



MINDA INDUSTRIES LIMITED

(CIN: L74899DL1992PLC050333)

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Capitalised terms used but not defined herein shall have the meaning assigned to them in the Composite Scheme of Amalgamation of Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited, Harita Seating Systems Limited with Minda Industries Limited and their respective shareholders. The said Scheme can be accessed at www.unominda.com)

Dear Eligible Member,

This Election Notice is sent to you pursuant to the Composite Scheme of Amalgamation of Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited, Harita Seating Systems Limited with Minda Industries Limited and their respective shareholders (hereinafter referred to as the “**Scheme**”), as a resident shareholder of Harita Seating Systems Limited (“**Eligible Member**”) as on 15th April, 2021 (the “**Record Date 2**”). If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or Link Intime India Private Limited (the “**Registrar**”).

COMPOSITE SCHEME OF AMALGAMATION

The New Delhi Bench of the Hon’ble National Company Law Tribunal, being the jurisdictional bench for Minda Industries Limited (“**Company**”), vide its order dated 1st February, 2021 approved the Scheme. Further, the Chennai Bench of the Hon’ble National Company Law Tribunal, being the jurisdictional bench for Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited and Harita Seating Systems Limited, vide its order dated 23rd February, 2021 also approved the Scheme. The aforesaid orders of the New Delhi Bench dated 1st February, 2021 and Chennai Bench dated 23rd February, 2021 of the respective Hon’ble National Company Law Tribunal shall hereinafter together be referred to as “**Order**”. The certified copy of the order of the Chennai Bench of the Hon’ble National Company Law Tribunal has been filed with the jurisdictional Registrar of Companies by the Transferor Companies on 26th March, 2021 and the certified copy of the order of the New Delhi Bench of the Hon’ble National Company Law Tribunal has been filed with the jurisdictional Registrar of Companies on 1st April, 2021 (“**Effective Date**”). In accordance with the terms of the Scheme, Harita Seating Systems Limited shall stand amalgamated with Minda Industries Limited as of April 1, 2019 (“**Appointed Date**”).

Pursuant to the Scheme, the Eligible Members shall be entitled to either receive (i) Equity Shares of Minda Industries Limited (“**Transferee Company Equity Shares**”); or (ii) Non-Convertible Redeemable Preference Shares of Minda Industries Limited (“**Transferee Company RPS**”) as per Share Entitlement Ratio mentioned in Clause 18.1 of the Scheme.

A. DETAILS OF THE TRANSFEREE COMPANY EQUITY SHARES AND TRANSFEREE COMPANY RPS TO BE ALLOTTED PURSUANT TO THE SCHEME

- As a consideration for the Scheme, the Eligible Members shall, at their option, receive either (i) Transferee Company Equity Shares; or (ii) Transferee Company RPS as per the Share Entitlement Ratio mentioned in Clause 18.1 of the Scheme.
- Please note that the Transferee Company Equity Shares having face value of INR 2 each to be allotted by Minda Industries Limited under the Scheme shall be listed on National Stock Exchange of India Limited and BSE Limited. However, Transferee Company RPS shall be not listed on any of the stock exchanges.**
- The Transferee Company RPS will have the following terms:

Face Value	The Transferee Company RPS will have a face value of INR 100 (Indian Rupees one hundred only) per Transferee Company RPS.
Premium on issue	The Transferee Company RPS will be issued at a price of INR 121.25 (Indian Rupees one hundred twenty one and twenty five paise only) per preference share (“ Issue Price ”) including a premium of INR 21.25 (Indian Rupees twenty one and twenty five paise only) per Transferee Company RPS.
Coupon	The Transferee Company RPS will confer on the holders thereof a right to a fixed preferential dividend of 0.01% (Zero point zero one per cent) per annum on the face value of Transferee Company RPS in priority to the Transferee Company Equity Shares. In case the Transferee Company RPS are redeemed any time prior to 36 (thirty six) months, the coupon shall be adjusted proportionately for such period.

