

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 2737 4444 Fax: +91 124 2290676/95



NOTICE

Notice is hereby given that the 26th Annual General Meeting (AGM) of Minda Industries Limited (the Company) will be held on **Wednesday, August 8, 2018 at 3:30 p.m.** at LakshmiPat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016, to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2018 and the Reports of Board of Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend on Equity Shares

To declare final dividend of ₹ 1.60 per equity share and to approve an interim dividend of ₹ 1.20 per equity share, already paid, for the financial year ended March 31, 2018.

Item No. 3 - Appointment of Mr. Anand Kumar Minda, as Director, liable to retire by rotation

To appoint a Director in place of Mr. Anand Kumar Minda (DIN: 00007964), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - 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-M/17133), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid the remuneration of Rs. 3.50 Lakh 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 do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5 – Re-appointment of Mr. Alok Dutta, as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Alok Dutta (DIN: 02792147), Independent Non-Executive Director of the Company, whose term of 5 (five) consecutive years shall expire on March 31, 2019 and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Alok Dutta as a candidate for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 3 (three) consecutive years i.e. upto March 31, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6 – Re-appointment of Mr. Satish Sekhri, as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

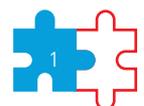
"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Sekhri (DIN: 00211478), Independent Non-Executive Director of the Company, whose term of 5 (five) consecutive years shall expire on March 31, 2019 and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Satish Sekhri as a candidate for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 3 (three) consecutive years i.e. upto March 31, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Tarun Kumar Srivastava
Company Secretary &
Compliance Officer

Place : Gurgaon, Haryana
Date : May 22, 2018





NOTES

A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on poll instead of himself/herself and proxy need not be a Member of the Company. Proxy form, in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed hereto. Proxies submitted on behalf of companies, must be supported by an appropriate resolution / authority, as applicable.

- i) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business(es) set out in the Notice to be transacted at the Meeting is annexed hereto.
- ii) The Register of Members and Share Transfer Books will remain closed from Thursday, August 2, 2018 to Wednesday, August 8, 2018 (Both days inclusive).
- iii) The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- iv) The register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- v) Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of the Statutory Auditors M/s B S R & Co., LLP, Chartered Accountants (LLP Registration No: 101248W/W-100022) was made by the members in their AGM held on August 11, 2016 for a period of three years i.e. from the conclusion of 24th AGM till the conclusion of 27th AGM, subject to ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of Auditors has been abandoned.
- vi) The Final Dividend of Rs. 1.60 per equity share, i.e. @ 80% on the paid-up share capital, for the financial year 2017-18, 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 Thursday, July 12, 2018;
 - b) As Members on the Register of Members of the Company as on Thursday, July 12, 2018.
- vii) 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.
- During the financial year 2017-18, the Company had transferred the unclaimed dividend on the Equity Shares for the year 2009-10 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.
- viii) 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 Pvt. Ltd.
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, New Delhi-110028
- ix) Members are requested to bring the duly filled Attendance Slip to attend the Meeting and notify the change in the address, if any, on or before August 2, 2018, so that the dividend warrant can be delivered to new address.



- x) Members desiring any information/clarification on the Financial Statements are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of AGM.
- xi) 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.
- Members holding shares in physical mode are requested to take the benefits of dematerialization 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) (Fourth Amendment) Regulations, 2018 w.e.f. December 5, 2018, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.
- xii) The Registrar & Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028. Interested members may send request for physical share transfer as well as dematerialization of shares through Depository Participant to M/s. Link Intime India Pvt. Ltd. at its given address.
- xiii) Electronic copy of the Annual Report for FY 2017-18 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2017-18 is being sent through permitted mode.
- xiv) Electronic copy of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 26th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
- xv) Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website www.unominda.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email id: investor@mindagroup.com.
- xvi) Voting through electronic means:
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), Secretarial Standard-2 on General Meeting and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - The remote e-voting period commences on **August 5, 2018 (9.00 am)** and ends on **August 7, 2018 (5.00 pm)**. During this period, members of the



company, holding shares either in physical form or in dematerialized form, as on cut-off date of **August 1, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

- e) The process and manner of remote e-voting are as under :-

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:
- (1) Open email and open PDF file viz. "Minda e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (2) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (3) Click on Shareholder - Login
 - (4) Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 - (5) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (6) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (7) Select "EVEN" of Minda Industries Limited.
 - (8) Now you are ready for e-voting as Cast Vote page opens.
 - (9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (10) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (11) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (12) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized

to vote, to the Scrutinizer through e-mail to contact@cssanjaygrover.in or evoting@mindagroup.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy]:

- (1) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) User ID
Password/PIN
- (2) Please follow all steps from Sl. No. xvi) e) A(2) to (12) above, to cast vote.

