

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

Date : 21/06/2021

<b>National Stock Exchange of India Ltd.</b> Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	<b>BSE Ltd.</b> 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 13 June, 2021.

Dear Sir(s),

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 13 June, 2021, along with the explanatory statement, as sent to the shareholders on 21 June, 2021 on their registered Email address, who have registered their e-mail ids with the depository or with the company and through registered post, who have not registered their e-mail ids with the depositories or with the company, seeking approval for the following Businesses, as set out in the said Postal Ballot Notice:

Item No.	Description of the Resolution
1	Ordinary Resolution: Appointment of Mr. Ravi Mehra (DIN 01651911) as a Director of the Company under Section 152 and all other applicable provisions of the Companies Act, 2013, liable to retire by rotation.
2	Ordinary Resolution: Appointment of Mr. Ravi Mehra (DIN: 01651911) under Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, as a Whole Time Director, designated as Deputy Managing Director of the Company for a period of 3 (Three) years commencing from 01 April 2021 to 31 March 2024.
3	Special Resolution: Re-appointment of Ms. Pravin Tripathi (DIN: 06913463) under Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, as an Independent Director of the Company for a second term of 2 (two) consecutive years w.e.f. February 6, 2021 to February 5, 2023.
4	Special Resolution: Re-appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) under Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 as an Independent Director of the Company for a second term of 2 (two) consecutive years w.e.f. May 16, 2021 to May 15, 2023.
5	Special Resolution: Raising of funds upto Rs. 700 Crores in one or more tranches through Issue of Securities.

*Pravastava*



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It is stated that the remote e-voting period commences on Wednesday 23 June, 2021 at 9.00 a.m. onwards and will end on Thursday, 22 July, 2021 at 5.00 p.m.

The copy of the Postal Ballot Notice along with the explanatory statement is also being made available on the website of the company [www.unominda.com](http://www.unominda.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
For 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](http://www.unominda.com); E-mail: [tkrivastava@mindagroup.com](mailto:tkrivastava@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"), and 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 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 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), failing him, Ms. Priyanka (FCS No. 10898, CP. No.:16187) Partners of M/s Sanjay Grover & Associates, Company Secretaries as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.

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 July 22, 2021. 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.

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.

Members are requested to carefully read the instructions of this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. on Thursday, July 22, 2021**. 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. The results of the Postal Ballot will be announced on Monday, July 26, 2021 at 3.30 P.M. at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 and on the website of the Company [www.unominda.com](http://www.unominda.com) by the Chairman & Managing Director or in his absence by Company Secretary authorised by the Chairman.

The result 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. Thursday, July 22, 2021.

#### **SPECIAL BUSINESSES:**

##### **1. APPOINTMENT OF MR. RAVI MEHRA (DIN: 01651911) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Ravi Mehra (DIN: 01651911), who was appointed as an Additional Director of the Company with effect from 01 April 2021, and whose term expires at ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company whose office is liable to retire by rotation.

**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. RAVI MEHRA (DIN: 01651911) AS A WHOLE TIME DIRECTOR DESIGNATED AS DEPUTY MANAGING DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, if any, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and/ or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ravi Mehra (DIN: 01651911) as Whole Time Director designated as Deputy Managing Director ('DMD') of the Company, liable to retire by rotation, for a period of 3 (Three) years commencing from 01 April 2021 to 31 March 2024 on the terms and condition including remuneration (which includes the payment of salary, allowances, Commission and perquisites) as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Ravi Mehra.

**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. RE-APPOINTMENT OF MS. PRAVIN TRIPATHI (DIN: 06913463) 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 Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013 ("Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Pravin Tripathi (DIN: 06913463), Non-Executive Independent Woman Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the Company, not subject to retirement by rotation, to hold office for a second term of 2 (two) consecutive years w.e.f. February 6, 2021 to February 5, 2023."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

#### 4. RE-APPOINTMENT OF MR. KRISHAN KUMAR JALAN (DIN: 01767702) 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 Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (“Act”) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishan Kumar Jalan (DIN: 01767702), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 2 (two) consecutive years w.e.f. May 16, 2021 to May 15, 2023.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

