



Ref.No: Z-IV/R-39/D-2/174 &amp; 207

Date : 26 February, 2018

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

Dear Sirs,

Ref: Our earlier letter dated 13 February, 2018Sub: Submission of Postal Ballot Notice - seeking approval of the Shareholders

- 1) To approve transfer of Business/ Assets of 2 Wheeler (2W) Lighting Division, Rasoi Sonapat to the wholly owned subsidiary, Rinder India Private Limited (RIPL).
- 2) To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration.

This is to inform that the Postal Ballot Notice has been dispatched by us through registered post to those shareholders, who have not registered their e-mail ids with the depositories or with the company and through e-mail, sent through NSDL to those shareholders, who have registered their e-mail ids with the depositories or the company.

We are pleased to enclose herewith copy of the Postal Ballot Notice along with explanatory statements, postal ballot form and e-voting instructions form, as was sent to the shareholders, for your information and records,

Thanking you,

Yours faithfully,  
For MINDA INDUSTRIES LTD.

H.C. DHAMIJA  
Vice President - Group Accounts  
Legal, Secretarial Indirect Taxation &  
Company Secretary

Encl: As above. 

# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

Tel : +91 11 2737 4444 / 91 124 2290427/28; Fax + 91 124 2290676 / 2290695

Website: www.unominda.com; E-mail: hcdhamija@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}**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, if any, that the company hereby seeks your approval in respect of the accompanied Resolutions through Postal Ballot / Electronic Voting (e-voting).

The proposed Resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning each resolution thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the company is also enclosed.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Sanjay Grover, (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, 1st Floor, Defence Colony, New Delhi – 110024, as the scrutinizer ("Scrutinizer") for conducting the entire 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 in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of business hours on 28 March, 2018. All the 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 the Listing Regulations and provisions of Section 108, 110 of the Act read with Rules made thereunder, 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 Depositories 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, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered 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.

The Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the Company Secretary of the Company, as authorised by the Board of Directors of the Company after the completion of scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on Friday, 30 March, 2018 at 2.30 p.m. at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 by the Chairman or in his absence by any other person 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 atleast one English newspaper and one vernacular language newspaper. The result of the Postal Ballot alongwith the Scrutinizer's Report will also be displayed at the website of the company [www.unominda.com](http://www.unominda.com). The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results i.e. Friday, 30 March, 2018.

### Special Business:

#### Resolution No. 1

**To approve transfer of the Business /Assets of 2 Wheeler (2W) Lighting Division at Rasoi, Sonapat to wholly owned subsidiary, Rinder India Private Limited (RIPL)**

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

"RESOLVED THAT pursuant to Section 180(1)(a) read with section 110, section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act" including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other consents, sanctions, permissions, approvals as and where required from financial institutions, bankers, Governmental, Regulatory and any other Authority and subject to such conditions as may be imposed by them or any of them and accepted by the Board of Directors of the Company ("the Board"), the consent of the members of the company be and is hereby accorded to the Board to sell, transfer, assign or otherwise dispose off the business/assets of 2W Lighting Division Rasoi, Sonapat, (hereinafter called as "the Lighting Division") to its wholly owned subsidiary namely Rinder India Private Limited at the value not less than Book Value, subject to working capital adjustments on the date of transfer, to be determined by an Independent valuer, on such terms and conditions and in such manner as the Board may think fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize the terms and to sign, execute all such papers, agreements, documents including deeds, as may be required and related to the proposed transfer of business/assets related to the Lighting Division and to complete the transactions with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts, deeds, matter and things as may be deemed necessary, desirable and / or expedient, in its discretion for completion of the transaction as aforesaid in the best interest of the Company."



## Minda Industries Limited

### Resolution No. 2

#### To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration

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 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule V of the Act 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 without any further approval of the members of the Company (hereinafter referred to as "the Board" which term shall be 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), the consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Nirmal K Minda (DIN 00014942) as Chairman & Managing Director of the company, liable to retire by rotation, for a period of 5 years, commencing from 1 April 2018 to 31 March, 2023 and the payment of salary, allowances, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions 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 re-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. Nirmal K Minda.

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."