- xvii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- xviii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- xix) You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication.
- xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 1, 2018.
- xxi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. August 1, 2018, may obtain login ID and password by sending a request at evoting@nsdl.co.in or evoting@mindagroup.com; investor@mindagroup.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password by using "Forgot User Details/Password" option available at www.evoting.nsdl.com.
- xxii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only i.e. August 1, 2018 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot. Any person who is not a member on the cut-off date should treat the notice for information purposes only.



- xxiii) Mr. Sanjay Grover, Managing Partner (C.P. No. 3850) of M/s Sanjay Grover & Associates, Companies Secretaries, New Delhi, failing him, Mr. Devesh Kumar Vasisth, Partner (C.P. No. 13700) of M/s Sanjay Grover & Associates, Companies Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process and polling process at the venue of AGM in a fair and transparent manner.
- xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty-eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxvi) The results declared alongwith the consolidated scrutinizer's report shall be placed on the website(s) of the Company www.unominda.com and NSDL at www.nsdl.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- xxvii) All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 26th Annual General Meeting of the Company.
- xxviii) Any member who has voted by Remote e-voting, cannot vote at the meeting;
- xxix) Attendance Slip, Proxy Form and the route map is annexed with the Notice.

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

Item No. 4

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 the financial year 2018-19 at a remuneration of Rs. 3.50 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

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 for approval by the members.

Item no. 5

In accordance with the provisions of Section 149, 150, 152 read with Schedule IV to the Act and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), re-appointment of an Independent Director requires approval of members through Special Resolution. The Board of Directors has proposed Mr. Alok Dutta (DIN: 02792147), be reappointed as an Independent Director on the Board of the Company for a second term of 3 (three) consecutive years i.e. upto March 31, 2022.

The re-appointment of Mr. Dutta, shall be effective from April 1, 2019 upon approval by the members. His existing tenure is up to March 31, 2019. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dutta for his reappointment. Mr. Dutta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Dutta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the



Act and under the Listing Regulations. In the opinion of the Board, Mr. Dutta fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dutta is independent of the management and possesses appropriate skills, experience and knowledge. The reappointment has been made on the basis of performance evaluation of Mr. Alok Dutta (DIN: 02792147) which is found satisfactory to the board.

Details of Mr. Alok Dutta are provided in below mentioned table pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for reappointment of Mr. Alok Dutta as an Independent Director on the Board of the Company.

Except Mr. Alok Dutta, his relatives, to the extent of their shareholding interest, if any, in the Company, none of other 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 Special resolution for approval by the members.

Item no. 6

In accordance with the provisions of Section 149, 150, 152 read with Schedule IV to the Act and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), re-appointment of an Independent Director requires approval of members through Special Resolution. The Board of Directors has proposed Mr. Satish Sekhri (DIN: 00211478), be appointed as an Independent Director on the Board of the Company for a second term of 3 (three) consecutive years i.e. upto March 31, 2022.

The re-appointment of Mr. Sekhri, shall be effective from April 1, 2019 upon approval by the members. His existing tenure is up to March 31, 2019. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sekhri for his re-appointment. Mr. Sekhri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sekhri that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Sekhri fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sekhri is independent of the management and possesses appropriate skills, experience and knowledge. The reappointment has been made on the basis of performance evaluation of Mr. Satish Sekhri (DIN: 00211478) which is found satisfactory to the board.

Details of Mr. Satish Sekhri are provided in the below mentioned table pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice for reappointment of Mr. Satish Sekhri as an Independent Director on the Board of the Company.

Except Mr. Satish Sekhri, his relatives, to the extent of their shareholding interest, if any, in the Company, none of other 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. 6 of the Notice.

The Board recommends the Special resolution for approval by the members.