#### 5. RAISING OF FUNDS UPTO RS. 700 CRORES THROUGH ISSUE OF SECURITIES

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

**“RESOLVED THAT** pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force (“the Companies Act, 2013”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations 2011, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Rules, 2019, (“FEMA”) as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/or any other regulatory/statutory/appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, MoF, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) approval of the shareholders be and is hereby accorded to the Board and the Board in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, global depository receipts (“GDRs”), American depository receipts (“ADRs”), foreign currency convertible bonds (“FCCBs”), other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, up to Rs. 700 Crores (Rupees Seven Hundred Crores only) or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, and/or by way of a public or private placement including but not limited to Qualified Institutions Placement (“QIP”) such number of equity shares, or any other equity related instrument of the Company including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement, and /or preferential issue and/or other kind



of public issue and /or private placement or through a combination of the foregoing as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, and as may be permitted under applicable law from time to time.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board may, at its sole discretion, offer a discount of not more than five percent (or such other percentage as permissible under applicable law) on the price so calculated for the Qualified Institutions Placement, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI Regulations, if required.

**RESOLVED FURTHER THAT** that the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions: -

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro-rata;
- b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.
- d. in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

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

Date: June 13, 2021  
Place: Gurugram

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

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 June 11, 2021 (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 Wednesday, June 23, 2021 at 9.00 A.M. (IST) to Thursday, July 22, 2021 upto 5.00 P.M. (IST).
- 5) Voting though 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 June 11, 2021 (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"). Those members who have not registered their email address physical copy of the postal ballot notice is being sent to them.
- 8) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
- 9) A member cannot exercise his vote by proxy on Postal Ballot.
- 10) The Results of the Postal Ballot will be announced on Monday, July 26, 2021 at 3.30 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](http://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.

- 11) E-voting procedure is mentioned separately in e-voting instruction form attached with this Notice.
- 12) 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.
- 13) 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).
- 14) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 15) This Postal Ballot notice is uploaded on the website of the company i.e. [www.unominda.com](http://www.unominda.com).

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

##### **Item No. 1**

Mr. Ravi Mehra (DIN: 01651911) was appointed by the Board as an Additional Director with effect from 01 April 2021, in terms of provisions of Section 161 of the Companies Act, 2013, and 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, Mr. Ravi Mehra, as an Additional Director, holds office upto the date of the ensuing 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/her hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Ravi Mehra, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Ravi Mehra is a fellow member of the Institute of Chartered Accountants of India ('ICAI') and the Institute of Company Secretaries of India ('ICSI') with more than 3 decades in the industry. Mr. Ravi Mehra has a rich management experience in auto sector and has handled roles in strategy, finance, marketing, manufacturing, materials, HR, and product/technology development. Mr. Ravi Mehra's association with UNO MINDA dates back to 1995, when he joined the Group as General Manager (Finance). He has held various leadership positions in UNO MINDA Group. Under his leadership, the Group's 2W/3W switch business has expanded globally, catering to ASEAN countries, Europe, and Japan, besides being leader in India. Prior to UNO MINDA, Mr. Ravi Mehra has had stints with various reputed organizations like Kelvinator, Pure Drinks Group etc. He also serves as a Director on the Board of the various UNO Minda Group Companies.

Mr. Ravi Mehra is not related to any Director or any other Key Managerial Personal of the Company.

Except Mr. Ravi Mehra, 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.

The Board recommends the Ordinary Resolution as set out at item no. 1 for approval by the Members.

##### **Item No. 2**

The Ordinary Resolution relates to the appointment of Mr. Ravi Mehra, as Whole Time Director designated as Deputy Managing Director of the Company. The Board of Directors at its meetings held on 15 March 2021, subject to approval of members and upon the recommendation of Nomination and Remuneration Committee, have approved the appointment of Mr. Ravi Mehra as Whole Time Director designated as Deputy Managing Director of the Company for a period of 3 (Three) years with effect from 01 April 2021 to 31 March 2024 on the terms and condition including remuneration as revised (which includes the payment of salary, allowances, Commission and perquisites) as stated below:

Basic Salary - Rs 19,21,505 per month
Fixed Allowances – Rs 64,783 per month
House Rent Allowance and City Compensatory Allowance 40% of Basic
Variable pay Upto 30% of Gross Salary
Payment of Leave Travel Allowance as per rules of the Company presently Rs 2,13,000/- p.a
Reimbursement of motor car running and driver salary as per rules of the Company
Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company



