



Minda Corporation Limited

Registered Office: 36A, Rajasthan Udyog Nagar, Delhi-110033

Tel. No. : +91 124-4698400, email: asancheti@minda.co.in

CIN: L74899DL1985PLC020401, Website: www.minda.co.in

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 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot to authorize the Board of Directors or a Committee thereof to create mortgage and/or charge on all or any of the movable and/or immovable properties of the Company, both present and future.

Members' consent is sought for the proposal contained in the Special Resolution given in this Notice. The Explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Parveen Rastogi, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Monday, 1st September, 2014, 6:00 p.m. Members may choose to vote using the e-Voting facility, the details whereof are specified in the notes to the Notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, 8th September, 2014 at 4:00 p.m. onwards and thereafter through the website of the Company (www.minda.co.in) and by way of intimation to the Stock Exchanges on which the Company is listed.

RESOLUTION NO. 1

TO AUTHORIZE THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF TO CREATE MORTGAGE AND/OR CHARGE ON ALL OR ANY OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:-

"**RESOLVED** that in supersession of the resolution passed by the shareholders of the Company at their Annual General Meeting held on Tuesday 24th September, 2013 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 250 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Registered Office:

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

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

Sd/-
Ajay Sancheti
Company Secretary

Dated: 26th July, 2014

Place: Delhi

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 25th July, 2014.
3. The Company has appointed Mr. Parveen Rastogi, Practicing Company Secretary, New Delhi 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 or <https://www.evoting.nsdl.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. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Monday 1st September, 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.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 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.nsdl.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 resolution which starts on Saturday, 2nd August, 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, 1st September, 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 rastogifcs3@gmail.com with a copy marked to 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 (i) above, to cast vote.
- (iii) 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>.
- (iv) If you are already registered with NSDL for e-Voting then you can use your existing user ID and password for casting your vote.
- (v) 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).
7. 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.
8. 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, 25th July, 2014.
9. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 5th September, 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 Monday, 8th September, 2014 at 4:00 p.m. at the Registered Office of the Company at 36-A, Rajasthan Udyog Nagar, Delhi-110033 and the resolution 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 resolution. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The result of the Postal Ballots along with the scrutinizer's report will also be displayed at the Company's Registered Office and posted on the website of the Company www.minda.co.in besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
10. The Board of Directors has appointed Mr. Ajay Sancheti, Company Secretary as the person responsible for the entire Postal Ballot process.
11. 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)

The Board of Directors of a company cannot, except with the consent of the shareholders in general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company. The Shareholders vide resolution passed at the Annual General Meeting held on Tuesday, 24th September, 2013, had accorded their consent to the Board of Directors to borrow up to ₹ 250 Crores (Rupees Two Hundred Fifty Crores).

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in Resolution No. 1. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 250 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The above proposal is in the interest of the Company and the Directors recommend the Resolution No. 1 of the Notice for consent and approval by the Members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Resolution No. 1 of the accompanying Notice except to the extent of their shareholding in the Company.

The resolution does not relate to or affects any other Company.

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Minda Corporation Limited
36A, Rajasthan Udyog Nagar,
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Dated: 26th July, 2014
Place: Delhi

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

Sd/-
Ajay Sancheti
Company Secretary