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

Particulars	Mr. Anand Kumar Minda	Mr. Alok Dutta	Mr. Satish Sekhri
DIN	00007964	02792147	00211478
Date of Birth	April 6, 1952	November 18, 1946	March 28, 1950
Age	66 years	71 years	68 years
Qualification	B.Sc.	B.Tech and CWA	BE and MBA
Experience (including expertise in specific functional area)/Brief Resume	He has over 37 years of experience in financial control, reviews, manufacturing, and project management.	He accomplished a brilliant career of 44 years in the Automotive Industry highlighted by truly outstanding achievements.	He is having more than 45 years of experience in Automotive Industry and also holds position of executive committee member of professional bodies.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Date of first appointment on the Board	April 14, 2011	October 29, 2009	September 29, 2010
Shareholding in the Company as on March 31, 2018	Holding 18,000 equity shares (0.02 %)	-----	Holding 700 equity shares (0.0008%)
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	As disclosed in Board's Report	As disclosed in Board's Report	As disclosed in Board's Report
Directorships of other Boards as on March 31, 2018	Minda Finance Limited, Shankar Moulding Limited, Maa Rukmani Devi Auto Private Limited, Minda Nabtesco Automotive Private Limited, Minda TG Rubber Private Limited, Minda Distribution and Services Limited, Minda Kyoraku Limited, Minda TTE Daps Private Limited, Minda Realty & Infrastructure Limited, Minda Investments Limited, Mindarika Private Limited and Minda Mindpro Limited	Minda Kyoraku Limited and Engineering First Enterprises Private Limited	Rico Auto Industries Limited, Minda Distribution and Services Limited, Rico Aluminium and Ferrous Auto Components Limited, Minda Storage Batteries Private Limited, Rinder India Private Limited, and Minda TG Rubber Pvt. Limited



Membership / Chairmanship of Committees of other Boards as on March 31, 2018	---	<u>Minda Kyoraku Limited</u> <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination & Remuneration Committee - Chairman	<u>Rico Auto Industries Limited</u> <ul style="list-style-type: none">• Audit Committee – Member• Nomination & Remuneration Committee – Member <u>Minda Distribution and Services Limited</u> <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination & Remuneration Committee – Chairman <u>Rinder India Private Limited</u> <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination & Remuneration Committee – Chairman <u>Minda Storage Batteries Private Limited</u> <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination & Remuneration Committee – Chairman <u>Rico Aluminium and Ferrous Auto Components Limited.</u> <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination & Remuneration Committee – Chairman
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By Order of the Board
For **Minda Industries Limited**

Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Place : Gurugram, Haryana
Date : 22 May 2018





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 2737 4444 Fax: +91 124 2290676/95

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Shareholder : _____
Address : _____

Folio No./Client ID/DP ID : _____

I/We being the member(s), holding _____ shares of the above named company hereby appoint:

1. Name : _____
Address : _____
Email ID : _____, or failing him / her _____
Signature : _____

2. Name : _____
Address : _____
Email ID : _____, or failing him / her _____
Signature : _____

3. Name : _____
Address : _____
Email ID : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting to be held on Wednesday, August 8, 2018 at 3:30 p.m. at LakshmiPat Singhania Auditorium, Opposite Asian Games Village New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl. No.	Resolutions	Type of	Optional*	
			For	Against
		Resolution		
1	Adoption of Financial Statements (including the Consolidated Financial Statements)	Ordinary		
2	Declaration of Dividend on Equity Shares	Ordinary		
3	Appointment of Mr. Anand Kumar Minda, as Director, liable to retire by rotation	Ordinary		
4	Remuneration to M/s Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company	Ordinary		
5	Reappointment of Mr. Alok Dutta, as an Independent Director	Special		
6	Reappointment of Mr. Satish Sekhri, as an Independent Director	Special		

Signed this _____ day of _____ 2018.

