

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

Date : 24/08/2020

National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Scrip: MINDAIND	BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Scrip: 532539
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**Sub: - Submission of the Annual Report for the Financial Year 2019-20
alongwith Notice convening the 28th Annual General Meeting of the
Company**

Dear Sirs,

This is in continuation of our letter 22 August, 2020 and pursuant to Regulation 30 and Regulation 34 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year 2019-20 alongwith Notice convening the 28th Annual General Meeting of the Company, scheduled to be held on Saturday, 19th September, 2020 at 11.00 a.m. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

The Annual Report for the Financial Year 2019-20 and the Notice of the Annual General Meeting are also available on Company's website www.unominda.com

This is for your information and records please.

Thanking you,

Yours faithfully,
Minda Industries Ltd.



Tarun Kumar Srivastava
Company Secretary & Compliance Officer



Encl: As above.



Minda Industries Limited

(CIN: L74899DL1992PLC050333)

Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052 Website: www.unominda.com

E-mail: tksrivastava@mindagroup.com Tel.: +91 11 49373931 Fax: +91 124 2290676/95

NOTICE

Notice is hereby given that the 28th Annual General Meeting ('AGM') of Minda Industries Limited ('the Company') will be held on Saturday, September 19, 2020 at 11.00 a.m. through Video Conference/ Other Audio Visual Means, to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended on 31st March 2020 and the Reports of Board of Directors and Auditors thereon.
2. To approve an interim dividend of ₹ 0.40 per equity share (i.e 20% on 26,22,16,965 equity shares of ₹ 2 each), already paid for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Anand Kumar Minda (DIN: 00007964), who retires by rotation and being eligible, offers himself for re-appointment.
4. To approve remuneration of Statutory Auditor of the Company for FY2020-21

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors be and are authorized to negotiate and finalise the remuneration to be paid to M/s. B S R & Co., LLP, Chartered Accountants (LLP Registration no. 101248W/W-100022) for audit and limited review for financial year 2020-21 and for their tenure upto 29th Annual General Meeting of the Company."

SPECIAL BUSINESS:

5. Remuneration to M/s Jitender Navneet & Co., Cost Accountants, the Cost Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Jitender Navneet & Co., Cost Accountants (Firm Registration No.:000119), the Cost

Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21, be paid the remuneration of ₹ 5.40 Lakhs (Rupees Five Lakh Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize fees for new units which will be added due to ongoing merger and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of Dr. Chandan Chowdhury as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Chandan Chowdhury (DIN: 00906211), who was appointed as an Additional Director on the Board of the Company w.e.f. 7th August, 2019, qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office w.e.f. 7th August, 2019 for a term of 2 (two) consecutive years, i.e., up to August 6, 2021."

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

Place : Gurugram
Date : June 29,2020

Tarun Kumar Srivastava
Company Secretary & Compliance
Officer

NOTICE (Contd.)

NOTES

- i) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business(es) set out in the Notice to be transacted at the Meeting is annexed hereto.
- ii) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 28th AGM of the Company is being held through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. ix below and is also available on the website of the Company at www.unominda.com
- iii) As the AGM is being held through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- iv) The Register of Members and Share Transfer Books will remain closed from Saturday, September 12, 2020 to Saturday, September 19, 2020 (Both days inclusive).
- v) Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investor@mindagroup.com

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- vi) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial

statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

- vii) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@mindagroup.com along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@mindagroup.com
- viii) The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.unominda.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- ix) Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- x) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders

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(Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- xi) Members who need assistance before or during the AGM with use of technology, can: - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990.
- xii) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to investor@mindagroup.com
- xiii) It is recommended to use stable Wi-Fi or LAN connection to mitigate any kind of connectivity glitches.
- xiv) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- xv) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@mindagroup.com. Questions / queries received by the Company till 5.00 p.m. on Thursday, September 17, 2020 shall only be considered and responded during the AGM.
- xvi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor@mindagroup.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- xvii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

- xviii) Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing

Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.

- xix) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 12, 2020, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- xx) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on September 16, 2020 and will end at 5.00 p.m. on September 18, 2020. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
- xxi) The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/>.
- (b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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.

- (d) Your User ID details are given below:

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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*****
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 113498 then user ID is 113498001***

- (e) Your password details are given below
- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. How to retrieve your 'initial password'?
 - 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. .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'.
 - If your email ID is not registered, please follow steps mentioned in Note No. (vii) above.
- (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- i. 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.
 - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (h) Now, you will have to click on "Login" button
- (i) 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?
- (a) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 - (b) After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
 - (c) Select 'EVEN' of Company for which you wish to cast your vote.
 - (d) Now you are ready for e-voting as the voting page opens.
 - (e) 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.

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- (f) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-voting on the day of the AGM are as under:

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No. XI above.

GENERAL INFORMATION:

- xxii) 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.
- xxiii) 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.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
- xxiv) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investors@mindagroup.com
- xxv) The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section

170 of the Companies Act, 2013, register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members at the AGM through electronic mode.