By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxation &  
Company Secretary  
Membership no. ACS-6940

Date : 13 February, 2018  
Place : Gurgaon (Haryana)

#### Notes:

- 1) Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto.
- 2) A Postal Ballot Form alongwith 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 is being sent to all the members whose names appear in the Register of Members/ Record of Depositories as on 16 February, 2018 (cutoff 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 and time.
- 4) The company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. The E-voting facility for Postal Ballot will be available from Tuesday, 27 February, 2018 at 9.00 a.m. to Wednesday, 28 March, 2018 upto 5.00 p.m.
- 5) If the members have voted in both physical as well as electronic modes, votes cast by way of e-voting would be considered valid.
- 6) The Results of the Postal Ballot will be announced on Friday, 30 March, 2018 at 2:30 PM 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 [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.
- 7) Members are requested to carefully read the instructions printed on the Postal Ballot form before exercising their vote for the proposed resolution which requires consent of the shareholders.
- 8) 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).
- 9) A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
- 10) The 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

Members may please note that Rinder India Private Limited (RIPL) is a wholly owned subsidiary of the company, engaged in manufacturing of Off Road, 2 Wheeler (2W) and Four Wheeler (4W) lightings, having its manufacturing plants at (i) Bahadurgarh, Haryana; (ii) Pimpri, Pune and (iii) Chakan, Pune (Maharashtra).

In order to consolidate and operate 2W Lighting Division more efficiently, it is proposed to transfer the Business/Assets of the 2W Lighting Division, Rasoi, Sonapat of the company to RIPL. It is informed that the Business/Assets of the said division will be transferred at the value not less than the Book Value, to be determined by the Independent Valuer. The company will charge Lease Rent from RIPL for use of Land and Building. The net proceeds from the sale of 2W Lighting Division will be utilized to repay the existing loans and reduce interest burden or to enhance the working capital of the Company or for the general business purpose.

As per the provision of Section 180(1)(a) of the Companies Act, 2013, which inter alia, provides that sale, lease or otherwise dispose off the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of an Special Resolution, the Company is desirous of seeking your consent for such proposal contained in the Special Resolution appended.

The Board recommends the resolution set forth in the item no. 1 for the approval of members.

None of the Director or key managerial personnel or their relative is, financially or otherwise, concerned or interested in this resolution.

#### Item no. 2

Mr. Nirmal K Minda was re-appointed as the Chairman and Managing Director for a period of two years with effect from 1 April, 2016 to 31 March, 2018 on the terms and conditions including remuneration, as approved by the shareholders at the annual general meeting held on 11 August, 2016. Hence his tenure as Chairman and Managing Director is valid upto 31 March, 2018. Mr. Nirmal K Minda, is an industrialist, with nearly four decades of rich experience in the field of auto components industry. He is an instrumental and driving force for growth of the Company as well as UNO Minda Group and in order to avail benefits of his vast experience and expertise, the Board of Directors at their meeting held on 13 February 2018, upon recommendation of Nomination and remuneration Committee of the Board, approved the re-appointment of Mr. Nirmal K Minda as Chairman and Managing Director of the Company for a period of five years from 1 April, 2018 to 31 March, 2023 on following terms & conditions:-

Details of Remuneration:	
1	<p>Basic Salary</p> <p>Rs. 11.40 lacs per month and with increments as per the Company's policy and as may be determined by Board of Directors, from time to time.</p>
2	<p>Perquisites and Allowances:</p> <p>a) Medical Reimbursement: Reimbursement of actual medical expenses including insurance premium for medical and hospitalization policy, if any, for self and family.</p> <p>b) Housing Facility: The Company will provide to Mr. Nirmal K. Minda and his family either residential accommodation or House Rent Allowance up to 100% of Basic Salary. The Company will provide the furnishing at his residential accommodation.</p> <p>c) Reimbursement of Gas, Electricity and Water expenses. He will be eligible for other allowances as per the policy of the Company.</p> <p>d) Club Fee: Subject to maximum of two clubs (Admission Fees not to be borne by the Company).</p> <p>e) Personal Accident Insurance Premium as per the Company's Policy.</p> <p>f) Leave Travel Concession: Leave Travel Concession for self and family once in a year.</p> <p>g) Apart from the above, the appointee shall also be entitled to the following:-</p> <p>i. Car for use on Company's business. Company shall also pay repair, maintenance &amp; running expenses of the Car.</p> <p>ii. Driver Salary.</p> <p>iii. Telephone at residence.</p> <p>iv. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund, as per the Rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</p> <p>v. Reimbursement of the entertainment, travelling and all other expenses incurred by him for the business of the Company.</p> <p>vi. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.</p> <p>vii. Encashment of leave at the end of the tenure.</p> <p>h) The following perquisites shall not be included in the computation of ceiling of remuneration:-</p> <p>i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</p> <p>ii) Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service.</p> <p>iii) Encashment of leave at the end of the tenure.</p> <p>i) During the period the appointee functions as Managing Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof.</p>
3	Commission upto 3% of the net profit computed in accordance with Section 198 of the Companies Act, 2013.
4	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.