Redemption	<p>The Transferee Company RPS will be redeemable on the expiry of 36 (thirty six) months from the date of allotment thereof with an option with the Transferee Company to redeem them any time after the expiry of 18 (eighteen) months, wherein the yield and the coupon shall be adjusted proportionately. Each Non-Convertible Redeemable Preference Share shall be redeemed at the issue price of INR 121.25 (Indian Rupees one hundred twenty one and twenty five paise) per Transferee Company RPS together with a yield of 7.5% p.a. (Seven and half percent per annum) on the Issue Price such that the redemption price, if Transferee Company RPS are redeemed at the end of 36 (Thirty six) months shall be INR 150.60 (Indian Rupees one hundred and fifty and sixty paise).</p> <p>In the alternative, the Eligible Member also has an option to approach the Transferee Company not later than 3 (three) months from the date of its allotment for an early redemption of the Transferee Company RPS. In such case the discount to the redemption value of RPS shall be as under;</p> <table border="1" data-bbox="483 495 1479 636"> <thead> <tr> <th>S.No</th> <th>Redemption period from the date of allotment</th> <th>Redemption value after 36 months (in Rs.)</th> <th>Discount to Redemption Value (in Rs.)</th> <th>Early Redemption Price per RPS* (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>4 months</td> <td>150.60</td> <td>38.10</td> <td>INR 112.50</td> </tr> </tbody> </table> <p>Based on the request of Eligible Member, the Transferee Company shall redeem the Transferee Company RPS within 4 months from the date of allotment.</p> <p>* Early Redemption price is arrived at after considering yield rate (tax gross up) and present value of redemption value at the end of 36 months.</p>	S.No	Redemption period from the date of allotment	Redemption value after 36 months (in Rs.)	Discount to Redemption Value (in Rs.)	Early Redemption Price per RPS* (in Rs.)	1	4 months	150.60	38.10	INR 112.50
S.No	Redemption period from the date of allotment	Redemption value after 36 months (in Rs.)	Discount to Redemption Value (in Rs.)	Early Redemption Price per RPS* (in Rs.)							
1	4 months	150.60	38.10	INR 112.50							
Listing	The Transferee Company RPS will not be listed on any of the stock exchanges.										

B. DETAILS OF THE SHARE ENTITLEMENT AND OPTIONS AVAILABLE WITH THE ELIGIBLE MEMBER

1. OPTIONS AVAILABLE WITH ELIGIBLE MEMBER

In terms of the Scheme, following options are available to Eligible Member:

(i) RECEIVE EQUITY SHARES OF THE TRANSFEE COMPANY

152 (one hundred and fifty two) fully paid equity share of INR 2 (Indian Rupees two) each of Minda Industries Limited for every 100 (one hundred) fully paid up equity shares of INR 10 (Indian Rupees ten) each of Harita Seating Systems Limited held by the said Eligible Member;

OR

(ii) RECEIVE RPS OF THE TRANSFEE COMPANY

4 (four) 0.01% (zero point zero one percent) fully paid-up Non-Convertible Redeemable Preference Share of INR 100 (Indian Rupees One hundred) each at price INR 121.25 (Indian Rupees one hundred and twenty one and twenty five paise) of Minda Industries Limited for every 1 (one) fully paid equity share of INR 10 (Indian Rupees ten) each of Harita Seating Systems Limited held by the said Eligible Member.

