

Ref. No. Z-IV/R-39/D-2/NSE/207 & 174

Date : 09/04/2021

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| National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 | BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. |
| NSE Scrip: MINDAIND | BSE Scrip: 532539 |

Sub: - 1) Despatch of Election Notice1 to the shareholders of transferor company 1 to transferor company 4

2) Composite Scheme of Amalgamation amongst Harita Limited (Transferor Company 1), Harita Venu Private Limited (Transferor Company 2), Harita Cheema Private Limited (Transferor Company 3), Harita Financial Services Limited (Transferor Company 4) and Harita Seating Systems Limited (Transferor Company 5) with Minda Industries Limited (Transferee Company).

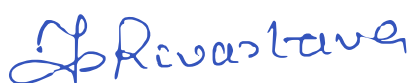
Dear Sirs,

This is in continuation of our earlier communication dated 01/04/2021 in relation to the captioned subject matter, we wish to state that the company, Minda Industries Limited has despatched the Election Notice 1 to the shareholders of transferor company1 to transferor company4, today, i.e. 09 April, 2021, through registered post. The copy of the said notice is enclosed herewith.

This is for your information and record please.

Thanking you,

Yours faithfully,
for Minda Industries Ltd.



Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Encl: As above.



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

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 and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and 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 ("**Transferor Company 1**") and Harita Venu Private Limited ("**Transferor Company 2**") and Harita Cheema Private Limited ("**Transferor Company 3**") and Harita Financial Services Limited ("**Transferor Company 4**") and Harita Seating Systems Limited ("**Transferor Company 5**") with Minda Industries Limited ("**Transferee Company**") and their respective shareholders (hereinafter referred to as the "**Scheme**"), as a resident shareholder of the Transferor Company 1 or the Transferor Company 2 or the Transferor Company 3 or the Transferor Company 4, as the case maybe ("**Eligible Member**") as on 1st April, 2021 (the "**Record Date 1**"). 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 the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4 (**collectively referred to as Transferor Companies**) 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, Transferor Companies 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 10.1 of the Scheme.

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

1. 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 10.1 of the Scheme.
2. **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.**
3. **Please note that no shares shall be issued by the Transferee Company in respect of the shares held by the Transferor Companies inter-se.**
4. **Since the entire issued, subscribed and paid-up share capital of Transferor Company 4 is held by the Transferor Company 1 and the Transferor Company 1 is also being amalgamated with the Transferee Company as part of the Scheme, upon amalgamation of the Transferor Company 1 with the Transferee Company, no shares of the Transferee Company shall be issued as consideration to shareholders of Transferor Company 4.**
5. 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 and one and twenty five paise only) per Transferee Company RPS (" 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, receivable annually 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"> <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 of the Transferor Companies:

(i) RECEIVE TRANSFEREE COMPANY EQUITY SHARES

| | |
|---|---|
| Eligible Member of the Transferor Company 1 shall receive | 180 (one hundred eighty) fully paid equity shares of INR 2 (Indian Rupees two) each of the Transferee Company for every 121 (one hundred twenty one) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 1 held by the said Eligible Member |
| Eligible Member of the Transferor Company 2 shall receive | 1,996 (one thousand nine hundred ninety six) fully paid equity shares of INR 2 (Indian Rupees two) each of the Transferee Company for every 30 (thirty) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 2 held by the said Eligible Member |
| Eligible Member of the Transferor Company 3 shall receive | 767 (seven hundred sixty seven) fully paid equity shares of INR 2 (Indian Rupees two) each of the Transferee Company for every 14 (fourteen) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 3 held by the said Eligible Member |