## Minda Industries Limited

The remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) shall not exceed maximum 5% of net profit as the limits laid down in section 198 of the Act, including any statutory modifications or re-enactment thereof.

Where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for a period not exceeding 5 years from the date of re-appointment by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

Mr. Nirmal K Minda is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013. Mr. Nirmal K Minda will not be entitled to sitting fee for attending Board meetings and/ or Committee meetings. He will exercise such of the powers as may be delegated from time to time by the Board of Directors.

Mr. Nirmal K Minda may be deemed to be interested in this Resolution since it relates to his appointment and remuneration.

The Board recommends the resolution set forth in the item no. 2 for the approval of members.

No other Director or key managerial personnel or their relative is, financially or otherwise, concerned or interested in this item of business.

Details of Directors seeking appointment/ re-appointment pursuant to the Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Name of the Director	Mr. Nirmal K Minda
DIN	00014942
Date of Birth (Age)	7 November, 1957 (60 years)
Date of First Appointment on the Board	16 September, 1992
Qualification	B.Sc.
Experience in Specific Functional Area	Rich experience in auto components industry of more than 39 years. He is instrumental and driving force for Growth of the Company as well as UNO Minda Group.
Directorship in other Companies	Mr. Nirmal K Minda is Director of following Companies:- Mindarika Pvt. Ltd., Minda Automotive Ltd., Shreeaumji Infrastructure Private Ltd., Shreeaumji Infrastructure & Projects Pvt. Ltd., Automotive Components Manufacturers Association of India, Shreeaumji Developers SEZ Pvt. Ltd., Shreeaumji Real Estate SEZ Pvt. Ltd., Minda International Ltd., Om Marubeni Logistic Pvt. Ltd., Minda Mindpro Ltd., Minda Spectrum Advisory Ltd., Minda Finance Ltd., M J Casting Ltd., Roki Minda Co. Pvt. Ltd. Kosei Minda Aluminum Company Private Ltd., Suman Nirmal Minda Foundation, Minda iconnect Pvt. Ltd. and Minda Kosei Aluminum Wheel Pvt. Ltd.
Key terms and conditions of appointment	As per the Resolution as item no. 2 of this notice read with explanatory statement thereto
Remuneration proposed to be paid	As per the Resolution as item no. 2 of this notice read with explanatory statement thereto
Number of Board meetings attended during the year	6
Relationship with other Directors, Managers and other Key Managerial Personnel	Nil
Chairman / Members of the Committee of the Board of Companies	He is Chairman of CSR Committee of the Company.
Shareholding in the company (equity shares of Rs.10 each)	19489055 equity shares (22.55%)

Directorship in foreign companies, membership in governing councils, chambers and other bodies, Partnership firms, etc., are not included. Membership in non-mandatory Committees is also not included.



By order of the Board of  
Minda Industries Limited

H.C. Dhamija  
Vice President - Group Accounts,  
Legal, Secretarial, Indirect Taxation &  
Company Secretary  
Membership no. ACS-6940

Date : 13 February, 2018  
Place : Gurgaon (Haryana)

# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

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

Tel : +91 11 2737 4444, +91 124 2290427/28 : Fax + 91 124 2290676 / 2290695



S.No.

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

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Minda Industries Limited is offering e-voting facility to its members to cast their votes electronically in respect of the business transacted in the Notice dated 13 February 2018, 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). 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
108208		

The e-voting facility will be available for Postal Ballot. **From 9.00 a.m. on 27 February, 2018 to 5.00 p.m. on 28 March, 2018** and the voting shall not be allowed after the expiry of such time.

The cutoff date (i.e. the record date) is 16 February, 2018.

Please read the instructions printed below before exercising your vote. The details and instructions form an integral part of the Notice for Postal Ballot.

