

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 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 Company seeks approval of Members, via Postal Ballot to authorize the Board of Directors or a Committee thereof to give any loan to any person or other body corporate(s), to give any guarantee(s) or provide security(ies) in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013.

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 Board of Directors of the Company has appointed Mr. Parveen Rastogi, Practicing Company Secretary (Membership No. FCS 4764 ; C.P. No. 2883), 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 at CS-54,55, 1st Floor, Ansal Plaza, Vaishali, Ghaziabad-201012, Uttar Pradesh on or before Friday, August 14, 2015, 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 Wednesday, August 19, 2015 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, the Depository and the Share Transfer Agent.

RESOLUTION NO. 1

AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification (s) or re-enactments(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors 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) to (i) give any loans to any person or other body corporates or (ii) give any guarantee(s) or to provide any security(ies) in connection with any loan to any other body corporate or person, or (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) (apart from the loan(s)/ guarantee(s)/ security(ies)/ investment(s) already given/ made/ held by the Company) shall not any time exceed ₹ 500 Crores (Rupees Five Hundred Crores Only) excluding the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize in its absolute discretion the terms and conditions, the timing and all related matters in respect of the above mentioned loan(s) / guarantee(s)/ security(ies) / investment(s) including but not limited to timing, the amount and the nature of each such loan(s)/ guarantee(s) / security(ies) /investment(s), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

Registered Office:
Minda Corporation Limited
36A, Rajasthan Udyog Nagar,
Delhi - 110033, India
Dated: May 27, 2015
Place: Gurgaon

By Order of the Board
For MINDA CORPORATION LIMITED

Ajay Sancheti
Ajay Sancheti
Company Secretary
Membership No. F5605

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 Wednesday, July 01, 2015.
3. The Company has appointed Mr. Parveen Rastogi, Practicing Company Secretary, 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.
6. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Friday, August 14, 2015, 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 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 resolution 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:
<https://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 Wednesday, July 15, 2015. Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in in any number of times on e-Voting platform of NSDL till you have voted on all the resolution or till the end of the voting period i.e. upto the close of Friday, August 14, 2015.
 - 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 authorized signatory(ies) who are authorized 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).
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 Wednesday, July 01, 2015.
10. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on Tuesday, August 18, 2015. The Chairman will, or in his absence any other person so authorized by him will, announce the results of voting by postal ballot on Wednesday, August 19, 2015 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 authorized person, if the results 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.
11. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted 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.
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 6:00 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)

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s)/ guarantee(s)/ security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) in the ordinary course of business exceeding the prescribed limits i.e. i) Sixty per cent of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or, ii) Hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person upto an amount not exceeding ₹ 500 Crores.

Such loan(s) shall be given and investment(s) shall be made or security(ies) shall be provided by the Board of Directors of the Company or Committees thereof in other body corporate(s) or other person(s) including subsidiary(ies)/ step subsidiary(ies) in India and abroad from time to time.

The aforesaid limit of ₹ 500 Crores shall exclude the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

The Register of Loans and Investments containing the details required to be mentioned therein shall be open for inspection during the office hours on all working days at the Registered Office of the Company.

The Board accordingly recommends passing the Special resolution through postal ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company and in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Registered Office:
Minda Corporation Limited
36A, Rajasthan Udyog Nagar,
Delhi - 110033, India
Dated: May 27, 2015
Place: Gurgaon

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

Ajay Sancheti
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Company Secretary
Membership No. F5605