OR

(ii) RECEIVE TRANSFEREE COMPANY RPS

| | |
|---|--|
| Eligible Member of the Transferor Company 1 shall receive | 58 (fifty eight) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares 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 14 (fourteen) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 1 held by the said Eligible Member |
|---|--|

| | |
|---|--|
| Eligible Member of the Transferor Company 2 shall receive | 2,409 (two thousand four hundred nine) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares of INR 100 (Indian Rupees one hundred) each at price INR 121.25 (Indian Rupees one hundred twenty one and twenty five Paisa) of the Transferee Company for every 13 (thirteen) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 2 held by the said Eligible Member |
| Eligible Member of the Transferor Company 3 shall receive | 3,357 (three thousand three hundred fifty seven) 0.01% fully paid-up Non-Convertible Redeemable Preference Shares of INR 100 (Indian Rupees one hundred) each at price INR 121.25 (Indian Rupees one hundred twenty one and twenty five Paisa) of the Transferee Company for every 22 (Twenty Two) fully paid up equity shares of INR 10 (Indian Rupees ten) each of the Transferor Company 3 held by the said Eligible Member |

Under this option, the Eligible Member shall continue to hold the Transferee Company RPS until: (i) either the Transferee Company RPS are redeemed by Minda Industries Limited as stated in Clause A(5) above; or (ii) opt for an early redemption of the Transferee Company RPS in accordance with the Scheme and as described in this Election Notice.

2. The Eligible Member shall note the following:

- (i) If any resident Eligible Member has not submitted the duly completed Form of acceptance, sent with Election Notice, 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 the Registrar or the Election Notice has returned undelivered or the ownership of the equity shares of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, is in dispute, then in that event, such resident Eligible Member shall be compulsorily allotted Transferee Company New Equity Shares (as consideration pursuant to Clause 10 of the Scheme) in the ratio as stated in Clause 10.1.1 of the Scheme.
- (ii) 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 10.15.4 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 12th April, 2021 till 4th May, 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 the collection center mentioned in this Election Notice, by way of hand delivery or through the enclosed business reply envelope or to the e-mail mentioned in the Election Notice. Eligible Member may please refer to the "Instructions" while completing the Form of Acceptance.
- (v) 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>.
- (vi) Eligible Members holding shares in demat form are hereby informed that bank particulars registered with their respective depository participants, as on Record Date 1, with whom they maintain their demat accounts, will be used by the Transferee Company for the payment of redemption/ fractional proceeds of the Securities.
- (vii) Eligible Members holding shares in physical form are requested to intimate any change of address and/ or bank account details to the Registrar.
- (viii) 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 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, in dematerialized form. Eligible Members of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 1/ Transferor Company 2/ Transferor Company 3, as the case maybe;

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

- (i) In case any Eligible Member's holding in the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 1 held as of the Record Date 1 (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 | 0.49 |
| 2 equity shares | 2 | 0.98 |
| 3 equity shares | 4 | 0.46 |
| 4 equity shares | 5 | 0.95 |
| 5 equity shares | 7 | 0.44 |

| Number of equity shares of Transferor Company 2 held as of the Record Date 1 (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 | 66 | 0.53 |
| 2 equity shares | 133 | 0.07 |
| 3 equity shares | 199 | 0.60 |
| 4 equity shares | 266 | 0.13 |
| 5 equity shares | 332 | 0.67 |

| Number of equity shares of Transferor Company 3 held as of the Record Date 1 (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 | 54 | 0.79 |
| 2 equity shares | 109 | 0.57 |
| 3 equity shares | 164 | 0.36 |
| 4 equity shares | 219 | 0.14 |
| 5 equity shares | 273 | 0.93 |

