

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

Date : 27/05/2022

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

Sub: Submission of Postal Ballot Notice - seeking approval of the Shareholders**Ref: - Our earlier communication dated 24 May, 2022.**

Dear Sirs,

Pursuant to Regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 24 May, 2022, alongwith the explanatory statement, postal ballot form and e-voting instructions form. We wish to state that: -

- 1) The soft copy of the aforesaid notice has been sent to those shareholders, whose e-mail address is registered with the depositories and company's registrar and share transfer agents; and
- 2) The physical copy of the aforesaid notice is under despatch, for those shareholders who have not registered their e-mail address;

seeking approval of the shareholders for the following Businesses, as set out in the said Postal Ballot Notice:

- 1) Appointment of Mr.Rajiv Batra (DIN: 00082866) as an Independent Director of the Company (Special Resolution).
- 2) Appointment of Mr.Satish Balkrishna Borwankar (DIN: 01793948) as an Independent Director of the Company (Special Resolution).
- 3) Amendment to UNOMINDA Employee Stock Option Scheme, 2019 (Special Resolution).
- 4) To consider and approve the change in name of the Company from Minda Industries Limited to UNO Minda Limited (Special Resolution).
- 5) Alteration in the Memorandum of Association of the Company (Special Resolution).
- 6) Adoption of Amended and restated Articles of Association of the Company (Special Resolution).
- 7) To approve the Raising of Funds of upto Rupees 1000 Crores through issue of Debt Securities in one or more tranches (Special Resolution).
- 8) To approve the issue of Bonus Shares (Ordinary Resolution)

It is stated that the remote e-voting period commences on Tuesday, 31 May, 2022 at 9.00 a.m. onwards and will end on Wednesday, 29 June, 2022 at 5.00 p.m. The copy of the Postal Ballot Notice alongwith the explanatory statement is also being made available on the website of the Company www.unominda.com

Thanking you,

Yours faithfully,
Minda Industries Ltd.
Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Encl: as above.





Minda Industries Limited

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Tel: +91 11 49373931/+91 124 2290427/28: Fax + 91 124 2290676 / 2290695

Website: www.unominda.com; E-mail: csmil@mindagroup.com

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended}

Dear Member(s),

Notice is hereby given to the members of Minda Industries Limited (the "Company") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, if any, the Company hereby seeks your approval in respect of the special businesses as set out hereunder by passing resolutions through Postal Ballot/ Electronic Voting (remote e-voting).

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through Postal Ballot/ e-voting. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed to this Notice.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Devesh Kumar Vasisht (FCS No. 8488, C.P.No.: 13700), Partner of M/s Sanjay Grover & Associates, Company Secretaries as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by Post.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities to members of the Company. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he / she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting as well as sends his / her vote through physical vote, then the vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall be considered invalid by the Scrutinizer.

The e-voting facility is available at the link <https://evoting.nsdl.com>. Please refer the instructions for e-voting given after the proposed resolutions, for the process and manner in which e-voting is to be carried out.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed on the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before 5:00 p.m. on Wednesday, June 29, 2022. Any unsigned Postal Ballot Form will be rejected. Please note that any Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received. Further Members who choose to vote electronically instead of sending their assent or dissent through physical ballot, are requested to carefully read the instructions of this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. Wednesday, June 29, 2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the Company Secretary of the Company, duly authorised by the Chairman & Managing Director. The results of the Postal Ballot will be announced on Thursday, June 30, 2022 at 4.30 P.M. at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 by the Chairman & Managing Director or in his absence by Company Secretary authorised by the Chairman & Managing Director.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. Subsequently, the results of the Postal Ballot shall also be published in at least one English newspaper and one vernacular language newspaper. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.unominda.com) as well as on NSDL website- www.evoting.nsdl.com. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. . Wednesday, June 29, 2022.

SPECIAL BUSINESSES:

1. APPOINTMENT OF MR. RAJIV BATRA (DIN: 00082866) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Rajiv Batra (DIN: 00082866), who was appointed as an Additional Director on the Board of the Company w.e.f. April 1, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 2 (two) consecutive years with effect from April 1, 2022 up to March 31, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

2. APPOINTMENT OF MR. SATISH BALKRISHNA BORWANKAR (DIN: 01793948) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Satish Balkrishna Borwankar (DIN: 01793948), who was appointed as an Additional Director on the Board of the Company w.e.f. April 12, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 3 (three) consecutive years with effect from April 12, 2022 up to April 11, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

3. AMENDMENT TO UNOMINDA EMPLOYEE STOCK OPTION SCHEME, 2019

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other rules, regulations, circulars and guidelines as may be applicable and subject to such approvals, consents, permissions and approvals as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“the Board”), which term shall include its duly empowered Committee(s) constituted/ to be constituted by it including the Nomination and Remuneration Committee (“NRC”) to exercise its powers including the powers conferred by this resolution), the approval of the Members be and is hereby accorded to amend the following clauses of Unominda Employee Stock Option Scheme, 2019 (“Scheme”) of the Company in the following manner:

- (I) In the preamble of the Scheme after the word “March 25, 2019” the following line shall be inserted:
“and further modified by shareholders by way of special resolution passed on June 29, 2022 through postal ballot”
- (II) A new Clause 2.1A be inserted after the existing Clause 2.1 in the Scheme as under:
2.1A Associate Company in reference to the Company, shall have the same meaning ascribed to it in the Companies Act, 2013;
- (III) The existing Clause 2.11 entirety be substituted by the new Sub clause in the Scheme as under:
2.11 Employee means:
 - (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
 - (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
 - (iii) an employee as defined in sub-clauses 2.11(i) or 2.11(ii) of the group Company including Subsidiary or its Associate Company, in India or outside India, but does not include—
 - (a) an employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;
- (IV) A new Clause 2.18A be inserted after the existing Clause 2.18 in the Scheme as under:
2.18A Group Company in reference to the Company, shall have the same meaning ascribed to it in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