Company's contribution to Provident Fund and Superannuation Fund, as per the Rules of the Company.
Gratuity payable as per Company Policy
Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy. Encashment of leave at the end of the tenure as per Company Policy
Medical insurance for self and family as per Company policy.
The following perquisites shall not be included in the computation of ceiling of remuneration: - I. Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 II. Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service. III. Encashment of leave at the end of the tenure.
Grant of stock options under UNOMINDA Employee Stock Options Scheme 2019, Criteria and grant size (No. of options to be granted) to be decided by Nomination & Remuneration Committee of the Board from time to time.
During the period the appointee functions as Whole time Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof
Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will subject to applicable laws, pay remuneration by way of salary, perquisites and allowances as specified above.
Notice Period : As per rules of the Company
Other rules of the Company which are applicable to his grade shall also be applicable on him
Annual increments shall be given to him as decided by the Board. The remuneration payable to Mr. Ravi Mehra (including the salary, allowances, variable pay, perquisites, benefits and amenities) shall not exceed maximum 5%, of net profit as the limits laid down in section 197 of the Companies Act 2103 (ACT), including any statutory modifications or re-enactment thereof. The Board can modify/ add/ substitute any or all components/terms of remuneration within the overall limits prescribed in section 198 of the Act and other applicable statute.

Where in any financial year during the tenure of Mr. Ravi Mehra the Company has no profit or inadequacy of profits of the Company, the above-mentioned remuneration and subsequent revisions, if any, will be paid as minimum remuneration.

Mr. Ravi Mehra has 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 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.

None of the Directors, except Mr. Ravi Mehra/ 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.

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

### Item No. 3

The Members of the Company had at their annual general meeting held on August 6, 2019 approved the appointment of Ms. Pravin Tripathi (DIN: 06913463), as Non-Executive Independent Woman Director of the Company to hold office for a term of 2 (Two) consecutive years with effect from February 6, 2019. She has completed her 1<sup>st</sup> term on February 05, 2021.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Accordingly, Ms. Pravin Tripathi being eligible for re-appointment as Independent Director, the Board of Directors of the Company ('the Board') at its meeting held on February 04, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), subject to approval of the Members, re-appointed Ms. Pravin Tripathi (DIN: 06913463) as Non-Executive Independent Woman Director of the Company for a second term of 2 (Two) consecutive years, with effect from February 6, 2021 to February 5, 2023, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as set out in the resolution relating to her re-appointment.

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

The Company has received declaration from her that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations.

Ms. Pravin Tripathi has confirmed that she 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 her consent to act as a Director.

The Board is of the view that, given the knowledge, experience and performance of Ms. Tripathi and contribution to Board processes by her continued association as Director will be of immense benefit and in the best interest of the Company. The performance evaluation report of the Board, its Committees and the individual Directors including Ms. Pravin Tripathi during the financial year 2020-21 has been very good. Ms. Pravin Tripathi, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgements wherever required, her views, expertise and suggestions were of immense benefit to the Company.

Ms. Pravin Tripathi 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice for re-appointment of Ms. Pravin Tripathi as an Independent Director on the Board of the Company.

None of the Directors, except Ms. Pravin Tripathi/ Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the special resolution set out at Special Business Item No. 3 of the Notice.

The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

#### **Item No. 4**

The Members of the Company had at their annual general meeting held on August 6, 2019 approved the appointment of Mr. Krishan Kumar Jalan (DIN: 01767702), as Non-Executive Independent Director of the Company to hold office for a term of 2 (Two) consecutive years with effect from May 16, 2019. He has completed his 1<sup>st</sup> term on May 15, 2021.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Accordingly, Mr. Krishan Kumar Jalan being eligible for re-appointment as Independent Director, the Board of Directors of the Company ('the Board') at its meeting held on February 04, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), subject to approval of the Members, re-appointed Mr. Krishan Kumar Jalan (DIN: 01767702) as Non-Executive Independent Director of the Company for a second term of 2 (Two) consecutive years, with effect from 16 May, 2021 to 15 May, 2023, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as set out in the resolution relating to his re-appointment.

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

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations.

Mr. Krishan Kumar Jalan has 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, experience and performance of Mr. Krishan Kumar Jalan and contribution to Board processes by his continued association as Director will be of immense benefit and in the best interest of the Company. The performance evaluation report of the Board, its Committees and the individual Directors including Mr. Krishan Kumar Jalan during the financial year 2020-21 has been very good. Mr. Krishan Kumar Jalan, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgements wherever required, his views, expertise and suggestions were of immense benefit to the Company.