#### Steps for e-voting:

- 1) Please read the instructions printed below before exercising your vote. The details and instructions form an integral part of the Notice for Postal Ballot.
- 2) Steps for e-voting:
- 3) Open the internet browser and type the following URL: <https://evoting.nsdl.com>
- 4) Click on **Shareholder - Login**
- 5) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for login.
- 6) If you are logging in for the first time, please enter the user id and password provided in this document.
- 7) The **password change menu** will appear on your screen change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
- 8) Once the e-voting home page opens, click on **e-voting >Active Voting Cycles**.
- 9) Select the EVEN (E-Voting Event Number) of Minda Industries Ltd. (the number is provided in this document). Once you enter the number the cost vote page will open. Now you are ready for evoting.
- 10) Cast your vote by selecting your favoured option and click **submit**. Also click **confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified. Upon confirmation, the message "vote cast successfully" will be displayed.
- 11) Corporate/ institutional shareholders are required to send a scanned copy (pdf/JPG format) of the relevant board resolution/ authority via e-mail at [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to <https://evoting.nsdl.com>.
- 12) In case of any queries, please refer to the frequently asked questions for members and the evoting user manual for members available in the 'Downloads' section of <https://evoting.nsdl.com> or contact NSDL at Toll Free no. 1800222990.

#### General instructions:-

- 1) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cutoff date of 16 February, 2018 and not casting their vote electronically, only cast their vote through Postal Ballot form.
- 2) Mr. Sanjay Grover, (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical postal ballot process in a fair and transparent manner.
- 3) The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the evoting period, unlock the votes in the presence of at least two witnesses, not in the employment of the company and make a Scrutinizer Report of the votes cast in favour of or against if any, forthwith to the Chairman of the Company.
- 4) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the company as on 16 February, 2018.
- 5) The Results declared by the Scrutinizer's Report shall be placed on the company's website [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.
- 6) The shareholders can opt for only one mode of voting i.e. through Postal Ballot or e-voting. If the shareholder decides to vote through Postal Ballot they are advised not vote through e-voting and vice versa. In case of voting by both the modes, voting through e-voting mode will be considered and counted and physical Postal Ballot mode of such shareholder will be treated as invalid.
- 7) Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot:

The Vice President – Group Accounts, Legal, Secretarial, Indirect Taxation & Company Secretary, Minda Industries Limited, Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: 91 124 2290676, E-mail: [hcdhamija@mindagroup.com](mailto:hcdhamija@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.

By order of the Board of  
Minda Industries Limited

Date : 18 February, 2018  
Place : Gurgaon (Haryana)

  


H.C. Dhamija  
V.P. Group Accounts,  
Legal, Secretarial, Indirect Taxation &  
Company Secretary  
Membership no. ACS-6940

# Minda Industries Limited

(CIN-L74899DL1992PLC050333)

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

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

Tel : +91 11 2737 4444, +91 124 2290427/28 : Fax + 91 124 2290676 / 2290695



## POSTAL BALLOT FORM

S.NO:

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 business(es) stated in the Postal Ballot Notice dated 13 February 2018 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.	To approve transfer of Business/ Assets of 2 Wheeler (2W) Lighting Division, Rasoi Sonepat to the wholly owned subsidiary, Rinder India Private Limited (RIPL).	Special			
2.	To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration.	Ordinary			

Place:

Date:

(Signature of the Shareholder)

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

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#### 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) 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.
- 4) Voting rights through a Postal Ballot cannot be exercised by a proxy.
- 5) Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 5.00 p.m. on 28 March, 2018.
- 6) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 7) A shareholder may request for a duplicate Postal Ballot form if so required. And 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: hcdhamija@mindagroup.com. However, the Duplicate Postal Ballot Form duly filled in and signed should reach the Scrutinizer on or before 5.00 p.m. on 28 March, 2018.
- 8) There will be one Postal Ballot for every Folio/Client ID.
- 9) The Scrutinizer's decision on the validity of a Postal Ballot/e-voting will be final and will submit his final Report on 30 March, 2018.
- 10) The Company shall announce the result of the Postal Ballot at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi-110052 at 2.30 p.m. on Friday, 30 March, 2018.
- 11) The Result of the Postal Ballot will be published in the newspaper for the information of the Shareholders on 31 March, 2018.
- 12) All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office/Corporate Office of the company during the business hour up to 28 March, 2018.

 