- (V) The existing Clause 2.31 entirety be substituted by the new Sub clause in the Scheme as under:
2.31 SEBI (SBEB) Regulations means the SEBI (Share Based Employee Benefits) Regulations 2014 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any statutory amendments, modifications and reenactment thereof.
- (VI) The word “SEBI (SBEB) Regulations-2014” wherever appearing shall be replaced by “SEBI (SBEB) Regulations” in the Scheme.
- (VII) In Clause 4.1 of the Scheme after the word “Shareholders” and before the word “(Effective Date)” the word “on March 25, 2019” shall be inserted.
- (VIII) In the Clause 5.1 of the Scheme after the word “Postal Ballot” the following line shall be inserted:
“and further modified by shareholders by way of special resolution passed on June 29, 2022 through postal ballot”
- (IX) In the Clause 17.10 of the Scheme after the words “Mr. Anand Kumar Minda,” the word “Director” shall be inserted and the word “Member Nomination and Remuneration” shall be deleted.

RESOLVED FURTHER THAT any one of the Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme and also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/ Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such necessary steps and decisions in this regard.”

4. TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13, 14 and 15 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any of the Companies Act 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval(s) as may be necessary for the Company in this regard, the consent of the Members be and is hereby accorded to change the name of the Company from **“Minda Industries Limited”** to **“UNO Minda Limited”**.

“RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the name **“Minda Industries Limited”** whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name **“UNO Minda Limited”**

“RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, forms, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or Central Registration Centre (CRC) or Regional Director or such other Authority in respect of any matter(s) arising from or incidental to the said amendment and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution.”

5. ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause I i.e. Name Clause of the Memorandum of Association of the Company, by substituting the same with the following:

The Name of the Company is UNO Minda Limited.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (hereinafter referred as “the Act”) and all other applicable provisions, if any and read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), Clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred as “the rules”) and such other approval(s), permissions and sanctions of Registrar of Companies, and other competent authorities, departments or bodies as and to the extent necessary under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for adopting the new set of Memorandum of Association (the “MOA”) in line with Companies Act, 2013 and effecting the following alterations in the existing MOA of the Company by substitution / deletion of certain clauses in the following manner:

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ARE”

- (ii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE":
- (iii) The existing Clause III (C) comprising clauses 1 to 48 are deleted permanently.
- (iv) The existing Clause IV of the MOA be substituted with the following clause:

"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) be hereby authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

6. ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Ministry of Corporate Affairs, Government of India, for the time being in force), and such other approvals, as may be required from the relevant Authorities, the consent of the members be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company as uploaded on the website of the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby also accorded to alter the reference of name of the Company appearing in the Articles of Association of the Company so adopted with new name i.e. '**UNO Minda Limited**, subject to the other necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) be hereby authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

7. TO APPROVE THE RAISING OF FUNDS OF UPTO RUPEES 1000 CRORES THROUGH ISSUE OF DEBT SECURITIES IN ONE OR MORE TRANCHES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 180 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) applicable regulations of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or invitation(s) to subscribe to secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other permissible Debt Securities, on private placement basis, in one or more tranches, during a period of one year from the date of passing of Special Resolution, for a sum not exceeding Rs.1,000 crore (Rupees One Thousand Crore Only) on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee(s), director(s) and/or officer(s) of the Company, to give effect to the resolution."

8. TO APPROVE THE ISSUE OF BONUS SHARES

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI), as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company, the recommendation of the Board of Directors of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be required in this regard, approval of the members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred to the Board by virtue of this resolution), for capitalization of such sums standing to the credit of Free Reserves/ Securities Premium/ Capital Redemption Reserve, as may be considered appropriate by Board, for the purpose of issue of Bonus Shares of the Company of Rs. 2 (Rupees Two) each as fully paid-up Bonus Shares to the shareholders who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 2 (Rupees Two) each of the Company, in the proportion of 1 (One) New Equity Share for every 1 (One) existing Equity Share held by such shareholders.

RESOLVED FURTHER THAT the Bonus Shares of Rs. 2 (Rupees Two) each to be allotted, shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares except that these Bonus shares shall not be eligible for the Final Equity Dividend for the year ended March 31, 2022.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing Equity Shares in electronic form, and for others who do not have valid Demat account, shares will be credited/ issued as per applicable provisions of the Companies Act, 2013 and SEBI Regulations within the period prescribed.

RESOLVED FURTHER THAT pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, with respect to the employee stock options outstanding, as on the record date/ book closure dates, under the Employee Stock Option Scheme, 2019 of the Company, the Board or its Committee, be and is hereby authorised to make appropriate adjustments with respect to the exercise price and the number of stock options and decide on the allotment of such number of additional stock options as bonus options to the employees who have been granted stock options in the same proportion as the bonus equity shares being issued.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT that for the purposes of giving effect to the bonus issue of equity shares, underlying bonus stock options under the UNOMINDA Employee Stock Option Scheme, 2019, of the Company as resolved herein before, the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.”

Registered Office:

Minda industries Limited
B-64/1, Wazirpur Industrial Area, Delhi-110052
CIN:L74899DL1992PLC050333

**By order of the Board of
Minda Industries Limited**

Date : 24.05.2022

Place : Gurugram

Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994

Notes:

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts concerning to Resolutions are annexed hereto.
- 2) A Postal Ballot Form along with pre-paid postage self-addressed business reply envelope is attached hereto. A member entitled to vote is advised to fill in and sign the Postal Ballot form and send it to the Scrutinizer.
- 3) The Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on May 13, 2022 (cut-off date). Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Members as on the date.
- 4) The Company is pleased to offer e-voting facility as an alternate option, for all its members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. The e-voting facility for Postal Ballot will be available from Tuesday, May 31, 2022 at 9.00 A.M. (IST) to Wednesday, June 29, 2022 upto 5.00 P.M. (IST).
- 5) Voting through postal ballot or e-voting shall not be allowed beyond the said date and time as mentioned above in point no. (4).

