] mark at the appropriate box below:

<b>Sl. No.</b>	<b>Description of the Resolution</b>	<b>No. of share(s) for which Vote cast</b>	<b>I/We assent to the Resolution (FOR)</b>	<b>I/We dissent to the Resolution (AGAINST)</b>
1	To approve the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited, Minda Rinder Private Limited ("Transferor Company") with Minda Industries Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme").			

Place:

Date:

**(Signature of the Member)**

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

## INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. Mr. Manish Manocha, Chartered Accountant has been appointed as Scrutinizer by the National Company Law Tribunal vide its Order dated 25.10.2019. The self-addressed postage pre-paid envelope bears the postal address of Scrutinizer.
3. The voting period commences at 9:00 A.M. on Saturday, 9<sup>th</sup> November, 2019 and ends at 5:00 P.M. on Sunday, 8<sup>th</sup> December, 2019. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should reach to the Scrutinizer appointed by the National Company Law Tribunal or at the Registered Office of the Company on or before 5:00 P.M. on Sunday, 8<sup>th</sup> December, 2019.
4. Postal Ballot(s) received after 5:00 P.M. of the last date i.e. the Sunday, 8<sup>th</sup> December, 2019 will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/Records of depositories as on cut-off date i.e. Friday, 25<sup>th</sup> October, 2019. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on Friday, 25<sup>th</sup> October, 2019.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick ( ✓ ) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick ( ✓ ) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registered office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No. 3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. There will be only one Postal Ballot Form for every Folio/ Client ID.
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. 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](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990.
16. A member can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and remote e-voting, then the voting done through remote e- voting shall prevail and voting done by Physical Ballot will be treated as invalid.