

**PROCEEDINGS OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF MINDA INDUSTRIES LTD. HELD ON TUESDAY, SEPTEMBER 25, 2012 AT 2:30 P.M. AT PHD HOUSE, OPP. ASIAN GAMES VILLAGE, NEW DELHI-110016.**

**PRESENT**

MR. NIRMAL K. MINDA	CHAIRMAN & MD
MR. ANAND KUMAR MINDA	DIRECTOR
MR. S.K. ARYA	DIRECTOR
MR. SUBHASH LAKHOTIA	DIRECTOR
MR. ALOK DUTTA	DIRECTOR
MR. SATISH SEKHRI	DIRECTOR
MR. H.C. DHAMIJA	V.P.- GROUP ACCOUNTS & COMPANY SECRETARY

731 MEMBERS OF THE COMPANY WERE PRESENT IN PERSON.

19 MEMBERS OF THE COMPANY WERE PRESENT THROUGH PROXY.

**CHAIRMAN**

Mr. Nirmal K. Minda took the Chair.

**QUORUM**

The Chairman declared the meeting properly constituted and the quorum being present.

The Chairman informed the Members that the Register and Index of Members and other relevant records are available for inspection.

Mr. Nirmal K. Minda, Chairman delivered his speech.

**NOTICE AND DIRECTORS' REPORT**

With the consent of the shareholders present, the Notice convening the Meeting and Directors' Report was taken as read.



### **AUDITORS' REPORT**

With the permission of the Chair, Mr. H.C. Dhamija, V.P. Group Accounts & Company Secretary, read the Auditors' Report.

### **ANNUAL REPORT**

The Chairman informed to the members that the 20<sup>th</sup> Annual Report of the Company for the Year 2011-12 has already been circulated and replied to the clarifications of the members.

Chairman requested to take up the Agenda items for the approval:

### **ITEM NO. 1**

#### **ADOPTION OF ANNUAL ACCOUNTS**

Proposed by : Mr. Harish Sharma  
Seconded by : Mr. S.N. Vohra

"RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2012, Profit & Loss Account for the year from April 1, 2011 to March 31, 2012, Directors' Report and the Auditors' Report thereon be and are hereby received and adopted."

The resolution was put to vote by show of hands and carried unanimously.

### **ITEM NO. 2**

#### **DECLARATION OF DIVIDEND ON 3% CUMULATIVE REDEEMABLE PREFERENCE SHARES**

Proposed by : Mr. Mukesh Kumar  
Seconded by : Ms. Nisha Gupta

"RESOLVED THAT the dividend @ 3% on 35,00,000 3% Cumulative Redeemable Preference Shares of Rs. 10/- each, for the year 2011-12, be and is hereby declared for payment to the preference shareholders of the company, whose



name appear in the Company's Register of 3% Cumulative Redeemable Preference Shares on Tuesday, September 25, 2012."

The resolution was put to vote by show of hands and carried unanimously.

### **ITEM NO. 3**

#### **DECLARATION OF DIVIDEND ON EQUITY SHARES**

Proposed by : Mr. Madan Lal Satija  
Seconded by : Mr. Sudhir Arora

**"RESOLVED THAT** the dividend @ 30% i.e. Rs. 3.00 per share on 15865356 Equity Shares for the year 2011-12, be and is hereby declared for payment to those Shareholders, whose names appear -

- i. As beneficial owners of the shares as per list furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on September 17, 2012.
- ii. As members on the Register of Members of the Company as on September 25, 2012 after giving effect to all valid shares transfer in physical form, received by the company at the end of the business hours on September 17, 2012.

The resolution was put to vote by show of hands and carried unanimously.

### **ITEM NO. 4**

#### **APPOINTMENT OF MR. ALOK DUTTA, AS DIRECTOR RETIRING BY ROTATION**

Proposed by : Mr. Jasmeet Singh  
Seconded by : Mr. Madan Lal Sharma

**"RESOLVED THAT** Mr. Alok Dutta, be and is hereby appointed as Director of the Company, liable to retire by rotation."

The resolution was put to vote by show of hands and carried unanimously.

### **ITEM NO. 5**

#### **APPOINTMENT OF MR. SATISH SEKHRI, AS DIRECTOR RETIRING BY ROTATION**

Proposed by : Mr. Om Prakash Mahajan  
Seconded by : Mr. Manjit Singh



**“RESOLVED THAT Mr. Satish Sekhri be and is hereby appointed as Director of the Company, liable to retire by rotation.”**

The resolution was put to vote by show of hands and carried unanimously.

**ITEM NO. 6**

**APPOINTMENT OF AUDITOR**

Proposed by : Mr. Krishan Gopal Sahani  
Seconded by : Mr. Prem Charchra

**“RESOLVED THAT M/s B S R & Co., Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company in place of M/s B S R and Company, Chartered Accountants to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by Board of Directors.**

The resolution was put to vote by show of hands and carried unanimously.

**ITEM NO. 7**

**APPOINTMENT OF BRANCH AUDITOR**

Proposed by : Mr. Dinesh Chand Jindal  
Seconded by : Mr. Manish Kapur

**“RESOLVED THAT M/s Jain Ajay & Associates, Chartered Accountants, Delhi be and is hereby appointed as Branch Auditors for the audit of the accounts of Autogas and Acoustic Division(s)- Branches of Minda Industries Ltd. and the Company hereby authorise the Board of Directors to fix the terms and conditions of their appointment including the remuneration payable to them.”**

The resolution was put to vote by show of hands and carried unanimously.



**ITEM NO. 8**

**SEEKING APPROVAL OF THE SHAREHOLDERS FOR WITHDRAWING THE DECISION FOR HIVING OFF BATTERY DIVISION**

Proposed by : Mr. S.N. Gupta  
Seconded by : Mr. Vinod Kumar Yadav

“RESOLVED THAT the approval granted by the shareholders through Postal Ballot dated 28<sup>th</sup> December 2011 for hiving off Battery Division of the Company be and is hereby withdrawn and Mr. Nirmal Kumar Minda, Chairman and Managing Director, Mr. Anand Kumar Minda, Director and Mr. H.C. Dhamija, V.P. - Group Accounts & Company Secretary be and are hereby authorised severally to do all acts, deeds, things including signing of any documents necessary to give effect to the resolution.”

The resolution was put to vote by show of hands and carried unanimously.

**VOTE OF THANKS**

Meeting was terminated with a vote of thanks to the chair.

CERTIFIED TRUE COPY

  
H.C. DHAMIJA  
V.P. - GROUP ACCOUNTS &  
COMPANY SECRETARY