

**IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH
COMPANY APPLICATION NO. CA (CAA) No. 130 (ND) OF 2019**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND**

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST HARITA LIMITED AND HARITA VENU PRIVATE LIMITED
AND HARITA CHEEMA PRIVATE LIMITED AND HARITA FINANCIAL SERVICES LIMITED AND HARITA SEATING SYSTEMS LIMITED
AND MINDA INDUSTRIES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

MINDA INDUSTRIES LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at B-64/1, Wazirpur Industrial Area, New Delhi – 110 052

APPLICANT / TRANSFEREE COMPANY/ COMPANY

Registered Office: B-64/1, Wazirpur Industrial Area, New Delhi, Delhi, 110052

CIN: L74899DL1992PLC050333

Tel: 011 4937 3931 | **Fax:** +91 124 2290676/95 | **Email:** tkrivastava@mindagroup.com | **Website:** www.unominda.com

FORM OF PROXY

I/We, _____, the undersigned Equity Shareholder/s of Minda Industries Limited, being the Company abovenamed, do hereby appoint Mr./Ms. _____ of _____ and failing him/her _____ of _____ as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of of the Company to be held at Lakshmiapat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi 110 016 on 19th November 2019, at 11 a.m. for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Composite Scheme of Arrangement amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders ("**Scheme**") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) _____ (here, if 'for', insert '**FOR**'; if 'against', insert '**AGAINST**'; and in the latter case, strike out the words below after 'the Scheme') the said arrangement embodied in the Scheme, either with or without modification(s)*, as my/our proxy may approve. (*Strike out whatever is not applicable)

Dated this _____ day of _____ 2019

Signature _____

Name: _____

Address: _____

No. of shares held: _____
(For Demat holding)

Revenue
Stamp

DP Id. _____

Client Id. _____

(For Physical holding)

Folio No. _____

Signature of Shareholder(s): Sole holder/ First Holder - _____

Second holder _____

Third holder _____

Signature of Proxy: _____

Notes:

1. The proxy must be deposited at the registered office of the Company at least 48 (forty-eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be a shareholder of Minda Industries Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of a shareholder blind or incapable of writing would be accepted if such shareholder has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the shareholder before he attached his signature or mark.
8. The proxy of a shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 7 above and the witness certifies that it was explained to the shareholder in the language known to him, and gives the shareholder's name in English below the signature.

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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

ATTENDANCE SLIP

Folio No./DP ID/Client ID	
Name	
Address	
Shareholder Joint1	
Shareholder Joint2	
No. of Shares Held	

I / We hereby record my/our presence at the **NCLT Convened Meeting** of the Shareholders of the Company to be held on **Tuesday, November 19, 2019 at 11:00 a.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.

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MINDA INDUSTRIES LIMITED

B-64/1, Wazirpur Industrial Area, New Delhi, Delhi, 110052

CIN: L74899DL1992PLC050333**Tel:** 011 –49373931 • **Fax:** +91 124 2290676/95 • **Email:** tksrivastava@mindagroup.com • **Website:** www.unominda.com**The last date for receipt of Postal Ballot is 18th November 2019, 5:00 p.m. (IST)****POSTAL BALLOT FORM****Postal Ballot No.**

Sr No	Particulars	Details of Equity Shareholder(s)
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 the Company pursuant to Final Order passed by the Hon'ble National Company Law Tribunal, Delhi Bench dated 24th September 2019 by sending my / our assent or dissent to the said Resolution by placing the tick [✓] mark at the appropriate box below:

Item No	Description	No. of shares held	I / We assent [agree] to the Resolution [FOR]	I/ We dissent to the Resolution [AGAINST]
1	Resolution for approval of the Composite Scheme of Arrangement amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.			

Place:

Date:

Signature of the Equity Shareholder

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

INSTRUCTIONS FOR VOTING BY PHYSICAL VOTING / POSTAL BALLOT

1. An Equity Shareholder[s] desirous to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballot[s], if sent by courier at the expense of the equity shareholder[s] will also be accepted.
2. This form should be duly completed and signed by the equity shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company or furnished by NSDL/ CDSL to the Company, in respect of share/s held in the physical form or demat form respectively] by the first named equity shareholder and in his absence, by the next named joint equity shareholder.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m. on Monday, 18th November, 2019. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the equity shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the equity shareholder as on the cut-off date i.e. Friday, 4th October, 2019.
6. An equity shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link www.unominda.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Monday, 18th November, 2019.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Equity shareholders are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper[s]/ document[s] will not be acted upon.
10. Equity shareholders are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium/s like pencil.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. Equity shareholders can opt only one mode of voting i.e. either by Ballot or through e-voting. In case, you are opting for voting by ballot, then please do not cast your vote by e-voting and vice-versa. In case the equity shareholders cast their votes both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid. The equity shareholder casting their votes through e-voting may log on www.evoting.nsdl.com and cast their vote, instructions for which are specified in detail in the Notice convening meeting.
13. In the case of shares held by companies, financial institutions, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
14. A Postal Ballot Form shall be considered invalid if;
 - a. Signature on the Postal Ballot Form does not match the specimen signature with the Company.
 - b. A form other than one issued by the Company has been used.
 - c. It has not been signed by or on behalf of the equity shareholder.
 - d. It is not possible to determine without any doubt the assent or dissent of the equity shareholder.

Only an equity shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any receipt of the Notice, who has no voting rights should treat the notice as intimation only.