- 6) If the members have voted in both physical as well as electronic modes, votes cast by way of e-voting would be considered valid.
- 7) The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the 'cut-off date and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA"). Physical copy of the Notice and Postal Ballot Form are being sent to those Members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope.
- 8) A member cannot exercise his vote by proxy on Postal Ballot.
- 9) The Results of the Postal Ballot will be announced on Thursday, June 30, 2022 at 4.30 P.M. at Registered Office of the Company and will be published through press advertisement for information of the Members. The result will also be placed at the website of the company at www.unominda.com besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. on which the shares of the Company are listed.
- 10) E-voting procedure is mentioned separately in e-voting instruction form attached with this Notice.
- 11) Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote for the proposed resolutions which requires consent of the shareholders.
- 12) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
- 13) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 14) This Postal Ballot notice is uploaded on the website of the Company i.e. www.unominda.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rajiv Batra (DIN: 00082866), as an Additional Director in the category of Independent Director of the Company, with effect from April 1, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013.

Mr. Rajiv Batra (aged 67 years), is Chartered Accountant from ICAI and Economics Honors graduate from Shriram College of Commerce, Delhi. He is a seasoned professional with over four decades of experience in Finance and Accounting across India and US. He is a passionate business leader helping them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding.

Working Experience

Modi Xerox (Xerox Inc.): Mr. Batra was employed for 15 Years in Modi Xerox, which eventually became Xerox Inc., a pioneering highly successful joint venture in India, as one of the first founding employees of the Finance Function. He got inevitable varied exposures in all facets of Finance, Treasury, Planning and Analysis, Control, Audit and Governance including interacting with the Independent Directors of the listed venture.

Digital Equipment as Chief Financial Officer in 1993: In 1993, he joined as CFO of Digital Equipment India Ltd. in Bangalore, India, a subsidiary of US \$12 Billion listed Corporation. He was engaged in collaborating across peer leadership as well as working teams, assimilating technologies and participating as a strong Finance/business partner -leading the commercial function as well as the facilities function while growing market share and revenues. Then the operation of DEC was acquired by Compaq/HP.

Xerox Inc. as CFO in 1999: He again joined Xerox Inc. in New Delhi in 1999 as the Chief Financial Officer of this benchmark business and eventually to Xerox Inc. based at Stamford Connecticut USA- as Head for Controls across Developing Markets and in less than 18 months moved as CFO for the Developing markets.

Cummins India, as CFO in 2004: Mr. Batra joined Cummins India, Pune, as CFO in 2004 and he started to almost rebuild the Finance function in India, as the first change in restructuring the entire management of the Company, under a demanding business Leader, who was then building a new management team. In addition to Finance he was entrusted the Corporate Strategy Leadership for five years at a time when this function was extremely active, the IT portfolio for even a longer period as Cummins implemented the Oracle platform and its suite of products.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulation, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Rajiv Batra as an Independent Director of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying intention to propose the candidature of Mr. Rajiv Batra for the office of Independent Director of the Company.

The Company has received declaration from Mr. Rajiv Batra that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations and he has also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

The Board is of the view that, given the knowledge and rich experience of Mr. Rajiv Batra his appointment will be of immense benefit

and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Rajiv Batra as an Independent Director for a period of two years with effect from April 1, 2022 to March 31, 2024 and recommends the Special resolution as set out in the Notice for approval of Members.

Mr. Rajiv Batra is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director. The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Mr. Rajiv Batra is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Rajiv Batra, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 1 of the Notice.

Item No. 2:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Satish Balkrishna Borwankar (DIN: 01793948), as an Additional Director in the category of Independent Director of the Company, with effect from April 12, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013.

Mr. Satish Balkrishna Borwankar (Aged 70 years) is a B-Tech (Hons.)- Mechanical Engineering, of 1974 batch of IIT Kanpur. He started his carrier with Tata Motors from 1974 as a Graduate Engineer Trainee. He acquired wide experience of working in automobile industry, particularly in manufacturing and quality functions of commercial vehicles & passenger vehicles of Tata Motors Ltd.

Mr. Borwankar worked in various executive positions, for overseeing and implementing product development, manufacturing operations and quality assurance of commercial & passenger vehicle business of Tata Motors Ltd. He played significant role in setting up some of the green field projects in Tata Motors Ltd. He superannuated from Tata Motors Ltd. as Executive Director & Chief Operating Officer after serving the said organisation for 45 years.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Satish Balkrishna Borwankar as an Independent Director of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying intention to propose the candidature of Mr. Satish Balkrishna Borwankar for the office of an Independent Director of the Company.

The Company has received declaration from Mr. Satish Balkrishna Borwankar that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations and he has also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

The Board is of the view that, given the knowledge and rich experience of Mr. Satish Balkrishna Borwankar particularly in automobile sector, his appointment will be of immense benefit and in the best interest of the Company. The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Satish Balkrishna Borwankar as an Independent Director for a period of three years with effect from April 12, 2022 to April 11, 2025 and recommends the Special resolution as set out in the Notice for approval of Members.

Mr. Satish Balkrishna Borwankar is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

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

Mr. Satish Balkrishna Borwankar is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Satish Balkrishna Borwankar, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 2 of the Notice.

Item No. 3:

In today's competitive world, the employees of a Company are one of its most important resource and asset. Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan.