2. The Eligible Member shall note the following:

- (i) The exercise of an option under this Election Notice by the Eligible Member must be through the Form of Acceptance and must be absolute and unqualified. Any acceptance to this Election Notice which is conditional or incomplete in any respect or where the Eligible Member selects more than one option, then such Form of Acceptance will be rejected without assigning any reason whatsoever and such Eligible Member shall be compulsorily issued Transferee Company Equity Shares as per the Default Option as stated in Clause 18.15.4 of the Scheme.
- (ii) If the Eligible Member has not submitted the duly completed Form of Acceptance to the Registrar prior to the expiry of the Election Period or has not provided requisite details as may be required in relation to the option or where such Election Notice has not been received by Registrar or the Election Notice has returned undelivered or the ownership of the equity shares of Harita Seating Systems Limited is in dispute, then in that event, such Eligible Member shall be compulsorily issued shares as per the Default Option as stated in Clause 18.15.4 of the Scheme.
- (iii) The Eligible Member shall be entitled to select any **ONE** of the option available under this Election Notice, during the Election Period i.e. from 30th April, 2021 till 11th June, 2021 (both days inclusive).
- (iv) The Form of Acceptance forms an integral part of the Election Notice. Eligible Member is requested to complete the Form of Acceptance and submit the same together with such other documents as may be required by the Registrar, at any of the collection centers mentioned in this Election Notice, by way of hand delivery or through the enclosed business reply envelope. Eligible Member may please refer to the "Instructions" while completing the Form of Acceptance.
- (v) Eligible Members **SHALL NOT** submit the Form of Acceptance to the Company.

- (vi) Where an Eligible Member does not receive the Form of Acceptance, the Eligible Member may download the same from the website of Minda Industries Limited at <https://www.unominda.com> and also from the website of the Registrar at <https://linkintime.co.in> For details in respect of the Scheme, the Eligible Member may visit the website of Minda Industries Limited at <https://www.unominda.com>.
- (vii) Eligible Members holding shares in demat form are hereby informed that bank particulars registered with their respective depository participants, as on Record Date 2, with whom they maintain their demat accounts, will be used by the Transferee Company for the payment of redemption/ fractional proceeds of the Securities.
- (viii) Eligible Members holding shares in physical form are requested to intimate any change of address and/ or bank account details to the Registrar.
- (ix) The Transferee Company Equity Shares and Transferee Company RPS shall be issued in dematerialised form to the Eligible Members holding equity shares of the Transferor Company 5 in dematerialized form. Eligible Members of the Transferor Company 5 holding shares in physical form, shall provide to the Registrar, all the requisite DEMAT details for issue of Transferee Company Equity Shares or Transferee Company RPS, in dematerialized form, unless otherwise specifically communicated in writing by the Eligible Members to the Registrar. The Eligible Members holding shares of the Transferor Company 5 in the physical form, who wish to receive the Transferee Company Equity Shares or Transferee Company RPS in dematerialised form, are requested to provide following information/ documents to Registrar of the Transferee Company:
- Client Master List duly certified by the depository participant where the name of shareholder in demat account should be in same sequence as registered in records of [the Transferor Company 5];
 - Copy of cancelled cheque bearing the name of first shareholder; and
 - Copy of Permanent Account Number card of first shareholder.
- (x) In case the Eligible Member opts for Transferee Company RPS, such Eligible Member shall have a further option to opt for an early redemption of the Transferee Company RPS, issued in terms of the Scheme. Such Eligible Member, who wishes to opt for early redemption, may fill up requisite details and submit information as mentioned in [Form 1] attached to the Form of Acceptance ("**Early Redemption Notice**"). The option for early redemption shall be exercisable only if duly filled in Early Redemption Notice and requisite information requested therein is received by Registrar, not be later than 3 (three) months from the date of allotment of the Transferee Company RPS, in terms of the Scheme.
- (xi) The Early Redemption Notice can also be downloaded from the website of the Transferee Company at www.unominda.com. Upon receipt of such Early Redemption Notice and scrutiny thereof, the Transferee Company shall set out dates on which it shall redeem the Transferee Company RPS ("**Early Redemption Dates**") and remit proceeds of redemption, after deduction of applicable taxes, to the respective bank accounts of the Eligible Members details of which are available with the [depository participant(s)].

3. FRACTIONAL SHARES

1. In case any Eligible Member's holding in the Transferor Company 5 is such that such Eligible Member becomes entitled to a fraction of a Security of the Transferee Company, the Transferee Company shall not issue any fractional Security to such Eligible Member, but shall consolidate such fractions and issue consolidated Securities to a trustee nominated by the Transferee Company in that behalf, who shall sell such Securities at such price or prices and on such time or times as the trustee may in its sole discretion decide and upon such sale, distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) amongst the Eligible Members entitled to the same in proportion to their fractional entitlements. It is hereby clarified that if any such consolidation of fractional Security further results into fractional Security(ies), the Transferee Company shall not issue any such fractional Security but shall round off the fraction to the next integer before issuing such consolidated Securities.