- (ii) The Eligible Members holding shares of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, in the physical form, whose respective bank account details are not available with their respective registrar and transfer agent(s), are requested to provide following information/ documents to Registrar of the Transferee Company.
 - o Copy of cancelled cheque bearing the name of first shareholder; and
 - o 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 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, being Eligible Members, as on Record Date 1. It is clarified that resident shareholders of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, holding equity shares as on Record Date 1 are eligible to receive this Election Notice. Eligible Members are those holding equity shares of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, as stated above and whose names appear in their respective register of members of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, or as beneficial owners of the shares of Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, as per list furnished by the Depositories in respect of the shares held in demat form as on the Record Date 1.
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 Companies with the Transferee Company, such members who are non-residents holding equity shares of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 12th April, 2021 and 4th May, 2021 (both days inclusive); or (ii) by post using business reply envelope or (iii) to the e-mail address mentioned in para D2 from their Registered E-mail Id. 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 Pvt 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 | delhi@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 1 | 1 st April, 2021 |
| Completion of dispatch of Election Notice | On or before 9 th April, 2021 |
| Election Period Commencement | 12 th April, 2021 |
| Election Period Closure | 4 th May, 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 12 th May, 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 and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited with Minda Industries Limited and their respective shareholders |
| Default Option | means the issuance and allotment of Transferee Company Equity Shares as per the Share Entitlement Ratio |
| Depositories | CDSL and NSDL |
| Election Period | 12 th April, 2021 to 4 th May, 2021 (both days inclusive) |
| Eligible Members | Resident Shareholders of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe as on the Record Date 1 |
| 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 1 | 1 st April, 2021 |
| Registrar | Link Intime India Private Limited |
| Resident Shareholder | Shareholder of the Transferor Company 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 1/ Transferor Company 2/ Transferor Company 3, as the case maybe, 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 1 | Harita Limited having its registered office at No.29(8) Haddows Road, Chennai - 600 006 |
| Transferor Company 2 | Harita Venu Private Limited having its registered office at No.29(8) Haddows Road, Chennai - 600 006 |
| Transferor Company 3 | Harita Cheema Private Limited having its registered office at No.29(8) Haddows Road, Chennai - 600 006 |

| Particulars | Details / Definition |
|----------------------|---|
| Transferor Company 4 | Harita Financial Services Limited having its registered office at No.29(8) Haddows Road, Chennai - 600 006 |
| RTGS | Real Time Gross Settlement |
| 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 |

SIGNED FOR AND ON BEHALF OF
MINDA INDUSTRIES LIMITED

Place : Delhi
Date : 1st April, 2021

Tarun Kumar Srivastava
Company Secretary & Compliance Officer

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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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

**FORM 1 | EARLY REDEMPTION NOTICE
FOR EARLY REDEMPTION OF TRANSFEREE COMPANY RPS**

To,
Link Intime India Private Limited
Noble Heights, 1st floor, Plot No. NH2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058
Contact Person: Mr. Neeraj Jain | E-mail id: delhi@linkintime.co.in

Dear Sir/Madam,

Sub: Form 1 / Early Redemption Notice for early redemption of Transferee Company RPS issued pursuant to the Composite Scheme of Amalgamation of Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited with Minda Industries Limited and their respective shareholders (hereinafter referred to as the "Scheme")

I/We refer to the Election Notice dated 1st April, 2021. I/We, the undersigned, have read the Election Notice, the Scheme and understood its contents and unconditionally accept the terms and conditions as mentioned therein.

I/We, have opted for Transferee Company RPS and have been allotted the Transferee Company RPS by Minda Industries Limited. In terms of the Scheme, I/we wish to apply for early redemption of Transferee Company RPS.

By applying for early redemption of Transferee Company RPS, I / we hereby undertake not to transfer /sell /gift or otherwise dispose off in any manner whatsoever such the Transferee Company RPS, until the redemption process is completed.

| | Full name(s) of the Beneficiary / shareholder | DP Id/Client Id/Folio No. of Transferee Company | PAN | Signature(s) |
|-------------------|---|---|-----|--------------|
| First/Sole Holder | | | | |
| Joint Holder 1 | | | | |
| Joint Holder 2 | | | | |

Note: In case of joint holders, all holders must sign.

Place: _____ Date: _____

ONLY ELIGIBLE MEMBERS WHO HAVE OPTED FOR TRANSFEREE COMPANY RPS AND HAVE BEEN ALLOTTED TRANSFEREE COMPANY RPS ARE REQUESTED TO NOTE THAT FORM 1 / EARLY REDEMPTION NOTICE IS TO BE SENT TO THE REGISTRAR ONLY AFTER ALLOTMENT OF TRANSFEREE COMPANY RPS. FORM 1/ EARLY REDEMPTION NOTICE SENT TO THE REGISTRAR BEFORE ALLOTMENT OF TRANSFEREE COMPANY RPS WILL NOT BE ACCPETED AND SUCH ELIGIBLE MEMBERS WILL HAVE TO RESEND A NEW FORM 1 / EARLY REDEMPTION NOTICE TO THE REGISTRAR, I.E NOT LATER 3 (THREE) MONTHS FROM THE DATE OF ALLOTMENT.

