

## Minda Corporation Limited

Registered Office: 36A, Rajasthan Udyog Nagar, Delhi-110033  
Tel. No. : +91 124-4698400, email: investor@minda.co.in  
CIN: L74899DL1985PLC020401, Website: www.minda.co.in



ASHOK MINDA GROUP

*Powered by Passion*

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 & Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- (i) Increase in the Authorized Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company;
  - (ii) Sub-Division of each Equity Share of ₹ 10/- (Rupees Ten Only) each into 5 equity shares of ₹ 2/- (Rupees Two Only) each and alteration of Capital Clause of Memorandum of Association of the Company;
  - (iii) Issue of Bonus Shares by capitalization of reserves;
  - (iv) Appointment of Mr. Ashok Kumar Jha as an Independent Director of the Company for a period of 5 (five) years; and
  - (v) Approval of Remuneration of Mr. Ashok Minda, Chairman & Group CEO;
- are proposed to be passed by the Members through postal ballot/ electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Sanjay Grover, Company Secretary in whole time practice (Membership No. FCS 4223; C.P. No. 3850), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 18:00 Hours (IST) on Monday, 22nd December, 2014.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on Tuesday, 23rd December, 2014 and along with the scrutinizer's report, such result shall be intimated to the Stock Exchange(s), where the securities of the Company are listed, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.minda.co.in](http://www.minda.co.in).

#### ITEM NO. 1

#### **INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and 61(1)(a) and other applicable provisions if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchanges by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, consent of the members be and is hereby accorded to increase the, Authorized Share Capital of the Company from ₹ 442,000,000 (Rupees Four Hundred Forty Two Million Only) comprising of ₹ 250,000,000/- (Rupees Two Hundred Fifty Million Only) divided into 25,000,000 (Twenty Five Million) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each to ₹ 642,000,000/- (Rupees Six Hundred Forty Two Million Only) comprising of ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 45,000,000 (Forty Five Million) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each.

**“RESOLVED FURTHER THAT** the Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the following clause in place of existing Clause:

V *The Authorized Share Capital of the Company is ₹ 642,000,000 (Rupees Six Hundred Forty Two Million) comprising of ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 45,000,000 (Forty Five Million) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each.*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign the necessary documents and filling of Forms and all other necessary documents with concerned Registrar of Companies and to do all acts, deeds, and things as may be necessary to carry out above purpose.”

**ITEM NO. 2**

**SUB-DIVISION OF EACH EQUITY SHARE OF ₹ 10/- EACH INTO 5 EQUITY SHARES OF ₹ 2/- EACH AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(d) and other applicable provisions of Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchanges by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, consent of the members be and is hereby accorded to sub-divide the Face value of the Equity Shares of ₹ 10/- (Rupees Ten Only) each fully paid up into 5 (Five) equity shares of Face value ₹ 2/- (Rupees Two Only) each fully paid-up and consequently the existing Authorized Share Capital of the Company be sub divided and re-classified as fully paid up Equity shares of Face Value of ₹ 2/- (Rupees Two Only) each.

**“RESOLVED FURTHER THAT** the Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the following clause in place of existing Clause:

V *The Authorized Share Capital of the Company is ₹ 642,000,000 (Rupees Six Hundred Forty Two Million) comprising of ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 225,000,000 (Two Hundred Twenty Five Million) Equity Shares of ₹ 2/- (Rupees Two Only) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each.*

**“RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, each equity Share of the Face value of ₹ 10/- (Rupees Ten Only) as existing on the Record Date shall stand sub-divided into 5 (Five) Equity Shares of the Face Value of ₹ 2/- (Rupees Two Only) each fully paid up, with effect from the Record Date.

**“RESOLVED FURTHER THAT** on sub-division, the 5 (five) Equity Shares of the Face Value of ₹ 2/- (Rupees Two Only) each be issued in lieu of one Equity Share of ₹ 10/- (Rupees Ten Only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect and carry the same rights as the existing fully paid Equity Shares of ₹ 10/- (Rupees Ten Only) each of the Company and shall be entitled to all statutory and other rights including dividend(s) to be declared after the sub-division of Equity Shares.”