ILLUSTRATION OF THE SHARE ENTITLEMENT RATIO

Number of equity shares of Transferor Company 5 held as of the Record Date 2 (1)	Number of Transferee Company Equity Shares under Share Entitlement Ratio (2)	Fractional entitlements with respect to the Share Entitlement Ratio for Transferee Company Equity Shares (3)
1 equity share	1	0.52
2 equity shares	3	0.04
3 equity shares	4	0.56
4 equity shares	6	0.08
5 equity shares	7	0.60

2. The Eligible Members holding shares of the Transferor Company 5 in the physical form, whose respective bank account details are not available with the registrar and transfer agent of the Transferor Company 5, are requested to provide following information/ documents to Registrar of the Transferee Company:

- Copy of cancelled cheque bearing the name of first shareholder; and
- Copy of Permanent Account Number card of first shareholder.

C. ELIGIBILITY FOR EXERCISING THE ELECTION NOTICE

1. This Election Notice is being sent to all resident shareholders of the Transferor Company 5 being Eligible Members, as on Record Date 2. It is clarified that resident shareholders of the Transferor Company 5 holding equity shares as on Record Date 2 are eligible to receive this Election Notice. Eligible Members holding equity shares of the Transferor Company 5 as stated above and whose names appear in the register of members of the Transferor Company 5 or as beneficial owners of the shares of Transferor Company 5 as per list furnished by the Depositories in respect of the shares held in demat form as on the Record Date 2.
2. The Election Notice is **NOT TRANSFERRABLE** and only the Eligible Members, as stated in paragraph C1 above, are eligible to exercise their option under this Election Notice.
3. In view of the provisions of Applicable Laws (which does not permit the issuance of Non-Convertible Redeemable Preference Shares to non-residents), in consideration of the amalgamation of the Transferor Company 5 with the Transferee Company, such members who are non-residents holding equity shares of the Transferor Company 5 shall compulsorily be issued and allotted Transferee Company New Equity Shares and shall not be eligible to exercise option under the Election Notice.
4. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Election Notice.

D. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE ELECTION NOTICE

1. The Eligible Member receiving this Election Notice will have to deliver the relevant documents as applicable and as mentioned in the Form of Acceptance at the Registrar's office by (i) hand-delivery at the address of the Registrar between 10.00 a.m. and 5.00 p.m. on any Business Day during the Election Period i.e. between 30th April, 2021 and 11th June, 2021 (both days inclusive); or (ii) by post using business reply envelope. Additionally, envelopes containing relevant documents, if sent by courier or by Registered Post to the Registrar at the expense of the Eligible Member will also be accepted. The documents SHALL NOT be sent to the Company.
2. Collection Centres of Link Intime India Private Limited:

Collection Centre	Address	Contact Person	Contact Details	E-mail	Mode of delivery
New Delhi	Noble Heights, 1 st floor, Plot No. NH2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058	Mr. Neeraj Jain	011-49411000	minda.ind.harita@linkintime.co.in	Hand delivery / Post

3. Eligible Members are requested to refer to the Form of Acceptance and instructions that are forming part of this Election Notice and submit the documents / certificates / declarations as specified therein.
4. indicative Schedule of Activities:

Activity	Timelines
Record Date 2	15 th April, 2021
Completion of dispatch of Election Notice	On or before 29 th April, 2021
Election Period Commencement	30 th April, 2021
Election Period Closure	11 th June, 2021
Board of Directors of the Transferee Company to issue and allot Transferee Company Equity Shares / Transferee Company RPS to the Eligible Members in accordance with their exercised options	On or Before 21 st June, 2021

E. COMPLIANCE WITH TAX REQUIREMENTS

1. There are no tax implications on receipt of the Transferee Company Equity Shares or Transferee Company RPS in the hands of Eligible Members in the Transferee Company pursuant to provisions of Section 47(vii) of the Income Tax Act. The period of holding of equity

shares of the Transferor Companies shall be included in the period of holding for the Securities pursuant to Section 2(42A) Explanation 1(c) of the Income Tax Act.