Signature of Shareholder: _____

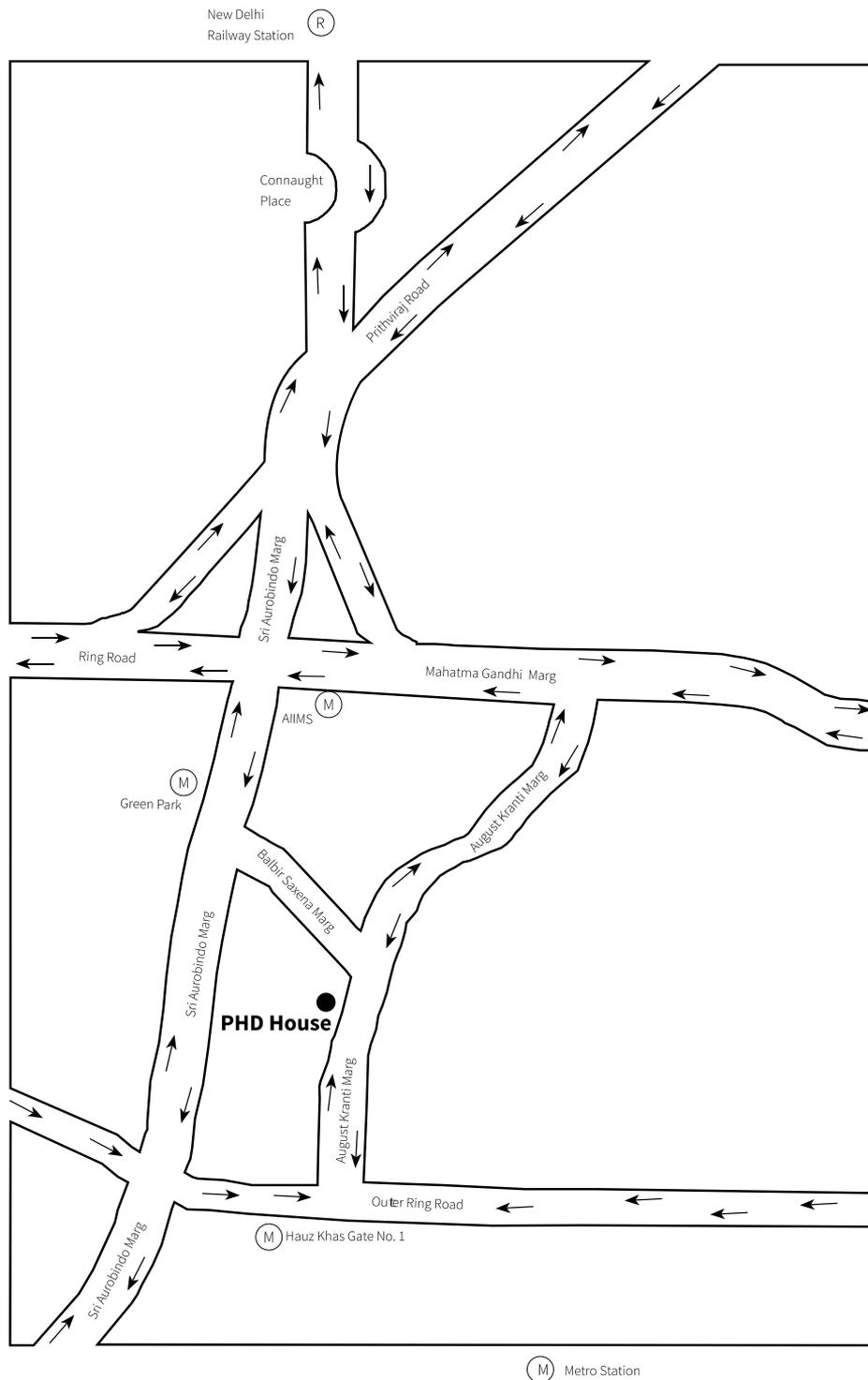
Signature of proxy Holder(s): _____

**Affix
Revenue
Stamp**

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolutions, explanatory statements and Notes, please refer to the Notice of 26th Annual General Meeting.
- 3) *It is optional to put 'X' in the appropriate column for the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate
- 4) Please complete all details including details of member(s) in the above box before submission.

ROUTE MAP TO THE AGM VENUE





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 2737 4444 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 26th **Annual General Meeting** of the Company to be held on **Wednesday, August 8, 2018 at 3:30 p.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
- 2) Electronic copy of the Annual Report for 2017-18 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3) Physical copy of the Annual Report for 2017-18 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN
108664		

Note: Please read instructions given at note No. xvi of the Notice of the 26th Annual General Meeting, carefully before voting electronically.