**“RESOLVED FURTHER THAT** upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face Value of ₹ 10/- (Rupees Ten Only) held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of ₹ 2/- (Rupees Two Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (the Board shall be deemed to include the committee thereof) be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

**ITEM NO. 3**

**APPROVAL FOR THE ISSUE OF BONUS SHARES BY CAPITALIZATION OF RESERVES**

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

**“RESOLVED THAT**, in pursuance of Section 63 and other applicable provisions of the Companies Act, 2013, Article 70 of the Article of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 [“the SEBI ICDR, 2009”] and subject to such approval as may be necessary and modification as may be specified while granting such approval, the consent of the members be and is hereby accorded to capitalize a sum of ₹ 209,311,640/- (Rupees Two Hundred Nine Million Three Hundred Eleven Thousand Six Hundred Forty Only) out of its Free Reserves/ Securities Premium Account or such other Reserve Account, as may be decided by the Board of Directors of the Company, for distribution among the shareholders of existing fully paid up equity shares of ₹ 2/- (Rupees Two Only) each of the Company (subsequent to the sub-division of each equity share of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each) whose name will appear in the Register of members / Beneficial Owners’ position of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof), as an increase of the amount of the share capital of the Company held by each such member, and not as income or in lieu of dividend, credited as 104,655,820 new fully paid up equity shares of ₹ 2/- (subsequent to the sub-division of each equity share of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each) as bonus shares in the proportion of one(1) new equity share of ₹ 2/- each for every one (1) existing fully paid equity share of ₹ 2/- each held.

**“RESOLVED FURTHER THAT** such new shares as and when issued and fully paid, shall rank pari-passu and carry the same rights as the existing fully paid Equity Shares and shall be entitled to all statutory and other rights including dividend(s) to be declared after the sub-division of Equity Shares.”

**“RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent they relate to the non-resident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as amended from time to time or rules made thereunder, as may be deemed necessary.”

**“RESOLVED FURTHER THAT** the share certificates in respect to the said Bonus Shares allotted shall be sent to the respective shareholders who hold the existing equity shares in physically form and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing equity shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the Bonus issue and in case of any doubts or difficulties, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions from time to time as may be necessary, expedient usual or proper and to settle any question or doubt that may arise in relation thereto or otherwise reconsider the matter within changed circumstances, if any, and also authorized in its absolute discretion as it may think fit and its decision shall be final and binding on all the members of the Company and other interested persons.”

**ITEM NO. 4**

**APPOINTMENT OF MR. ASHOK KUMAR JHA (DIN 00170745) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149(10) & (11), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement (as amended up to date) Mr. Ashok Kumar Jha (DIN 00170745), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years upto November 13, 2019.”

**ITEM NO. 5**

**APPROVAL OF REMUNERATION OF MR. ASHOK MINDA (DIN 00054727), CHAIRMAN & GROUP CEO i.e. WHOLE TIME DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with rules of Chapter XIII (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, if any, remuneration payable to Mr. Ashok Minda (DIN 00054727) be and is hereby approved for a period of two years w.e.f. 1st August, 2014 to 31st July, 2016 on the terms and conditions as set out hereunder:-

PERIOD OF APPROVAL SOUGHT: - From 1st August, 2014 to 31st July, 2016

- (I) REMUNERATION: Mr. Ashok Minda, Chairman & Group CEO shall be entitled to the following:
- (a) Salary ₹ 12,60,000/- (Rupees Twelve Lacs Sixty Thousand only) per month
  - (b) HRA @ 60% of Basic Salary OR rent free fully furnished/ unfurnished accommodation the value of which should not exceed 60% of Basic Salary in lieu of HRA per month with such annual increment as the Board may decide from time to time.
  - (c) One-month privilege leave for every Eleven months of services.
  - (d) Club fees: Reimbursement of club fees on actual basis not exceeding ₹ 2,00,000/- (Rupees Two Lacs) per annum per club.
- (II) Apart from the above Mr. Ashok Minda, shall also be entitled to the following:
- (a) Two Cars with the service of Drivers to be maintained by the Company for official use and limited personal use shall be value at actual cost.
  - (b) Company's contribution to Provident Fund and Superannuation 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.
  - (c) Reimbursement of the actual communication, entertainment and traveling expenses for the purpose of the business of the Company.
  - (d) Gratuity not exceeding half-a-month's salary for each completed year of service.
  - (e) Encashment of leave as per Company policy.
  - (f) Medical Reimbursement on actual basis.
  - (g) Other perquisites not exceeding ₹ 10,00,000/- (Rupees Ten Lacs) per annum.
- (III) During the period Mr. Ashok Minda functions as Chairman & Group CEO, he shall not be paid any sitting fees for attending the meeting of Board or any Committee thereof.
- (IV) The Board may, in its absolute discretion, pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated in this Resolution.
- (V) Subject to the superintendence, control and direction of the Board, Mr. Ashok Minda shall perform such duties and functions as would be commensurate with his position as Chairman & Group CEO of the Company and as may be delegated to him from time to time.
- (VI) The Company or Mr. Ashok Minda shall be entitled to terminate this appointment by giving three months' notice in writing or such shorter notice, as may be mutually agreed between Mr. Ashok Minda and the Company or in lieu of notice, payment by the Company or by Mr. Ashok Minda equivalent to three months' last drawn remuneration.