Minda Industries Limited ("Company") adopted the Unominda Employee Stock Option Scheme, 2019 or UNOMINDA ESOS-2019 ("Scheme"), which is being implemented by the Company.

SEBI vide its notification dated August 13, 2021 amended and merged the SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Issue of Sweat Equity) Regulations, 2002 into a single regulation called SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As per this amended regulations, the definition of employees also covered the employees of the group companies including the associate companies & subsidiaries companies and removed the word permanent from the nature of employee. Accordingly, it is proposed to amend the existing definition of "Employees" in the Scheme to cover the employee of the group companies including its associate companies and subsidiary companies.

a) **Key Variations in the ESOP Scheme:**

Details of the key variations proposed to the ESOP Scheme are provided below:\

S. No.	Clause No.	Existing clause of ESOP Scheme	Proposed changes in ESOP Scheme
1	Preamble	This Scheme (defined hereunder) has been formulated and approved, on the recommendation of Nomination and Remuneration Committee (NRC), by the Board (defined hereunder) of the Company (defined hereunder) in its meeting held on February 6, 2019 and approved by the shareholders by way of special resolution passed on March 25, 2019.	This Scheme (defined hereunder) has been formulated and approved, on the recommendation of Nomination and Remuneration Committee (NRC), by the Board (defined hereunder) of the Company (defined hereunder) in its meeting held on February 6, 2019 and approved by the shareholders by way of special resolutions passed on March 25, 2019 and further modified by shareholders by way of special resolution passed on June 29, 2022 through postal ballot.
2	2.1 A	-	Definition of Associate Company Under the ESOP Scheme, definition of 'Associate Company' shall be inserted as follows: "Associate Company in reference to the Company, shall have the same meaning ascribed to it in the Companies Act, 2013;"
3	2.11	Definition of Employee Under the ESOP Scheme, 'Employee' has been defined as follows: Employee means: 2.11.1 a permanent employee of the Company who has been working in India or outside India; or 2.11.2 a director of the Company, whether a whole-time director or not but excluding an independent director; or 2.11.3 an employee as defined in clause 2.11.1 and Clause 2.11.2 of a Subsidiary in India or outside India; but does not include: (a) an employee who is a Promoter or a person belonging to the Promoter Group of the Company; (b) a director who either himself or through his relative or through anybody corporate directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.	The definition of employee is proposed to align it to the amended Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Accordingly, the definition of Employees shall be revised as follows: "Employee means: 2.11(i) an employee as designated by the Company, who is exclusively working in India or outside India; or 2.11(ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or 2.11(iii) an employee as defined in sub-clauses 2.11(i) or 2.11(ii) of the group Company including Subsidiary or its Associate Company, in India or outside India, but does not include— (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;"
4	2.18A	-	Definition of Group Company Under the ESOP Scheme, definition of 'Group Company' shall be inserted as follows: "Group Company in reference to the Company, shall have the same meaning ascribed to it in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021."

5	2.31	Definition of SEBI (SBEB) Regulations SEBI (SBEB) Regulations means the SEBI (Share Based Employee Benefits) Regulations 2014 and shall include any statutory amendments and modifications.	Definition of SEBI (SBEB) Regulations shall be modified as under: 2.31 SEBI (SBEB) Regulations means the SEBI (Share Based Employee Benefits) Regulations 2014 to the extent applicable and Securities and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any statutory amendments, modifications and reenactment thereof.
6			The word “SEBI (SBEB) Regulations-2014” wherever appearing shall be replaced by “SEBI (SBEB) Regulations in the Scheme.
7	4.1	The Scheme applies only to Eligible Employees. This Scheme shall become effective from the date of approval of the Scheme by the Shareholders (“Effective Date”).	In Clause 4.1 of the Scheme after the word “Shareholders” and before the word “(Effective Date)” the word “on March 25, 2019” shall be inserted as under: The Scheme applies only to Eligible Employees. This Scheme shall become effective from the date of approval of the Scheme by the Shareholders on March 25, 2019 (“Effective Date”).
8	5.1	The maximum aggregate number of Options that may be granted and thereby the issuance of Shares under the Scheme shall not exceed 3% (three percent) of the paid-up share capital of the Company (relating to the Shares) as on the Effective Date (“ Plan Pool ”), on such terms and conditions, as is approved by the Shareholders on March 25, 2019 by passing Special Resolutions through Postal Ballot	In the Clause 5.1 of the Scheme after the word “Postal Ballot” the following line shall be inserted: “and further modified by shareholders by way of special resolution passed on June 29, 2022 through Postal Ballot” Revised clause 5.1 of the Scheme shall be read as under: The maximum aggregate number of Options that may be granted and thereby the issuance of Shares under the Scheme shall not exceed 3% (three percent) of the paid-up share capital of the Company (relating to the Shares) as on the Effective Date (“Plan Pool”), on such terms and conditions, as is approved by the Shareholders on March 25, 2019 by passing Special Resolutions through Postal Ballot and further modified by shareholders by way of special resolution passed on June 29, 2022 through Postal Ballot.
9	17.10	In the notice of corresponds clause Under ESOP scheme, the designation of Mr. Anand Kumar Minda is mentioned as Member-Nomination & Remuneration Committee	In clause 17.10 of the scheme after the words “Mr. Anand Kumar Minda,” the word “Director” shall be inserted and the word “Member Nomination and Remuneration” shall be deleted.

b) Rationale for the variation of the ESOP Scheme:

- (i) The amendments, including those mentioned herein, are proposed to be undertaken in order to comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 on the listing of the Company’s shares, and make corresponding changes in the ESOP Scheme.
- (ii) The proposed amendments also contain certain editorial changes.
- (iii) The proposed amendments are not detrimental to the interests of the current grantees of the Company.

c) Details of the employees who are beneficiaries of such variation:

All eligible employees to whom the Options have been granted or will be granted under the ESOP Scheme.