- xxvi) Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors at the 27th AGM of the Company which is valid till 29th AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM. However authority is sought to be delegated to the Board of Directors to fix the remuneration of Auditors for Fy 2020-21 and for their tenure upto next AGM
 - xxvii) Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company or to the Legal & Secretarial Department of the Company immediately by sending a request on email at investor@mindagroup.com.
 - xxviii) Pursuant to Section 124(5) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, any amount of dividend transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.
- During the financial year 2019-20, the Company had transferred the unclaimed dividend on the Equity Shares for the year 2011-12 to the Investor Education and Protection Fund established by the Central Government.
- Members desiring to claim dividends, which remained unclaimed, are requested to correspond with the Company Secretary at the Company's registered office.
- xxix) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

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Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agent whose address is given below.

M/s. Link Intime India Pvt. Ltd.

Noble Heights, 1st Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058

xxx) Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent.

xxxi) Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and SEBI Circular dated 3 December 2018, except in case of transmission or transposition of securities, all requests for effecting transfer of securities which are held in physical form shall not be processed unless the securities are held in the dematerialized form with any of the Depository.

xxxii) The Registrar & Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058. Interested members may send request for dematerialization of shares through Depository Participant to M/s. Link Intime India Pvt. Ltd. at its given address.

xxxiii) Mr. Devesh Kumar Vasisht (C.P. No. 13700), Partner of M/s Sanjay Grover & Associates, Companies Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the e-voting process of AGM in a fair and transparent manner.

xxxiv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 (forty-eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/ Board, who shall declare the result of the voting forthwith.

xxxv) The results declared alongwith the consolidated scrutinizer's report shall be placed on the website(s) of the Company at www.unominda.com and on the website of NSDL at www.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender Navneet & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹ 5.40 Lakh plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

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

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

Item no. 5

Dr. Chandan Chowdhury (DIN -00906211) was appointed by the Board as an Additional Director with effect from 7th August, 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. 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. Accordingly, Dr. Chandan Chowdhury, as an Additional Director, holds office upto the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less

than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Dr. Chandan Chowdhury is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, Company has received a notice from a member proposing candidature of Dr. Chandan Chowdhury, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Dr. Chandan Chowdhury has also given a declaration to the Company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the Company.

Dr. Chandan Chowdhury is a Senior Associate Dean and a Practice Professor of Operations Management and Information Systems at the Indian School of Business (ISB). He is also heading the manufacturing and infrastructure institutes at ISB set-up with MIT, as an Executive Director. Professor Chandan has served three top multinationals as Managing Director and Country Manager (IFS-India, IBM India, Dassault Systems). He is also an expert panel member at NITI Aayog, developing the Manufacturing India@2035 roadmap.

Considering the rich experience of Dr. Chandan Chowdhury, the Board is of the opinion that his appointment will be in the long term interest of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the Members.

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

Particulars	Mr. Anand Kumar Minda	Dr. Chandan Chowdhury
DIN	00007964	00906211
Date of Birth	6th April , 1952	19th February 1959
Age	68 years	61 years
Experience (including expertise in specific functional area)/Brief Resume	He has over 39 years of experience in financial control, reviews, manufacturing, and project management.	Dr. Chowdhury has over 33 years of working experience. He is a Senior Associate Dean and a Practice Professor of Operations Management and Information Systems at the Indian School of Business (ISB). He is also heading the manufacturing and infrastructure institutes at ISB set-up with MIT, as an Executive Director. Professor Chandan has served three top multinationals as Managing Director and Country Manager (IFS-India, IBM India, Dassault Systemes). He is also an expert panel member at NITI Aayog, developing the Manufacturing India@2035 roadmap.
Terms and Conditions of Appointment / Reappointment	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
Date of first appointment on the Board	14th April, 2011	7th August, 2019
Shareholding in the Company as on 31 March 2020	Holding 54000 equity shares (0.02 %)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	As disclosed in Board's Report	As disclosed in Board's Report
Directorships of other Boards as on 31 March 2020	1. MAA Rukmani Devi Auto Ltd. 2. Shankar Moulding Ltd. 3. Mindarika Pvt. Ltd. 4. Minda Investments Ltd. 5. Minda Realty & Infrastructure Ltd. 6. Minda Finance Ltd. (Listed Company) 7. Minda TG Rubber Private Ltd. 8. Minda TTE DAPS Private Ltd. 9. Minda Distribution & Services Ltd. 10. Minda Kyoraku Ltd.	NIL
Membership / Chairmanship of Committees of other Boards as on 31 March 2020	Mr. Anand Kumar Minda is the member of CSR Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Minda Industries Limited	Dr. Chandan Chowdhury is the member of Risk Management Committee of the Board of Minda Industries Limited

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

Place : Gurugram, Haryana
Date : June 29,2020

Tarun Kumar Srivastava
Company Secretary & Compliance Officer