**“RESOLVED FURTHER THAT** the above Remuneration be paid as minimum remuneration to Mr. Ashok Minda, where in any financial year during his tenure as Chairman cum Group CEO Whole Time Director, the Company has made no profits, or the profit are inadequate within the meaning of Schedule V and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign the necessary documents and filling of Forms and all other necessary documents with concerned Registrar of Companies and to do all acts, deeds, and things as may be necessary to carry out above purpose.”

Registered Office:  
Minda Corporation Limited  
36A, Rajasthan Udyog Nagar,  
Delhi – 110033, India

Dated: 14th November, 2014  
Place: Delhi

By order of the Board  
For **MINDA CORPORATION LIMITED**

  
**Ajay Sancheti**  
Company Secretary

**NOTES**

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended to the notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 14th November, 2014
3. The Company has appointed Mr. Sanjay Grover, Company Secretary in whole time practice (Membership No. FCS 4223; C.P. No. 3850) as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
4. Shareholders who have registered their e-Mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-Mail and to others are being sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-Mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link [www.minda.co.in](http://www.minda.co.in) or <https://www.evoting.nsd.com>, fill in the details and send the same to the Scrutinizer.
5. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
6. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Monday, 22nd December, 2014, 6:00 p.m. to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-Voting module shall also be disabled by NSDL for voting thereafter.
7. In compliance with the provisions of Clause 35B of the Equity Listing Agreement and Section 110 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The Company has entered into an agreement with NSDL for facilitating e-Voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Forms, e-Voting is optional. Demat-Account/Folio Number of the Shareholders has been enrolled by the Company for participation in voting on resolutions placed by the company on e-Voting system.
  - (i) The Process of login to e-Voting website is given below:
    - a) Open attached PDF File viz. MINDACORP e-Voting.pdf with your Client ID or Folio No. as password containing your User ID and Password for e-Voting system. Please note that the password is an initial password.
    - b) Launch internet browser by typing the following URL:  
<http://www.evoting.nsd.com>
    - c) Click on "Shareholder-login"
    - d) Put User ID and password as initial password noted in step (a) above. Click login.
    - e) Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof. Note new password.
    - f) Home page of "e-Voting" opens. Click on "e-Voting" -Active Voting Cycles.
    - g) Select "EVEN" of the Minda Corporation Limited for casting your vote in favour or against the resolutions which starts on Saturday, 22nd November, 2014. Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end of the voting period i.e. upto the close of Monday, 22nd December, 2014.
    - h) Now, you are ready for "e-Voting" as "Cast Vote" page opens.
    - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - j) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. together with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-Mail at [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. Kindly

note that login to 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 “Forget Password” option available on the site to reset the same.

Please note that you can use this login exclusively for voting on the resolution placed by companies in which you are the shareholder.