Mr. Krishan Kumar Jalan 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of the Notice for re-appointment of Mr. Krishan Kumar Jalan as an Independent Director on the Board of the Company.

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

The Board recommends the Special Resolution as set out at item no. 4 for approval by the Members.

## Item No. 5

As a part of the 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 raising capital by way of public or private placement including by a Qualified Institutional Placement to strengthen capital base.

The fund raising may be through a mix of equity/equity linked instruments, and/or any other securities by way of Qualified Institutions Placement (QIP)/ Private Placement/ Public Offer in any combination thereof as may be deemed appropriate. Shareholders' approval is sought for the issue of equity shares or such other securities linked to or convertible into equity shares or depository receipts of the Company. Shareholders' approval is sought for issuing any such instrument as the Board may deem appropriate to parties. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional equity shares capital/securities that may be issued pursuant to the above resolution would not be more than Rs. 700 Crores (Rupees Seven Hundred Crores Only) including premium. The equity shares, if any, allotted on issue/conversion of Securities shall rank in all respects pari-passu with the existing equity shares of the Company.

The resolutions proposed are enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of INR 700 Crore or its equivalent in foreign currency(ies). The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary

The Company may also opt for issue of securities through Qualified Institutional Placement (QIP). A QIP of the securities of the Company may be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to non-institutional investors and existing non-institutional shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board or a committee constituted by the Board for this purpose, based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board/the committee of the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the issue.

As per the provisions of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the 'relevant date'. The Board/the committee of the Board may, at its absolute discretion, issue securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, 2018, subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued. However, the same would be in accordance with the provisions of SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The stock exchanges for this purpose are the BSE Limited and National Stock Exchange of India Limited.

In case of QIP issuance the proposed special resolution shall be valid for a period of 365 days from the date of shareholders' approval, before which the Company is required to complete the allotments under the authority of said resolution.

In the event of the issue of the equity shares and/or eligible convertible securities as aforesaid by way of a QIP, the Special Resolution also seeks to empower the Board to undertake a QIP as defined by SEBI ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign/ non-resident investors would be subject to the applicable foreign investment cap

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

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

**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**

Particulars	Mr. Ravi Mehra	Ms. Pravin Tripathi	Mr. Krishan Kumar Jalan
DIN	01651911	06913463	01767702
Date of Birth	8 April 1961	23 December 1949	6 June 1957
Age	60 years	71 years	64 years
Qualification	CA and CS	B.A. (Hons.) and Master in English Literature	M.Sc. in Mathematics, M.Phil. in Mathematics, M.Phil. in Public Administration, Masters of Social Science in Development Administration from the University of Birmingham, U.K.
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Ravi Mehra has more than 3 decades of experience in the Industry. He has a rich management experience in auto sector and has handled roles in strategy, finance, marketing, manufacturing, materials, HR, and product/ technology development.	Ms. Pravin Tripathi is a Former Indian Audit & Accounts Service (IAAS) Officer of 1973 Batch and has served in the various capacities.	Mr. Krishan Kumar Jalan has a service experience of over 35 years which includes Secretary to the Government of India (January 2016 - June 2017) for the Ministry of Micro, Small & Medium Enterprises (MSME).
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 2	As disclosed in explanatory statement at item no. 3	As disclosed in explanatory statement at item no. 4
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in explanatory statement at item no. 2	Will be paid sitting fee for attending meetings of the Board & Board Committees	Will be paid sitting fee for attending meetings of the Board & Board Committees
Date of first appointment on the Board	1 April 2021	6 February 2019	16 May 2019
Shareholding in the Company as on 31 March 2021	Holding 1,52,592 equity share (0.06%)	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	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the year FY 2020-21	NA	8 meetings	8 meetings

