

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

Date : 05/06/2018

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

Dear Sir(s),

Sub: - Inter-se Transfer of shares amongst the Promoter and Promoter Group

Ref: - Submission of Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We are in receipt of the letter dated 5 June, 2018 from Mr. Nirmal K. Minda, Promoter, Chairman & Managing Director of the company, on the captioned subject matter, addressed to NSE, BSE and the Company, wherein Mr. Minda has proposed to acquire 2301455 equity shares of the company under an inter-se transfer by way of gift. In this context, he has also given the disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, duly signed, the copy of which is enclosed herewith.

It is for your information and records please.

Thanking you.

Yours faithfully,
For MINDA INDUSTRIES LTD.



TARUN KUMAR SRIVASTAVA
Company Secretary & Compliance Officer

Encl: As above.

Date: 05/06/2018

To,

National Stock Exchange of India Ltd.

Listing Deptt., Exchange Plaza,
BandraKurla Complex, Bandra (E),
Mumbai - 400 051.

BSE Ltd.

Regd. Office: Floor - 25,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.

Company Secretary,

Minda Industries Ltd.

B-64/1, Wazirpur Industrial Area,
Delhi-110052

Sub: Inter-se Transfer of shares amongst the Promoter and Promoter Group

Ref: Disclosure pursuant to Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

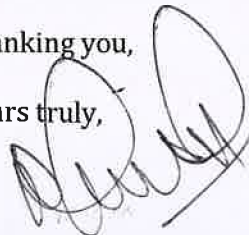
In compliance with the provisions of Regulation 10(1)(a)(i) read with Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I, Nirmal K Minda, Promoter, Chairman & Managing Director of Minda Industries Ltd. ("the Company"), resident of J-10/32-33 DLF Phase-II, Gurgaon- 122002, Haryana, wish to inform that I propose to acquire 23,01,455 Equity Shares of the company under an inter-se transfer by way of gift.

Please find enclosed herewith the disclosure under regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, duly signed, for your information and record please.

This is for your information and records.

Thanking you,

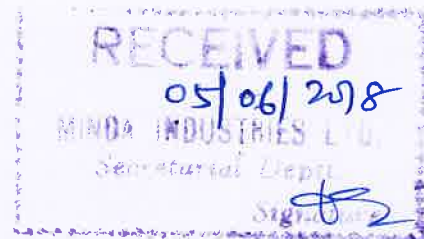
Yours truly,



NIRMAL K MINDA

J-10/32-33 DLF Phase-II,
Gurgaon - 122002

Encl: As above.



Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----|--|---|
| 1. | Name of the Target Company (TC) | MINDA INDUSTRIES LTD. |
| 2. | Name of the acquirer(s) | NIRMAL K MINDA |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | Yes |
| 4. | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | SAVITRI MINDA |
| | b. Proposed date of acquisition | On or after 12 June, 2018 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 23,01,455 Equity Shares |
| | d. Total shares to be acquired as % of share capital of TC | 2.64% |
| | e. Price at which shares are proposed to be Acquired | N.A. |
| | f. Rationale, if any, for the proposed transfer | Inter-se transfer of shares among the promoter & promoter group, by way of gift from M.B.Savitri Minda. |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | Reg 10(1)(a)(i) |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | N.A. |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | N.A. |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | N.A. |



| | | |
|-----|---|--|
| 9. | Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) | Yes, the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations, 2011. |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | I hereby declare that all the conditions specified under regulation 10(1) (a) with respect to exemption has been complied with. |

| 11 | Shareholding details | | Before the proposed transaction | | After the proposed transaction | |
|----|----------------------|---|---------------------------------|-----------------------------------|---------------------------------|-----------------------------------|
| | | | No. of Shares/ voting Rights | % w.r.t total share capital of TC | No. of Shares/ voting rights | % w.r.t total share capital of TC |
| | A | Acquirer(s) and PACs (other than seller)(*) | 5,95,71,750 | 68.34 | 6,18,73,205 | 70.98 |
| | B | Seller/ Gift by Savitri Minda | 23,01,455 | 2.64 | 0 | 0 |
| | | TOTAL | 6,18,73,205 | 70.98 | 6,18,73,205 | 70.98 |

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 05/06/2018
Place: Gurgaon (Haryana)




(NIRMAL K MINDA)

MINDA INDUSTRIES LIMITED
SHAREHOLDING STRUCTURE OF PROMOTER AND PROMOTER GROUP

| Name of the Shareholder | | Before the proposed transaction | | Proposed Inter-Se Transaction | | After the proposed transaction | |
|---|----------------------------|---------------------------------|-----------------------------------|---------------------------------|-----------------------------------|---------------------------------|-----------------------------------|
| | | No. of Shares/ voting Rights | % w.r.t total share capital of TC | No. of Shares/ voting Rights | % w.r.t total share capital of TC | No. of Shares/ voting rights | % w.r.t total share capital of TC |
| Acquirer(s) and PACs (other than seller)(*) | | | | | | | |
| 1 | NIRMAL K. MINDA | 19489055 | 22.36 | (+) 23,01,455 | (+) 2.64 | 21790510 | 25.00 |
| 2 | SUMAN MINDA | 12857380 | 14.75 | | | 12857380 | 14.75 |
| 3 | SAVITRI MINDA | 2301455 | 2.64 | (-) 23,01,455 | (-) 2.64 | 0 | 0 |
| 4 | PALLAK MINDA | 1088400 | 1.25 | | | 1088400 | 1.25 |
| 5 | PARIDHI MINDA JINDAL | 570000 | 0.65 | | | 570000 | 0.65 |
| 6 | AMIT MINDA | 430840 | 0.49 | | | 430840 | 0.49 |
| 7 | ANAND KUMAR MINDA | 18000 | 0.02 | | | 18000 | 0.02 |
| 8 | MAA VAISHNO DEVI ENDOWMENT | 108230 | 0.12 | | | 108230 | 0.12 |
| 9 | MINDA INVESTMENTS LTD. | 21283380 | 24.42 | | | 21283380 | 24.42 |
| 10 | MINDA FINANCE LTD. | 1243200 | 1.43 | | | 1243200 | 1.43 |
| 11 | SINGHAL FINCAP LTD. | 2483265 | 2.85 | | | 2483265 | 2.85 |
| | TOTAL | 61873205 | 70.98 | (+) 23,01,455 (-) 23,01,455 | (+) 2.64 (-) 2.64 | 61873205 | 70.98 |

Date: 05/06/2018
Place: Gurgaon (Haryana)


(NIRMAL K MINDA)