2. In accordance with the provisions of sub-section (2) of Section 49 of the Income Tax Act, the cost of acquisition of the shares in the Transferor Companies in the hands of the shareholders, is preserved as the cost of acquisition of the Securities in the Transferee Company received on Allotment. Similarly, the period of holding of the shares of the Transferor Companies is also available in respect of the Securities of the Transferee Company pursuant to the Scheme.

F. DEFINITIONS / ABBREVIATIONS

Particulars	Details / Definition
Appointed Date	1 st April 2019
Business Day	means a day (other than a Saturday, a Sunday or a public holiday) when commercial banks are open for ordinary banking business in Chennai and Delhi, India
CDSL	Central Depository Services (India) Limited
Composite Scheme of Amalgamation/ Scheme	Composite Scheme of Amalgamation of Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited, Harita Seating Systems Limited with Minda Industries Limited
Default Option	means the issuance and allotment of Transferee Company Equity Shares as per the Share Entitlement Ratio
Depositories	CDSL and NSDL
Election Period	30 th April, 2021 to 11 th June, 2021 (both days inclusive)
Eligible Members	Resident Shareholders of the Transferor Company 5 as on the Record Date 2
Income Tax Act	The Income-tax Act, 1961, as amended
NECS	National Electronic Clearing Services
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
Record Date 2	15 th April, 2021
Registrar	Link Intime India Private Limited
Resident Shareholder	Shareholder of the Transferor Company 5, who is a resident of India i.e. if he/she is in India in that year for a period or periods amounting in all to 182 days or more; or having within the 4 years preceding that year been in India for a period or period amounting in all to 365 days or more and also includes a non-resident shareholder holding equity shares of the Transferor Company 5 on non-repatriable basis
Transferee Company	Minda Industries Limited having its registered office at B-64/1, Wazirpur Industrial Area, New Delhi – 110 052
Transferee Company Equity Shares	Equity share of INR 2 (Rupees two) each fully paid of the Transferee Company
Transferee Company RPS	0.01 % (zero point zero one per cent) Non-Convertible Redeemable Preference Shares of the Transferee Company of face value INR 100 (Indian Rupees one hundred only) issued at a price of INR 121.25 (Indian Rupees one hundred and twenty one and twenty five paise) including a premium of INR 21.25 (Indian Rupees twenty one and twenty five paise) with maturity of 36 (thirty-six) months from the date of allotment
Transferor Company 5	Harita Seating Systems Limited having its registered office at Jayalakshmi Estates, No.29 (Old no.8), Haddows Road, Chennai, Tamil Nadu, 600 006
RTGS	Real Time Gross Settlement

Particulars	Details / Definition
Securities	The Transferee Company Equity Shares and the Transferee Company RPS
Trustee	The trustee appointed by the Board of Minda Industries Limited to administer the fractional entitlements under the Scheme
Share Entitlement Ratio	<p>(a) 152 (one hundred fifty two) fully paid equity share of INR 2 (Indian Rupees two) each of the Transferee Company for every 100 (one hundred) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 5 held by the said Eligible Member; OR</p> <p>(b) 4 (Four) 0.01% fully paid-up Non-Convertible Redeemable Preference Share of INR 100 (Indian Rupees One hundred) each at price INR 121.25 (Indian Rupees one hundred twenty one and twenty five Paise) of the Transferee Company for every 1 (one) fully paid equity share of INR 10 (Indian Rupees ten) each of the Transferor Company 5 held by the said Eligible Member.</p>

SIGNED FOR AND ON BEHALF OF

MINDA INDUSTRIES LIMITED

Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Place : Delhi

Date : 1st April, 2021

Please ensure the following before dispatching the business reply envelope –

✓ **Exercise ONE option in the Form of Acceptance;**

✓ **Signature on Form of Acceptance;**

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