Further, the Company shall comply with the applicable accounting standards.

The Board recommends the above resolution to the shareholders for their approval as Special Resolution.

A copy of amended ESOP Scheme of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day and are also available on the website of the Company at <https://www.unominda.com/>.

Mr. Ravi Mehra Dy. Managing Director and Mr. Sunil Bohra Group CFO of the Company, are deemed to be concerned or interested, to the extent of Options granted / to be granted pursuant to the ESOP Scheme and to the extent of their shareholding in the Company, if any. None of the 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. 3 of the Notice.

The disclosure in terms of the part C of the schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits

and Sweat Equity) Regulations, 2021:

S. No.	Particular	Details
a)	Brief description of the scheme(s);	This Scheme is called the UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019 ("the Scheme") enables the Company to grant Options to Eligible Employees (as selected by the Nomination and Remuneration Committee) subject to applicable law and terms and conditions of the Scheme, the Eligible Employees shall be entitled to subscribe to the Equity Shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") as is determined by the Nomination and Remuneration Committee and payment of Exercise Price. Thus, the Scheme is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company. The objectives of the Scheme are: a) create a sense of ownership and participation amongst the Employees; b) motivate the Employees with incentives and reward opportunities; c) drive entrepreneurship mindset of value creation for the organization; d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and e) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company
b)	The total number of options, shares or benefits, as the case may be, to be offered and granted;	The maximum number of Equity Shares that could be allotted pursuant to exercise of Options under the Scheme to the Eligible Employees shall not cumulatively exceed 78,66,500 Options (Seventy Eight Lakh Sixty Six thousand five hundred only) Equity Shares (which is approx. 3% of the number of issued, subscribed and paid up equity share capital of the Company as on the date of initial approval of the Scheme i.e. March 25, 2019). In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, the Nomination and Remuneration Committee, shall at its sole and absolute discretion and determination, however, subject to applicable law, undertake a fair and reasonable adjustment to the plan pool and/or Options / terms of Option grant including but not limited to the Vesting Criteria, Exercise Price granted to the Eligible Employee under the Scheme.
c)	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	The Nomination and Remuneration Committee shall make grants of Option to an Eligible Employee only. The term "Eligible Employee" means an Employee, selected by the Nomination and Remuneration Committee at its sole and absolute discretion, who fulfils the eligibility criteria as determined by the Nomination and Remuneration Committee. For the purposes of the Scheme, Employee shall mean: (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in (i) or (ii) of the group Company including Subsidiary or its Associate Company, in India or outside India of the company, but does not include— (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;
d)	Requirements of vesting and period of vesting;	The Options granted shall vest in accordance with the terms of each grant under the Scheme, so long as the Eligible Employee continues to be in the employment of the Company or the Group Company including Subsidiary or its Associate Company, as the case may be. The Nomination and Remuneration Committee depending upon the performance of the Eligible Employee, expertise of the Eligible Employee, achievement or expected achievement of key performance indicators by the Eligible Employee, terms of employment of the Eligible Employee amongst other factors shall determine the vesting criteria/period. However, subject to the terms and conditions of the Scheme and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the period of Vesting shall be minimum one year. The vesting of Option could be accelerated by the Nomination and Remuneration Committee, at its sole and absolute discretion but in all cases in compliance with applicable laws.

e)	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / benefits shall be vested;	The period of vesting will be determined by the Nomination and Remuneration Committee at the time of grant of options and will be detailed in the letter of grant and the maximum Vesting Period shall be 7 years. The vesting could be accelerated by the Nomination and Remuneration Committee at its sole discretion but in all cases in compliance with applicable law.
f)	Exercise price, purchase price or pricing formula;	The Exercise Price shall be determined by the Nomination and Remuneration Committee in its sole and absolute discretion which could either be 2 (two)-week volume weighted average price of the Equity Shares on the National Stock Exchange of India Ltd. prior to the grant of the Options or such other formula it may determine. In any event, the Exercise Price will not be below the par value of the Equity Shares. The Nomination and Remuneration Committee will in accordance with the Scheme and applicable laws lay down the procedure for making a fair and reasonable adjustment to the number of options, to the Exercise Price in case of corporate action in accordance the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall provide necessary procedures and/or mechanism for exercising such Options subject to applicable laws, rules and regulations.
g)	Exercise period/offer period and process of exercise/acceptance of offer;	The Exercise Period will be determined by the Nomination and Remuneration Committee at the time of grant of Options and will be detailed in the letter of grant. The option holder may exercise the vested options within the Exercise Period. In the event the option holder fails to exercise his vested options within the Exercise Period then such vested options shall lapse and revert to the plan pool. The Company and/or the Nomination and Remuneration Committee will not have any obligation towards (a) such option holder with respect to such lapsed options. To exercise the options, the option holder will be required to submit an exercise letter to the Nomination and Remuneration Committee in such manner and on such format as provided in the Scheme or otherwise as may be prescribed by the Nomination and Remuneration Committee from time to time, which shall be annexed with the letter of grant. The Nomination and Remuneration Committee at its sole and absolute discretion, may offer a cashless exercise mechanism of options for certain Eligible Employees.
h)	The appraisal process for determining the eligibility of employees for the scheme(s);	The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration Committee from time to time which shall be based on factors such as grade-level of the employees as per the internal hierarchy policies, performance of the employee for the past financial years (or for the period of his service), onboarding incentive for new employees, attracting talent, position and responsibilities of the concerned employee, the nature of employee's services to the Company and/or its Group Company including subsidiaries or associates, the period for which the employee has rendered his services to the Company or its Group Company including its subsidiaries or associates, the employee's present and potential contribution to the success of the Company or its Group Company including its subsidiaries or associates, and such other factors as the Nomination and Remuneration Committee deems relevant for accomplishing the purpose of the Scheme and as mentioned in the letter of grant provided to the Eligible Employee.
i)	Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;	The maximum number of Options that may be granted to an Eligible Employee will be determined by the Nomination and Remuneration Committee on case to case basis.
j)	Maximum quantum of benefits to be provided per employee under a scheme(s);	Same as above.
k)	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust;	The Scheme shall be implemented and administered directly by the Company.
l)	Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both;	The Scheme contemplates fresh issuance of Equity Shares by the Company.
m)	The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.;	Not applicable.

n)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable.
o)	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15;	The Company will conform to the applicable accounting policies prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, or any other policy(ies) that may be prescribed under law with respect to accounting for stock options.
p)	The method which the Company shall use to value its options;	The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.
q)	Period of lock-in.	Not Applicable.
r)	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not Applicable.