Directorships of other Boards as on 13 June, 2021	<ol style="list-style-type: none"> <li>1. Mindarika Private Limited</li> <li>2. Denso Ten Minda India Private Limited</li> <li>3. Minda D-Ten India Private Limited</li> <li>4. Minda Katolec Electronics Services Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. PTC India Financial Services Limited</li> <li>2. JBM Auto Limited</li> <li>3. Jai Bharat Maruti Limited</li> <li>4. Multi Commodity Exchange of India Limited</li> <li>5. DSP Trustee Private Limited</li> <li>6. Terracis Technologies Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. PNC Infratech Limited</li> <li>2. Titagarh Wagons Limited</li> <li>3. Minda Kyoraku Limited</li> <li>4. Minda Kosei Aluminum Wheel Private Limited</li> <li>5. Pantomath Capital Advisors Private Limited</li> <li>6. MI Torica India Private Limited</li> <li>7. MITIL Polymer Private Limited</li> <li>8. Harita Fehrer Limited</li> </ol>
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on 13 June, 2021	<ol style="list-style-type: none"> <li>1. Mindarika Private Limited - member Audit Committee</li> <li>2. Minda Katolec Electronics Services Private Limited- Chairman of Audit Committee</li> </ol>	<ol style="list-style-type: none"> <li>2. Multi Commodity Exchange of India Ltd.-member Audit Committee</li> <li>3. PTC India Financial Services Ltd.-member Audit Committee and Chairperson Stakeholders Relationship Committee</li> <li>4. JBM Auto Limited – member Audit Committee and member of stakeholders relationship committee.</li> <li>5. Terracis Technologies Ltd. - member Audit Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Titagarh Wagon Ltd.- member Stakeholders Relationship Committee</li> <li>2. Minda Kyoraku Ltd. - Chairman of Audit Committee</li> <li>3. Minda Kosei Aluminium Wheel Private Limited (deemed public) – Chairman of audit committee</li> <li>4. MI Torica India Private Limited (Deemed Public)- Chairman of Audit Committee</li> <li>5. MITIL Polymers Private Limited (Deemed Public)- Chairman of Audit Committee</li> </ol>

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

Date: June 13, 2021  
Place: Gurugram

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

Tarun Kumar Srivastava  
Company Secretary  
Membership no. ACS-11994



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## Minda Industries Limited

(CIN-L74899DL1992PLC050333)  
Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052  
Website: www.unominda.com; E-mail: tksrivastava@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 June 13, 2021 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. Ravi Mehra (DIN: 01651911) as a Director of the Company, liable to retire by rotation	Ordinary			
2.	Appointment of Mr. Ravi Mehra (DIN: 01651911) as a Whole Time Director designated as Deputy Managing Director of the Company.	Ordinary			
3.	Re-appointment of Ms. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company	Special			
4.	Re-appointment of Mr. Krishan Kumar Jalan (DIN: 01767702) as an Independent Director of the Company	Special			
5.	Raising of funds upto Rs. 700 crores through issue of securities	Special			

Place :

Date :

(Signature of the Shareholder)  
(As perspecimen 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](http://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 P.M. on Thursday, July 22, 2021.
- 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: [tksrivastava@mindagroup.com](mailto:tksrivastava@mindagroup.com). However, the duplicate Postal Ballot Form duly filled in and signed should reach the Scrutinizer on or before 5 P.M. on Thursday, July 22, 2021.
- 10) There will be one Postal Ballot for every Folio/Client ID.
- 11) The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his final Report on Saturday, July 24, 2021.
- 12) The Company shall announce the result of the Postal Ballot on Monday, July 26, 2021 at 3.30 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

Website: [www.unominda.com](http://www.unominda.com); E-mail: [tksrivastava@mindagroup.com](mailto:tksrivastava@mindagroup.com)

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

S.No.

Folio No./DP ID – Client ID No. :

Number of Shares :

Name :

Address :

### 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 June 13, 2021 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.

The e-voting facility is available at the hyperlink <https://evoting.nsdl.com>. The electronic voting particulars are set out below:

E-Voting Event Number (EVEN)	User ID	Password
116145		

The e-voting facility will be available for Postal Ballot from Wednesday, June 23, 2021 at 9:00 A.M.(IST) to Thursday, July 22, 2021 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"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

- 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, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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***
5. Password details for shareholders other than Individual shareholders are given below:	
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
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.
c)	How to retrieve your 'initial password'? (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'. (ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b>
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on " <b>Forgot User Details/Password?</b> " (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> . c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 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](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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:

- 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 (Company email id).
- 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 (Company email id). 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**.
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- 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:

- 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: [tkrivastava@mindagroup.com](mailto:tkrivastava@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: June 13, 2021  
Place: Gurugram

Tarun Kumar Srivastava  
Company Secretary  
Membership no. ACS-11994