DECLARATIONS

1. I/We refer to the Election Notice dated 1st April, 2021. I/We, the undersigned, have read the Election Notice, the Scheme and understood its contents and unconditionally accept the terms and conditions as mentioned therein;
2. I/We, have been allotted the Transferee Company RPS and we wish to apply for an early redemption of Transferee Company RPS;
3. I/We also understand that should I/we fail to furnish all relevant information / documents as set out in this Form 1/ Early Redemption Notice, this may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us;
4. I/We hereby confirm that I/We have never sold or parted/dealt with, in any manner, the Transferee Company RPS tendered under the Form 1/ Early Redemption Notice and these Transferee Company RPS are free from any lien, equitable interest, charges and encumbrances, whatsoever;
5. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of Election Notice and Form 1/ Early Redemption Notice and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations; and
6. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

All future correspondence, if any, should be addressed to the Registrar at the following address:

Link Intime India Private Limited
Noble Heights, 1st floor, Plot No. NH2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058
Phone: 011-49411000 | Contact Person: Mr. Neeraj Jain | E-mail id: delhi@linkintime.co.in

----- **Link Intime India Private Limited Tear along this line** -----

Received from Mr./Ms./M/s. _____ Acknowledgement _____
Address _____
Dp id/Client id/Folio No. _____
Date of Receipt _____ Signature and stamp of Official _____

INSTRUCTIONS

1. FORM 1 / EARLY REDEMPTION NOTICE IS ONLY APPLICABLE TO SUCH ELIGIBLE MEMBERS WHO HAVE OPTED TO RECEIVE TRANSFEREE COMPANY RPS AND HAVE BEEN ALLOTTED TRANSFEREE COMPANY RPS BY MINDA INDUSTRIES LIMITED AND NOW WISH TO OPT FOR EARLY REDEMPTION OF THE TRANSFEREE COMPANY RPS ARE REQUESTED TO FILL FORM 1.
2. ELIGIBLE MEMBERS WHO DO NOT WISH TO OPT FOR EARLY REDEMPTION OF TRANSFEREE COMPANY RPS SHOULD TREAT THIS FORM FOR INFORMATION PURPOSES ONLY.
3. PLEASE NOTE THAT FORM 1 SHOULD **NOT** BE SENT DIRECTLY TO MINDA INDUSTRIES LIMITED.
4. The duly filled in Form 1/ Early Redemption Notice should be submitted to Link Intime India Private Limited ("**Registrar**") **at the address** as mentioned above and should reach the office of the Registrar, i.e. not later than 3 months from the date of allotment of Transferee Company RPS.
5. Form 1 / Early Redemption Notice is **NOT TRANSFERABLE**.
6. Eligible Members not receiving the Form 1/ Early Redemption Notice may download the same from the Transferee Company's website <https://www.unominda.com> or may apply to the Minda Industries Limited to obtain a duplicate thereof.
7. Inconsistent or incomplete Form 1/ Early Redemption Notice **SHALL** be **REJECTED**. In case the Eligible Members are unable to provide duly executed Form 1/ Early Redemption Notice within the stipulated time period as mentioned in paragraph 3 above, such Eligible Members will not be eligible for early redemption of Transferee Company RPS.
8. In case Registrar receives multiple Form 1/ Early Redemption Notice from the Eligible Members for the same Folio No., then the Form 1/ Early Redemption Notice which is received first and complete in all aspect will be considered and remaining Form(s) 1/ Early Redemption Notice will be rejected.
9. The Eligible Members should note that the signature of the Eligible Members should match with the signature as per the records maintained by the Registrar. If the signatures do not match, the Form 1/ Early Redemption Notice will be considered as not duly filled and in case such Eligible Members are unable to provide duly executed Form 1/ Early Redemption Notice within the stipulated time period as mentioned in paragraph 3 above, such Eligible Members will not be eligible for early redemption of Transferee Company RPS.
10. Any person signing the Form 1/ Early Redemption Notice on the basis of power of attorney/ board resolution/ any authority document, the certified copy of same should be annexed with this Form 1/ Early Redemption Notice.
11. Eligible Members who hold Transferee Company RPS in physical form shall submit alongwith this form physical share certificate in original and shall also provide bank account details to Registrar including: (i) original cancelled cheque bearing the name of first shareholder; and (ii) self-attested copy of PAN Card at the registered office of the Registrar at Noble Heights, 1st floor, Plot No. NH2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 and Minda Industries Limited shall discharge the cash payment by way of Account Payee Cheque (or) Demand Draft (or) Electronic mode.



