



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

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

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting ('AGM') of Minda Industries Limited ('the Company') will be held on Thursday, August 12, 2021 at 10:30 A.M. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended on March 31, 2021 and the Reports of Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50 per equity share and to approve an interim dividend of ₹ 0.35 per equity share (i.e. 17.50% on 27,19,28,704 equity shares of ₹ 2 each), already paid for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Nirmal K Minda (00014942), who retires by rotation and being eligible, offers himself for re-appointment.

4. **To approve appointment of Statutory Auditors and fixing of 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. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Registration no. 301003E/E300005) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting.

RESOLVED FURTHER THAT a remuneration of ₹ 118.50 Lakhs (Rupees one Crore eighteen Lakhs fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred be paid to M/s. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Registration no. 301003E/E300005) as the Auditors of the Company to conduct the audit and the limited review for FY 2021-22."

SPECIAL BUSINESS:

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 FY 2021-22, be paid the remuneration of ₹ 6.75 Lakhs (Rupees six lakh seventy five thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

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

6. **Appointment of Mr. Rakesh Batra (DIN: 06511494) 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 reenactment(s) thereof, for the time being in force), Mr. Rakesh Batra (DIN: 06511494), who was appointed as an Additional Director on the Board of the Company w.e.f. July 19, 2021, 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 w.e.f. July 19, 2021 for a term of 3 (three) consecutive years, i.e., up to July 18, 2024."

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

Tarun Kumar Srivastava

Company Secretary &
Compliance Officer

Membership No. A11994

Place: Gurugram, Haryana

Date: July 19, 2021

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

NOTES:

- i) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("**the Act**"), relating to the Special Business set out in the Notice to be transacted at the Meeting is annexed hereto.
- ii) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 29th AGM of the Company is being held through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. ix below and is also available on the website of the Company at www.unominda.com.
- iii) As the AGM is being held through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- iv) The Register of Members and Share Transfer Books will remain closed from Friday, August 06, 2021 to Thursday, August 12, 2021.
- v) The final dividend of ₹ 0.50 per equity share, i.e. @25% on share capital, for the financial year 2020-21, 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 August 05, 2021.
 - b) As members on the register of members of the Company as on August 05, 2021.
- vi) Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act

at investor@mindagroup.com with a copy marked to evoting@nsdl.co.in and sanjaygrover7@gmail.com.

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

- vi) In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- vii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@mindagroup.com along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@mindagroup.com.
- viii) The Notice of AGM along with Annual Report for FY 2020-21, is available on the website of the Company at www.unominda.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- ix) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- x) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- xi) Members are encouraged to join the Meeting through Laptops for better experience.
- xii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- xiii) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- xiv) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

- xv) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@mindagroup.com. Questions/queries received by the Company till 5.00 p.m. on Friday, August 6, 2021 shall only be considered and responded during the AGM.
- xvi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor@mindagroup.com. Those shareholders who have registered themselves as a speaker till 5 P.M. on Friday, August 6, 2021 will only be allowed to express their views/ask questions during the meeting.
- xvii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

- xviii) Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
- xix) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on record date (cut-off date) i.e. Thursday, August 05, 2021, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- xx) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on August 08, 2021 and will end at 5.00 p.m. on August 11, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
- xxi) The details of the process and manner for remote e-voting are explained herein below:

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/>


Access to NSDL e-voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

- 4) Your User ID details are given below:

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

- 5) Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

- 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 etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@mindagroup.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@mindagroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- 3) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GENERAL INFORMATION:

- xxii) 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.
- xxiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or Ms. Soni Singh, Assistant Manager, NSDL, at designated e-mail ID: evoting@nsdl.co.in.

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- xxiv) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investor@mindagroup.com.
- xxv) The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members at the AGM through electronic mode.
- xxvi) Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company or to the Legal & Secretarial Department of the Company immediately by sending a request on email at investor@mindagroup.com.
- xxvii) 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.
- xxviii) During FY 2020-21, the Company had transferred the unclaimed dividend on the Equity Shares for FY 2012-13 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.
- xxix) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agent whose address is given below:
- M/s. Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058
- xxx) 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.
- xxxi) Members holding shares in physical mode are requested to take the benefits of dematerialisation of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and SEBI Circular dated 3 December 2018, except in case of transmission or transposition of securities, all requests for effecting transfer of securities which are held in physical form shall not be processed unless the securities are held in the dematerialised form with any of the Depository.
- xxxii) The Registrar & Transfer Agent for physical and dematerialisation of shares is M/s. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058. Interested members may send request for dematerialisation of shares through Depository Participant to M/s. Link Intime India Private Limited at its given address.
- xxxiii) Mr. Devesh Kumar Vasisht (C.P. No. 13700), Failing him, Ms. Priyanka (C.P. No. 16187) Partners of M/s. Sanjay Grover & Associates, Companies Secretaries, New Delhi, has been appointed as the Scrutiniser to scrutinise the e-voting process of AGM in a fair and transparent manner.
- xxxiv) The Scrutiniser shall after the conclusion of voting at the AGM, will first count the voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.
- xxxv) The results declared alongwith the consolidated scrutiniser's report shall be placed on the website(s) of the Company at www.unominda.com and on the website of NSDL at www.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Item No. 4

The Members of the Company at the 27th Annual General Meeting ('AGM') held on August 06, 2019 approved the appointment of M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022), as the Statutory Auditors of the Company for a period of 2 (Two) consecutive years from the conclusion of the 27th AGM till the conclusion of 29th AGM of the Company. M/s. B S R & Co., LLP, will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. As per the provisions of Section 139 of the Companies Act, 2013, they are not eligible for further re-appointment as their tenure of 10 year will be completed.