- (ii) In case of Shareholders’ receiving Postal Ballot Form by Post.
    - a) Initial password is provided as below/at the bottom of the Postal Ballot Form EVEN (E-Voting Event Number) USER ID, PASSWORD/PIN.
    - b) Please follow all steps from Sr. No. (b) to (j) of as mentioned in (i) above, to cast vote.
  - (iii) If you are already registered with NSDL for e-Voting then you can use your existing user ID and password for casting your vote.
  - (iv) You can also update your mobile number and e-Mail in the user profile details of the folio which may be used for sending future communication(s).
  - (v) 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 Downloads section of <https://www.evoting.nsdl.com>.
8. Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Postal Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both physical Postal Ballot and e-Voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-Voting will be treated as invalid.
  9. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 14th November, 2014.
  10. The Scrutinizer will submit his report after completion of the scrutiny, addressed to the Chairman on Tuesday, 23rd December, 2014. The Chairman will, or in his absence any other person so authorised by him will, announce the result of voting by postal ballot on Tuesday, 23rd December, 2014 at the Registered Office of the Company at 36-A, Rajasthan Udyog Nagar, Delhi-110033 and the resolutions will be taken as passed effectively on the date of announcement of the result by such authorised person, if the result of the Postal Ballots indicate that the requisite majority of the members had attained to the resolutions. The scrutinizer’s decision on the validity of the Postal Ballot shall be final.
  11. The result of the Postal Ballots will also be displayed at the Company’s Registered Office and will be posted, along with the scrutinizer’s on the website of the Company [www.minda.co.in](http://www.minda.co.in) besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
  12. The Board of Directors has appointed Mr. Ajay Sancheti, Company Secretary as the person responsible for the entire Postal Ballot process.
  13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours. (9:00 a.m. to 5:00 p.m.) on all working days upto the date of declaration of the result of Postal Ballot.

## **EXPLANATORY STATEMENT**

**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

### **ITEM NO. 1 & 2**

The Company is a public limited company and presently, the authorized share capital of the Company is ₹ 442,000,000/- (Rupees Four Hundred and Forty Two Million Only) comprising of ₹ 250,000,000/- (Rupees Two Hundred Fifty Million Only) divided into 25,000,000 (Twenty Five Million) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each. It is proposed to increase the authorised share capital of the Company to ₹ 642,000,000/- (Rupees Six Hundred Forty Two Million Only) comprising of ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 45,000,000 (Forty Five Million) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE), Delhi Stock Exchange Limited (DSE) and Madras Stock Exchange Limited (MSE). In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company, in its meeting held on 14th November, 2014, have approved the Sub-division of the nominal value of Equity Shares of the Company of ₹ 10/- each into smaller denomination of ₹ 2/- each, subject to the approval of Members.

Accordingly, each Equity Share of the Company of the nominal value ₹ 10/- each existing on the Record Date, shall stand Sub-divided into 5 Equity Shares of the nominal value of ₹ 2/- each.

Further, Company is proposing Bonus Issue to its members and a proposal in this regard is contained in this notice. Considering the proposed Bonus issue, it is proposed to increase the authorised share capital from ₹ 442,000,000/- (Rupees Four Hundred Forty Two Million Only) to ₹ 642,000,000/- (Rupees Six Hundred and Forty Two Million Only). The increased share capital shall be divided as ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 45,000,000 (Forty Five Million) equity shares of ₹ 10/ (Rupees Ten) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/ (Rupees Eight Hundred) each, subject to compliance of statutory provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions and also to amend Clause V of the Memorandum of Association.

After sub-division and increase in Authorised Capital of the Company the Authorized Share Capital of the Company shall be ₹ 642,000,000 (Rupees Six Hundred Forty Two Million) comprising of ₹ 450,000,000/- (Rupees Four Hundred Fifty Million Only) divided into 225,000,000 (Two Hundred Twenty Five Million) Equity Shares of ₹ 2/- (Rupees Two Only) each and ₹ 192,000,000/- (Rupees One Hundred and Ninety Two Million Only) divided into 240,000 (Two Hundred Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of ₹ 800/- (Rupees Eight Hundred Only) each.

A copy of existing Memorandum and Article of Association of the Company together with a copy of Memorandum and Article of Association reflecting the proposed amendment is available for inspection by the members of the Company at its registered office of the Company between 11:00 A.M. to 5:00 P.M. on all working days (except Sunday and Public holiday) till the declaration of result of Postal Ballot.

The Board recommends the resolutions as set out in the Item No. 1 & 2 of the accompanying Notice for the approval of the Members of the Company as Ordinary Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 3**

In terms of provisions of Article 70 of the Articles of Association of the Company, the Company may, in general meeting upon the recommendation of the Board, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's Reserves and Surplus for the purpose of Bonus Issue to the existing members of the Company.

The Board of Directors at their meeting held on Friday, 14th November, 2014 have considered that it is desirable to capitalize ₹ 209,311,640/- out of the Security Premium Account and to issue bonus equity shares of ₹ 2/- each credited as fully paid in the proportion of one equity share for every one equity share held to the holders of existing members on the record date.