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

FORM OF ACCEPTANCE OF ELECTION NOTICE

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures (if applicable) to Link Intime India Private Limited either physically at the address mentioned in the Election Notice or to the e-mail address mentioned in Election Notice or through Business Reply Envelope sent along with the Election Notice)

| | | ELECTION PERIOD | |
|--|--|-----------------|--|
| | | OPENING DATE | 12 th April, 2021 (Monday) |
| | | CLOSING DATE | 4 th May, 2021 (Tuesday) |

To,
Link Intime India Private Limited
Noble Heights, 1st floor, Plot No. NH2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058
Contact Person: Mr. Neeraj Jain | E-mail id: delhi@linkintime.co.in

Dear Sir/Madam,

Sub: Election Notice pursuant to the Composite Scheme of Amalgamation of Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited with Minda Industries Limited and their respective shareholders (hereinafter referred to as the "Scheme")

I/We refer to the Election Notice dated 1st April, 2021. I/We, the undersigned, have read the Election Notice, the Scheme and understood its contents and unconditionally accept the terms and conditions as mentioned therein.

I/We, holding the equity shares of Harita Limited / Harita Venu Private Limited / Harita Cheema Private Limited / as the case maybe ("**Harita Equity Shares**"), (kindly insert only 1 (one) tick mark against the company whose equity shares are held).

I/ We, opt for the ticked option and enclose herewith the details as specified in the Election Notice.

| DP Id/Client Id/Folio No. | Name of the Beneficiary/ Shareholder | No. of Equity Shares held as on Record Date | Entitlement Transferee Company Equity Shares / RPS | *Fractional Transferee Company Equity Shares / RPS |
|---------------------------|--------------------------------------|---|--|--|
| | | | | |

*The fractional entitlements shall be dealt with in terms of the Scheme. For further details please see Section B of the Election Notice "Details of the Share Entitlement and Options Available with Eligible Member".

Exercise of option - Please tick (✓) only one

| Option No. | Option | Please tick ONLY ONE (✓) |
|------------|---|--------------------------|
| I. | Receive equity shares (" Transferee Company Equity Share(s) ") of Minda Industries Limited of Rs. 2 each in accordance with the Share Entitlement Ratio, which shall be listed on a National Stock Exchange of India Limited and BSE Limited in India. | |
| OR | | |
| II. | Receive 0.01% Non-Convertible Redeemable Preference Shares (" Transferee Company RPS ") of Minda Industries Limited having a face value of Rs. 100 and a premium of Rs 21.25 each per redeemable preference share in accordance with the Share Entitlement Ratio which shall not be listed on any of the stock exchanges and redeemed at the expiry of 36 months from the date of allotment. | |

Yours faithfully,

| | Full name(s) of the holder | PAN | Signature(s) |
|-------------------|----------------------------|-----|--------------|
| First/Sole Holder | | | |
| Joint Holder 1 | | | |
| Joint Holder 2 | | | |

Note: In case of joint holdings, all holders must sign.

Place : _____

Date : _____

ELIGIBLE MEMBERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE RECEIVED BY THE REGISTRAR AFTER THE CLOSE OF THE ELECTION PERIOD i.e. 4th MAY, 2021 WILL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND SUCH ELIGIBLE MEMBERS SHALL AUTOMATICALLY FALL UNDER THE DEFAULT OPTION.