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Board's Report.

Item No. 4:

The Members may note that the Board of Directors of the Company at its meeting held on 24th May, 2022 had approved the proposal for change of name of the Company from "Minda Industries Limited" to "UNO Minda Limited", subject to the approval of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities, if any.

The Board is in the opinion that the Company's entire sales are under the Trade Mark "UNO MINDA" and the Company is largely known, well established and reputed as "UNO MINDA" in auto components industries across the globe as such adopting the company name UNO MINDA will have the following benefits:

- Ensure uniformity and consistency
- Helps in unique and distinctive brand identity
- Don't have to investment in two brands. Gradually can be implemented across other legal entities
- Increases association amongst internal stakeholder
- The Company has created UNO MINDA brand for its products for OEMs as well as aftermarket. Unifying product and legal entity brand will further strengthen the brand.

The Ministry of Corporate Affairs, Govt. of India vide its letter dated May 13, 2022, had accorded their permission for using of word "UNO Minda" in the proposed name change of the Company from "Minda Industries Limited" to "UNO Minda Limited". Further, Central Registration Centre, Govt. of India vide its letter dated May 19, 2022, has issued name reservation certificate stating that there is no objection in the availability of the changed name UNO Minda Limited from the existing name Minda Industries Limited.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Consequent upon change of name of the Company, the name "Minda Industries Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "UNO Minda Limited".

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association of the Company. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs or other regulatory authority(ies) if any and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "UNO Minda Limited".

A copy of certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice of Postal Ballot.

The Board recommends the Special Resolution as set out at Item No. 4 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice.

Item No. 5 & 6:

The existing Memorandum of Association ("MoA") of the Company and Articles of Association ("AoA") of the Company are as per the erstwhile Companies Act, 1956 and contain reference to the provisions of erstwhile Companies Act, 1956 which have been amended in the Companies Act, 2013 under the new provisions. It is proposed to amend the MoA and AoA with the provisions of the Companies Act,

2013 to bring them in line with the reference of the prevailing sections.

Accordingly, with a view to align the existing MoA of the Company, it is proposed to make the following alteration in the MoA of the Company:

- i) The existing Name Clause of the Memorandum of Association of the Company, by substituting the same with the following:
The Name of the Company is UNO Minda Limited.
- ii) The existing heading of Clause III (A) be substituted by the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ARE"
- iii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE":
- iv) The existing Clause III (C) comprising clauses 1 to 48 are deleted permanently.
- v) The existing Clause IV of the MoA be substituted with the following clause:
"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
- vi) The words 'Companies Act, 1956' in the existing MoA be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MoA, replaced with the reference to the corresponding Sections of the Companies Act, 2013.

Also the existing AoA are based on the provisions of the erstwhile Companies Act 1956. Though "Articles" as defined under Section 2(5) means AoA as originally framed or as altered from time to time, however, since the original AoA are no longer in full conformity with the now applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (collectively 'the Act'), it is perceived to be in the best interest of the Company to align the provisions of the AoA with the provisions of the Act. Accordingly, it is considered expedient to wholly substitute the existing set of AoA with a new set of AoA.

In terms of Sections 4, 5, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of MoA and AoA of the Company.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

A copy of amended and restated Moa and AoA of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day and are also available on the website of the Company at <https://www.unominda.com/>

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 5&6 of the Notice.

Item 7:

As a part of the Company's growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board is seeking enabling resolution for borrowing/raising funds through issue of Debt Securities (including but not limited to Bonds and Non-Convertible Debentures (NCDs)) for a sum upto 1,000 Crore (Rupees One Thousand Crore Only).

As per the provisions of Section 42 read with Section 71 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which is valid for a period of one year for all the offers and invitations for such Bonds/NCDs/other Debt Securities issued during the year.

The Board of Directors of the Company at its meeting held on 24th May, 2022, has approved the issue of Debt securities on a private placement basis to raise funds in one or more tranches in domestic and/or overseas market from eligible investors on such terms and conditions as may be determined/ considered appropriate by the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time. This would form part of the overall borrowing limits of Rs. 1500/- crores under Section 180(1)(c) of the Act, approved by the members of the Company. This Resolution under Section 42 of Act shall be valid for a period of one (1) year from the date of passing of this resolution.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/ premium/ discount to the face value depending upon the prevailing market conditions, as permitted by the relevant and applicable Laws, Rules and Regulations.

The Board of Directors, therefore, recommend the special resolution, as set forth in Item No.7 of this Postal Ballot, for approval by the Members of the Company. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for debt securities, as may be required by the Company, from time to time, for a period of one year from the date of passing this resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

The Board recommends the resolution set forth in Item No.7 for the approval of the Members

Item 8:

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. Considering the financial position of the Company, the Board of Directors at its meeting held on 24th May, 2022, recommended an issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of Rs. 2 each for every 1 (One) existing Equity Share of

the Company of Rs. 2 each held by the Members on the Record Date, subject to approval of the Members and any other statutory and regulatory approvals, as applicable.