The present remuneration of M/s. B S R & Co., LLP for conducting the audit for FY 2020-21 and audit of erstwhile Harita Seating Systems Limited and its consolidation alongwith its subsidiary Harita Fehrer Limited, as approved by the Board of Directors is ₹ 1.78 Crores plus applicable taxes and reimbursement of out-of-pocket expenses. Further, an amount of ₹ 48 Lakhs is approved to be paid to auditors towards procedures related to amalgamation such as review of opening balances and financials of 2019-20, review of purchase price allocation, restatement of financials for the quarters and year end, etc.

The Board of Directors of the Company at its meeting held on March 27, 2021, on the recommendation of the Audit Committee, has considered to recommend the appointment of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Registration no. 301003E/E300005), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 34th AGM subject to the approval of members of the Company at this AGM.

On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. S. R. Batliboi & Co., LLP, Chartered Accountants for FY 2021-22 as set out in the Resolution relating to their appointment.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. S. R. Batliboi & Co., LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the requirement of the Companies Act, 2013 (the 'Act'), as amended, M/s. S. R. Batliboi & Co., LLP, Chartered

Accountants, have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

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 FY 2021-22 at a remuneration of ₹ 6.75 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 FY 2021-22.

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 as set out at item no. 5 for approval by the Members.

Item No. : 6

Mr. Rakesh Batra (DIN 06511494) was appointed by the Board as an Additional Director with effect from July 19, 2021, 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 Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Rakesh Batra, 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

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

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. Rakesh Batra 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. Rakesh Batra, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Rakesh Batra 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.

Shri Rakesh Batra, has done his B.Tech from IIT, Kharagpur, MBA from IIM, Ahmedabad and MBT-Business & Technology from University of New South Wales, Sydney, Australia. Mr Batra, aged about 66 years has a very rich experience in both corporate and consulting roles, working with Indian and multinational clients. especially in auto sector. He was partner of Ersnt & Young and National Leader Auto Sector from 2008 to 2019 for approximately 11 years. He was also partner of Accenture from 2005 to 2008.

He brings significant management and consulting experience of 40 years in India, U.S. and Australia in the Automotive, Industrial Equipment and Manufacturing industries with deep corporate strategy and business transformation experience. He is a regular speaker in industry forums and has presented over the years at key industry conferences of ACMA, ATMA, CII, SIAM and various OEM's and Suppliers.

Selected Work History

Mahindra USA, Inc. Texas, USA	Independent Director appointed in 2020
Sterling Tools Limited, Delhi, India	Independent Director appointed in 2020
RACEnergy, Hyderabad,	IndiaStrategic Advisor 2019
Storm Motors, Mumbai,	IndiaStrategic Advisor 2019

Ernst & Young LLP, Gurgaon, India, Partner and Automotive Sector Leader (2008-2019)

He managed the entire portfolio of clients and services delivered across the automotive value chain which include client management, brand building, business development and practice development. The Practice grew over 7X during this period with over one thousand people serving the sector across the portfolio of services. EY was recognized as one of the leading brands in the market . He also led various strategic and operational improvement initiatives across regions.

Accenture, Los Angeles, USA, Partner (2005-2008)

He was working in the Automotive and Industrial Equipment industry segments and led various Operations Consulting projects.

Mr. Rakesh Batra is registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Considering the rich experience of Mr. Rakesh Batra, the Board is of the opinion that his appointment will be in the long term 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.

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

Particulars	Mr. Nirmal K. Minda	Mr Rakesh Batra
DIN	00014942	06511494
Date of Birth	November 7, 1957	November 25, 1955
Age	64 years	66 years
Qualification	B.Sc.	B.Tech from IIT, Kharagpur, MBA from IIM, Ahmedabad and MBT-Business & Technology from University of New South Wales, Sydney, Australia
Experience (including expertise in specific functional area)/ Brief Resume	He has rich experience for more than 42 years in auto components industry. He is instrumental and driving force for growth of the Company as well as UNO Minda Group.	He has a very rich experience in both corporate and consulting roles, working with Indian and multinational clients. especially in auto sector. He was partner of Ernst & Young and National Leader Auto Sector from 2008 to 2019 for approximately 11 years. He was also partner of Accenture from 2005 to 2008.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	As disclosed in explanatory statement at item no. 6
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
Date of first appointment on the Board	16 September 1992	July 19, 2021
Shareholding in the Company as on July 19, 2021	Holding 6,57,52,700 equity share (23.83%)	-
Relationship with other Directors/ Key Managerial Personnel	Ms. Paridhi Minda is his daughter	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year	As disclosed in Corporate Governance Report	Not applicable
Directorships of other Boards as on July 19, 2021	<ul style="list-style-type: none"> Minda Kosei Aluminum Wheel Pvt. Ltd. Kosei Minda Aluminum Company Pvt. Ltd. Roki Minda Co. Pvt. Ltd. Minda Automotive Ltd. Minda I Connect Pvt. Ltd. Minda Finance Limited Mindarika Pvt. Ltd. Minda Mindpro Ltd. Suman Nirmal Minda Foundation Minda Spectrum Advisory Ltd. Minda International Ltd. Shreeaumji Real Estate SEZ Pvt. Ltd. Shreeaumji Infrastructure and Projects Pvt. Ltd. Shreeaumji Infrastructure Pvt. Ltd. 	<ul style="list-style-type: none"> Sterling Tools Ltd
Membership / Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on July 19, 2021	Nil	Nil

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

Tarun Kumar Srivastava
Company Secretary & Compliance Officer
Membership No. A11994

Place: Gurugram, Haryana
Date: July 19, 2021