The issue of bonus shares is in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, in this regard and subject to the conditions and modification, if any, as may be prescribed by SEBI.

The new equity shares shall rank pari-passu in all respect with the existing equity shares of the Company.

The Board recommends the resolution as set out in the Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 4**

It is proposed to appoint Mr. Ashok Kumar Jha as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement to hold office for 5 (five) consecutive years from November 14, 2014 upto November 13, 2019. A notice has been received from a member proposing Mr. Jha as a candidate for the office of Director of the Company under Section 160 of the Companies Act, 2013. In the opinion of the Board, Mr. Jha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and also under the Equity Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received declaration from Mr. Ashok Kumar Jha that he meets with the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Equity Listing Agreement.

This Statement may also be regarded as a disclosure under clause 49 of the Equity Listing Agreement with the Stock Exchanges and the other details of Mr. Ashok Kumar Jha pursuant to Clause 49 are annexed with the notice and marked as **Annexure-A**. The brief profile of Mr. Ashok Kumar Jha is given below:-

Mr. Jha, an IAS officer of the 1969 batch, has a 38 years stint in the civil services and had held crucial positions in India's State and Central Government apparatus. Mr. Jha's appointment as the Finance Secretary, Government of India was a fitting culmination of an already illustrious career. Mr. Jha is a renowned expert in handling policy issues of key ministries of the Government dealing with economic issues. He is presently holding position of a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November 2014. Mr. Ashok Kumar Jha does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Jha is also on the Boards of Setco Automotive Limited, Great Eastern Energy Corporation Limited, Nuziveedu Seeds Limited and XPRO India Limited

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Jha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jha as an Independent Director, for the approval by the shareholders of the Company.

Copy of the draft letters for appointment of Mr. Ashok Kumar Jha as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Except Mr. Ashok Kumar Jha, being an appointee, none of the Directors, Manager, Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 except to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 5**

Mr. Ashok Minda is having 30 years of vast experience in the automotive industry. Mr. Ashok Minda has provided his tremendous support and guidance to the Company in achieving its challenging goals.

Mr. Ashok Minda was appointed as Whole Time Director designated as Chairman cum Group CEO of the Company for a period of 5 years w.e.f. 01st August, 2011 to 31st July, 2016 with the approval of shareholders and Central Government, vide letter no. B20000832/ 2/ 2011 - CL.VII dated 20th March, 2012. However the remuneration payable to Mr. Ashok Minda was approved by the Central Government for a period of 3 years w.e.f. 01st August, 2011 to 31st July, 2014 in view of the same, the Board of Directors of the Company and Nomination & Remuneration Committee of the Company at their meetings held on Friday, 14th November, 2014 have approved the enhancement of the remuneration of Mr. Ashok Minda w.e.f. 01st August, 2014 to 31st July, 2016 as given in the proposed resolution.

As the remuneration of Mr. Ashok Minda may exceed the limits specified in Schedule V of the Companies Act, 2013, the Company needs to apply to the Central Government for its approval. The Central Government approval may be obtained after passing Special Resolution and also the notice of the meeting should contain disclosures as specified in Section II of Part II of Schedule V to the Companies Act, 2013. Information under Schedule V to the Companies Act, 2013 is given herein below:

#### **I. GENERAL INFORMATION**

##### **1. Nature of Industry:**

Minda Corporation Limited is engaged in the manufacturing and marketing of parts & Components for Automobile Industries for more than 28 years.

##### **2. Date of Commencement of Commercial Production:**

The Company had started its commercial production in the month of November, 1989.

##### **3. Financial Performance of the Company:**

The Financial Performance of the Company for the year 2013 – 14 is as follows:

	(₹ in Lacs)
Sales and other Income	62365
Total Expenditure	59252
Profit Before Tax	3113
Profit After Tax	2177



#### 4. Export Performance and Net Foreign Exchange Collaborations:

During the year 2013–14, the FOB value of Exports of the Company has been at ₹ 8230.49 Lacs. Total Earning in Foreign Exchange are ₹ 9097.55 Lacs.

#### 5. Foreign Investment or collaboration (if any)

The Company has invested in the equity shares of its wholly owned subsidiary namely Minda KTSN Plastic Solutions GmbH Co. & KG, Germany and Minda Europe B.V., Netherlands.