The bonus issue of equity shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company under “UNOMINDA Employee Stock Option Scheme, 2019”, pursuant to the SEBI (Share Based Employee Benefits and sweat equity) Regulations, 2021 and any amendments thereto from time to time, such that all stock options which are outstanding as on Record Date shall be proportionately adjusted.

Article 58 of the Articles of Association of the Company permits capitalisation of any part of the undivided profits by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions of the Act, issue of Bonus Shares of the Company requires approval of the Members. The Board recommends the Ordinary Resolution as set forth in Item No. 8 in the accompanying Notice for approval by the members.

Members may kindly note that the Bonus shares proposed to be issued, subject to approval of Members, will not be eligible for final dividend in respect of financial year ending March 31, 2022 which is being proposed at the forthcoming Annual General Meeting of the Company.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expense in respect thereof, shall be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies/ institutions/trusts of which they are directors or members or trustees.

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of Director	Mr. Rajiv Batra	Mr. Satish Balkrishna Borwankar
DIN	00082866	01793948
Date of Birth	September 30, 1955	July 15, 1952
Age	67 years	70 years
Nationality	Indian	Indian
Qualification	- Chartered Accountant - Graduate in Economics Honors from Shriram College of Commerce Delhi,	- B-Tech (Hons.)- Mechanical Engineering, of 1974 batch of IIT Kanpur
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Rajiv Batra (age 67 years), is Chartered Accountant from ICAI and Economics Honors graduate from Shriram College of Commerce, Delhi. He is a seasoned professional with over four decades of experience in Finance and Accounting across India and US. He is a passionate business Leader helping them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding. Earlier, Mr. Rajiv Batra has worked with Xerox for 15 years. He was one of first founding employees of the finance function at Xerox in India rose to Chief Financial officer. He subsequently moved to Xerox Inc. based at Stamford Connecticut USA – as Head for Controls across Developing Markets and in less than 18 months moved as CFO for the Developing markets. He has also worked with Digital Equipment India Limited, a subsidiary of US \$12 Billion listed Corporation and Cummins India Ltd as CFO leading their finance function and instrumental in financial turnaround as well as business restructuring.	Mr. Satish Balkrishna Borwankar is a B-Tech (Hons.)- Mechanical Engineering, of 1974 batch of IIT Kanpur. He started his carrier with Tata Motors from 1974 as a Graduate Engineer Trainee. He acquired wide experience of working in automobile industry, particularly in manufacturing and quality functions of commercial vehicles & passenger vehicles of Tata Motors. Mr. Borwankar worked in various executive positions, for overseeing and implementing product development, manufacturing operations and quality assurance of commercial & passenger vehicle business of Tata Motors. He played significant role in setting up some of the green field projects in Tata Motors. He superannuated from Tata Motors Limited as Executive Director & Chief Operating Officer after serving the Organisation for 45 years.

	During his tenure, he got inevitable varied exposures in all facets of Finance, Treasury, Planning and Analysis, Control, Audit and Governance including interacting with the Independent Directors of the listed venture.	
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1	As disclosed in explanatory statement at item no. 2
Existing and Proposed Remuneration (including sitting fees, if any)	Will be paid sitting fee/remuneration as per Nomination and Remuneration Policy of the Company read with the provisions of the Act	Will be paid sitting fee/remuneration as per Nomination and Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on the Board	April 1, 2022	April 12, 2022
Shareholding in the Company as on April 1, 2022	Nil	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Mr. Rajiv Batra meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company: a. Four decades of experience in Finance and Accounting across India and US. b. He is a passionate business Leader helping businesses them with their plans to scale up, guiding them with strategic business inputs, as well as providing them with timely interventions and support, including cost effective sources of funding. c. He also meets the skill/experience/competency as mentioned in the corporate governance report of the Company for the F.Y. 2021-22	Mr. Satish Balkrishna Borwankar meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company: a. Four decades of experience in automobile industry, particularly in manufacturing and quality functions of commercial vehicles & passenger vehicles. b. Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business. c. He also meets the skill/experience/competency as mentioned in the corporate governance report of the Company for the F.Y. 2021-22
Number of meetings of the Board attended during the FY 2022-23 till the date of this postal ballot notice.	1	1
Directorships of other Boards as on April 1, 2022	1) The Hi-Tech Gears Limited	Nil
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on April 1, 2022	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Mr. Satish Balkrishna Borwankar superannuated from Tata Motors Limited as Executive Director & Chief Operating Officer after serving the Organisation for 45 years.

Registered Office:
Minda industries Limited
B-64/1, Wazirpur Industrial Area, Delhi-110052
CIN:L74899DL1992PLC050333

Date : 24.05.2022
Place : Gurugram

**By order of the Board of
Minda Industries Limited**

Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994

ANNEXURE TO NOTICE

CERTIFICATE FROM PRACTISING CHARTERED ACCOUNTANT PURSUANT TO REGULATION 45 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

CAG & COMPANY

Chartered Accountants



To
The Board of Directors
Minda Industries Limited ("the Company")
B-64/1, Wazirpur Industrial Area,
Delhi -110052

Reference: Your engagement letter dated 20th May, 2022

Subject: Certificate certifying compliance with Regulation 45(1) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed change of the Company's name from "**Minda Industries Limited**" to "**UNO Minda Limited**"

Dear Sir(s),

With reference to the proposed change of the Company's name from "**Minda Industries Limited**" to "**UNO Minda Limited**" we have been engaged to issue a certificate in term of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the our examination and information/explanations provided to us in terms of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm as under:

1. **A time period of at least one year has elapsed from the last name change** – Minda Industries Limited, having CIN - L74899DL1992PLC050333, was incorporated on 16th September, 1992, under the provisions of Companies Act 1956. The Company has not changed its name since the incorporation.
2. **At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name** – Not applicable, since 2011, the Company's entire sales are under the Trade Mark "UNO MINDA" and the Company is largely known, well established and renowned in the global auto component industry as "UNO MINDA". Total revenue is accounted from the same activities.
3. **The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity** – Not applicable, as there is no change in the objects and the business activities of the Company

For CAG & Company
Chartered Accountants


CA. NITIN GOYAL
M. No. 423898
FRN : 028131N



UDIN: 22423898AJIHAZ2576
Date: 20.05.2022



Noida Office : G-57, Sector-22, Noida, U.P. -201301
Delhi Office : 304, U-74, Tirupati Complex, Shakarpur, Delhi-110092
Baghpat Office : Near Gogaji Mandir, Vill. Sisana, Distt. Baghpat, U.P. - 250609



+91- 9990352841
+91- 88 10434451



cagconoida@gmail.com
cagnc2015@gmail.com



Minda Industries Limited

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Website: www.unominda.com; E-mail: csmil@mindagroup.com

Tel : +91 11 49373931, +91 124 2290427/28 : Fax + 91 124 2290676 / 2290695

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) (in Block letters) :
(Including Joint holder, if any)
2. Registered Address of the Sole / First Named Shareholder :
3. Registered Folio No./ DP ID No. & Client ID No. :
4. Number of Share(s) held :

I/ We hereby exercise my/ our vote in respect of the resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 24th May, 2022 of the Company by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:-

S. No.	Description	Type of Resolution	No. of shares for which vote cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	APPOINTMENT OF MR. RAJIV BATRA (DIN: 00082866) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	Special			
2.	APPOINTMENT OF MR. SATISH BALKRISHNA BORWANKAR (DIN: 01793948) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	Special			
3.	AMENDMENT TO UNOMINDA EMPLOYEE STOCK OPTION SCHEME, 2019	Special			
4.	TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY	Special			
5.	ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	Special			
6.	ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY	Special			
7.	TO APPROVE THE RAISING OF FUNDS OF UPTO RUPEES 1000 CRORES THROUGH ISSUE OF DEBT SECURITIES IN ONE OR MORE TRANCHES	Special			
8.	TO APPROVE THE ISSUE OF BONUS SHARES	Ordinary			

Date :

(Signature of the Shareholder)

Place : Gurugram

(As per specimen signature registered with the Company)

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

INSTRUCTIONS:

- 1) A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Forms, if deposited in person or if sent by courier or by Registered Post at the expense of the member will also be accepted.
- 2) The Postal Ballot Form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence by the next named shareholder as per the specimen signatures registered with the company/ depositories as the case may be.
- 3) Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the website of the Company i.e. www.unominda.com
- 4) In the case of shares held by the companies, trustees, societies, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ authority to the person voting on the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- 5) Voting rights through a Postal Ballot cannot be exercised by a proxy.
- 6) Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 5:00 P.M. on Wednesday, June 29, 2022
- 7) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The votes should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in both the column will render the Form invalid. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 8) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- 9) A shareholder may request for a duplicate Postal Ballot form if so required. All such request should be addressed to the Company Secretary and send to the Corporate Office of the Company at Village Nawada Fatehpur, PO Sikandarpur Badda, Near IMT Manesar, Gurgaon (Haryana), e-mail id: csmil@mindagroup.com. However, the duplicate Postal Ballot Form duly filled in and signed should reach the Scrutinizer on or before 5:00 P.M. on Wednesday, June 29, 2022
- 10) There will be one Postal Ballot for every Folio/ClientID.
- 11) The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his final Report on Thursday, June 30, 2022.
- 12) The Company shall announce the result of the Postal Ballot on Thursday, June 30, 2022 at 4.30 P.M. at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi-110052.
- 13) The Result of the Postal Ballot will also be published in the newspaper for the information of the Shareholders.
- 14) All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company during the business hour up to the date of declaration of the results of the Postal Ballot of the Company.



Minda Industries Limited

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Tel: +91 11 49373931/+91 124 2290427/28; Fax + 91 124 2290676 / 2290695

Website: www.unominda.com; E-mail: csmil@mindagroup.com

S. No. :
Name :
Address :

Folio No./DP ID – Client ID No. :
Number of Shares :

E-voting mode

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, Minda Industries Limited is offering e-voting facility to its members to cast their votes electronically in respect of the businesses transacted in the Notice dated 24th May, 2022 for conducting the Postal Ballot under Section 110 of the Companies Act, 2013.

The Company has engaged the services of National Securities Depositories Ltd (NSDL) to provide the e voting facility.

E-Voting Event Number (EVEN)	User ID	Password
119903		

The e-voting facility will be available for Postal Ballot from Tuesday, May 31, 2022 at 9:00 A.M.(IST) to Wednesday, June 29, 2022 at 5:00 P.M. (IST) and the voting shall not be allowed after the expiry of such time. Please read the instructions printed below before exercising your vote. The details and instructions form an integral part of the Notice for Postal Ballot.

Voting through electronic means

The instructions for shareholders for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- 4) Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can

proceed to Step 2 i.e. Cast your vote electronically.

5) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</p>	
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com **with a copy marked to evoting@nsdl.co.in and investor@mindagroup.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, assistant Manager-NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@mindagroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@mindagroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General instructions:

1. Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot: The Company Secretary, Minda Industries Limited, Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: csmil@mindagroup.com.

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 the business hours on all working days upto the date of declaration of the results of the Postal Ballot of the Company.

Registered Office:
Minda industries Limited
B-64/1, Wazirpur Industrial Area, Delhi-110052
CIN:L74899DL1992PLC050333

By order of the Board of
Minda Industries Limited

Date : 24.05.2022
Place : Gurugram

Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994