----- Tear along this line -----

Received from Mr./Ms./M/s. _____ Acknowledgement _____

Address _____

Dp id/Client id/Folio No. _____

Date of Receipt _____ Signature and stamp of Official _____

INSTRUCTIONS

1. PLEASE NOTE THAT FORM OF ACCEPTANCE OF ELECTION NOTICE SHOULD **NOT** BE SENT DIRECTLY TO THE COMPANY
2. The duly filled in Form of Acceptance should be submitted / couriered to the collection center of Link Intime India Private Limited ("Registrar") as mentioned in the Election Notice or to the e-mail address mentioned in Election Notice or posted using pre-paid business reply envelope enclosed and should reach the office of the Registrar by 5:00 P.M. on 4th May, 2021 being the last date under the Election Period. 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.
3. The Form of Acceptance is **NOT TRANSFERABLE**
4. Eligible Members to select **ONLY ONE** of the options available to them. Eligible Members are not permitted to revise their options once selected and submitted to the Registrar. If 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 10.15.4 of the Scheme.
5. Inconsistent or incomplete forms **SHALL** be **REJECTED**. All rejected forms shall automatically fall under the Default Option and shall be issued Transferee Company Equity Shares.
6. In case Registrar receives multiple forms from the Eligible Members for the same Folio No., then the form which is received first and complete in all aspect will be considered and remaining form(s) will be rejected.
7. The Eligible Members should note that the signature of the Eligible Members should match with the signature as per the records maintained by the Registrar. If the signatures do not match, the Form of Acceptance will be considered as not duly filled and such Eligible Members shall be issued Transferee Company Equity Shares as per the Default Option unless the subsequent formalities are fulfilled by such Eligible Member.
8. Any person signing the Form of Acceptance on the basis of power of attorney/ board resolution/any authority document, the certified copy of same should be annexed with this Form of Acceptance.
9. Eligible member holding shares in physical form shall mandatorily send to the Registrar of the Transferee Company all the requisite demat details including (i) Client Master List/Report of the demat account of the said Eligible member holding shares in physical form duly certified by Depository Participant; (ii) copy of cancelled cheque bearing the name of 1st share holder, and (iii) self-attested copy of PAN Card by post/courier/hand delivery at the collection center. The member should ensure that the name in demat account is appearing in the same sequence as registered in the index/record maintained by Harita Limited/ Harita Venu Private Limited/ Harita Cheema Private Limited, as the case maybe.
10. Those Eligible Members being allotted Transferee Company Equity Shares or Transferee Company RPS in physical form and who will be eligible to receive fractional entitlement(s) in terms of the Scheme, shall provide their bank account details, in which such Eligible Member wishes to receive fractional entitlements, to the Registrar including (i) original cancelled cheque bearing the name of first shareholder; and (ii) self-attested copy of PAN Card of first shareholder by post/courier/hand delivery to the Registrar at collection center as mentioned in the Election Notice, and the fractional entitlement shall be discharged to such Eligible Members by way of Account Payee Cheque (or) Demand Draft (or) Electronic mode.

DECLARATIONS

1. I/We refer to the Election Notice dated 1st April, 2021. I/We, the undersigned, have read the Election Notice, the Composite Scheme of Amalgamation and understood its contents and unconditionally accept the terms and conditions as mentioned therein;
2. I/We, holding the equity shares of Harita Limited / Harita Venu Private Limited / Harita Cheema Private Limited , as the case maybe ("**Harita Equity Shares**"), (kindly insert only 1 (one) tick mark against the company whose equity shares are held) , opt for the ticked option and enclose herewith the details as specified;
3. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Form of Acceptance and Election Notice, this may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us;
4. I/We hereby confirm that I have never sold or parted/dealt with, in any manner, the Harita Equity Shares tendered under the Form of Acceptance and these Harita Equity Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever;
5. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of Election Notice and Form of Acceptance and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations;
6. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

All future correspondence, if any, should be addressed to the Registrar at the following address:

Link Intime India Pvt Limited
Noble Heights, 1st floor, Plot No. NH2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058
Phone: 011-49411000 | Contact Person: Mr. Neeraj Jain | E-mail id: delhi@linkintime.co.in