### II. INFORMATION ABOUT APPOINTEE: - Mr. Ashok Minda

#### 1. Background details, Recognition or awards:

Mr. Ashok Minda is having Bachelor's Degree in Commerce and a rich and vast experience of more than 30 years in the Automotive Industries.

#### 2. Past Remuneration:

Gross remuneration received from Minda Corporation Limited during 2013-14 is ₹ 1,85,76,000 (Rupees One Crore Eighty Five Lacs Seventy Six Thousand Only). The details of which is given below :

Particulars	Amount (in ₹)
Basic Salary	₹ 9,00,000 per month
HRA or Rent Free Fully Furnished / Unfurnished Accommodation	₹ 5,40,000 (60% of the Basic salary)
Other perquisites & Allowances	As approved by the Shareholders and Central Government

#### 3. Recognition or award

Mr. Ashok Minda completed his graduation from Delhi University. Like most successful entrepreneurs, Mr. Minda started taking an active interest in the business from early 1983, supporting his father while he was studying. He involved completely into the business right after completing his Graduation and started managing day-to-day affairs. Although, Mr. Minda has not conferred with any formal recognition or award but his hard work, business acumen and an eye on the future ensured that the business grew into a multifarious and multi-product organization in the domain of automotive components with a nationwide footprint and international recognition.

Under the futuristic Vision and dynamic leadership of Mr. Minda the Group is expanding on global platform within a short span of 20 years with a diversified product portfolio comprising of Safety, Security & Restraint Systems which includes electronic and mechanical security systems, Window regulators & Die casting.

#### 4. Job Profile & his Suitability:

Mr. Ashok Minda is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.

#### 5. Remuneration Proposed:

The proposed remuneration would comprise of his monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 5 of this Postal Ballot Notice.

#### 6. Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person:

The remuneration of the appointee, Mr. Ashok Minda is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Chairman cum Group CEO and enriched knowledge & vast experience of the appointee. He shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.

#### 7. Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any:

Mr. Ashok Minda is one of the Promoter and Shareholder of the Company and he has furnished personal guarantee in favour of the bankers for the Company's borrowings.

### III. OTHER INFORMATION

#### ❖ Reasons of loss or inadequate profits

Since automotive industry is highly competitive and grooming Industry. But due to business cycle phases, the Company may suffer losses or may have inadequate profits.

❖ **Steps taken or proposed to be taken for improvement**

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company.

❖ **Expected Increase in productivity and profits in measurable terms**

Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

**IV. Disclosures**

The proposed remuneration package of Mr. Ashok Minda is as follows:

Particulars	Amount (in ₹)
Basic Salary	₹ 12,60,000 per month
HRA or Rent Free Fully Furnished / Unfurnished Accommodation	60% of the Basic salary
Other perquisites	As per the proposed resolution

Except Mr. Ashok Minda none of the Directors, Manager, Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

**Annexure-A**

**Details of the Directors pursuant to Clause 49 of Equity Listing Agreement:-**

<b>Name of Director</b>	Mr. Ashok Kumar Jha
<b>Date of Birth</b>	18.04.1947
<b>Relationship with other Directors inter-se</b>	NIL
<b>Expertise in specific functional areas</b>	Finance & Economics
<b>Qualification</b>	1. Graduate from St. Stephen's College in Economics 2. Masters from Delhi School of Economics 3. Master Degree in Development Economics from the Australian National University, Canberra
<b>No. of Equity Shares of held in the Company</b>	NIL
<b>List of other companies in which Directorships are held *</b>	1. Setco Automotive Limited 2. Great Eastern Energy Corporation Limited 3. Nuziveedu Seeds Limited 4. XPRO India Limited
<b>List of the Committee of Board of Directors (across all other companies) in which Chairmanship/ Membership is held #</b>	Member of Audit Committee(s) of: 1. Setco Automotive Limited 2. Great Eastern Energy Corporation Limited 3. Nuziveedu Seeds Limited

\* As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies.

# Pursuant to Clause 49 of the Equity Listing Agreement, only two Committee viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/Investors' Grievance Committee of have been considered.

*Registered Office:*

Minda Corporation Limited  
36A, Rajasthan Udyog Nagar, Delhi – 110033, India

Dated: 14th November, 2014

Place: Delhi

By order of the Board  
For **MINDA CORPORATION LIMITED**

*Ajay Sancheti*  
**Ajay Sancheti**  
Company Secretary