

MINDA CORPORATION LIMITED

CIN: L74899DL1985PLC020401

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

Website: www.minda.co.in, E-mail: investor@minda.co.in

Corporate Office: D-6-11, Sector – 59, Noida – 201301 (U.P)

Date: May 27, 2015

Ref: B/R-6/S-1/MCL/57

Dear Members,

You are cordially invited to attend the 30th Annual General Meeting of the Members of the Company which is scheduled to be held on **Thursday, September 10, 2015 at 11:00 a.m.** at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

The Notice for the meeting containing the business to be transacted is enclosed herewith.

Yours Truly,
For Minda Corporation Limited

Ajay Sancheti

Ajay Sancheti
Company Secretary
PAN: AQKPS0208E
Membership No. F5605

Encl.: Notice

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of MINDA CORPORATION LIMITED will be held on Thursday, September 10, 2015 at 11:00 a.m. at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS' AND AUDITOR'S REPORT

"RESOLVED THAT the standalone & consolidated audited financial statements of the Company for the financial year ended March 31, 2015 together with the Directors' Report and the Auditor's Report thereon as presented to the meeting be and are hereby approved and adopted."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

DECLARATION OF DIVIDEND ON 2,40,000, 0.001% CUMULATIVE REDEEMABLE PREFERENCE SHARES

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 0.001% on 2,40,000 0.001% Cumulative Redeemable Preference Shares of ₹800/- each fully paid up for the year ended March 31, 2015."

3. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution:**

CONFIRMATION OF PAYMENT OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES

"RESOLVED THAT the interim dividend @ 10% i.e. ₹0.20/- per share on 20,93,11,640 Equity Shares paid to the shareholders for the financial year ended March 31, 2015, as per the resolution passed by the Board of Directors at their meeting held on February 13, 2015 be and is hereby noted and confirmed."

"RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 10% (i.e. ₹0.20/- per share) on 20,93,11,640 Equity Shares of ₹2/- each fully paid up for the year ended March 31, 2015."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RE-APPOINTMENT OF MR. SUDHIR KASHYAP (DIN: 06573561) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT Mr. Sudhir Kashyap, Director (DIN: 06573561) who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RATIFICATION OF APPOINTMENT OF M/S B S R & ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS

"RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendation of the Board of Directors, appointment of M/s. B S R & Associates, LLP Chartered Accountants (LLP Registration no. AAB 8182), be and is hereby ratified for the Financial Year 2015-16 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting (subject to ratification of the appointment by the members at every AGM to be held after this AGM) and at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

APPOINTMENT OF MR. SUNIL BEHARI MATHUR (DIN: 00013239) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS

"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. Sunil Behari Mathur (DIN: 00013239), 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 January 06, 2020.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

APPOINTMENT OF MRS. THANKOM T. MATHEW (DIN: 00025326) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS

“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) Mrs. Thankom T. Mathew (DIN: 00025326), 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 March 26, 2020.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

APPROVAL OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST AUDITORS OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration of ₹4,00,000/- (Rupees Four Lacs only) plus reimbursement of actual out of pocket expenses”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation)

Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect.”

“RESOLVED FURTHER THAT Mr. Sudhir Kashyap, Executive Director & CEO-Security Business and Mr. Ajay Sancheti, Company Secretary be and are hereby authorized individually on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, NCT of Delhi and Haryana.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.”

“RESOLVED FURTHER THAT Mr. Sudhir Kashyap, Executive Director & CEO-Security Business and Mr. Ajay Sancheti, Company Secretary be and are hereby authorized individually on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, NCT of Delhi and Haryana”

By order of the Board
 For MINDA CORPORATION LIMITED

Ajaya Sancheti

Ajay Sancheti
 Company Secretary

PAN: AQKPS0208E

Membership No.: F5605

Date: May 27, 2015

Place: Gurgaon

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT ANY OTHER PERSON AS HIS / HER PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH ADMISSION SLIP.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 04, 2015 to Thursday, September 10, 2015 (both days inclusive).
3. The dividend on Equity Shares if declared at the meeting, will be credited / dispatched to those members whose name shall appear on the Company's Register of Members on Thursday, September 03, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to the members whose names are furnished by the National Security Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. Members holding shares in electronic form may note that bank particulars registered against their respective depository account will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent, Skyline Financial Services Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants by the members.
5. Members holding shares in physical form are requested to notify any change of address, bank mandate, if any, to the Skyline Financial Services Private Ltd., Registrar and Share Transfer Agent, having office at D-153A, Okhla Industrial Area, Phase – I, New Delhi – 110 020 and / or the Company Secretary at least 10 days before the date of the meeting or to their respective depository participants if the shares are held in electronic form.
6. Members / Proxies should bring their attendance slip duly filled for attending the meeting along with their copy of Annual Report.
7. Members who wish to obtain any information on the accounts of operations of the Company or any other matter contained in the Notice are requested to send their queries to the Company Secretary of the Company at the Registered Office of the Company at least 7 (Seven) days before the meeting so that relevant information can be kept ready at the meeting.
8. Corporate Members intending to send their authorized representative are requested to send a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
9. Any documents and papers as referred to in this notice and as required by the Companies Act, 2013 shall be available for inspection between 11:00 a.m to 1:00 p.m on all working days at the registered office of the Company and shall also be so available during the meeting.
10. Pursuant to Section 124(5) of the Companies Act, 2013 dividend which remains unpaid or unclaimed for a period of seven years from the date of such transfer will be transferred to Investor Education & Protection Fund of the Central Government (IEPF).
11. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and memberships/ chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India is given in the Annexure to this notice.
12. The Registrar of Directors and Key Management Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. The Registrar of contracts or Arrangements in which Directors' are interested, maintained under section 189 of the Companies Act 2013, will be available for inspection by the members at the Annual General Meeting.
14. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
15. Voting through electronic means
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014) as substituted by the Companies (Management and Administration) Amendment

Rules, 2015 ('Amended Rules 2015'), the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through electronic means (remote e-voting) provided by National Securities Depository Limited (NSDL):

2. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
3. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
4. The instructions for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - I. Open email and open PDF file viz; " Minda Corporation e-voting .pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the following URL:<https://evoting.nsd.com>
 - III. Click on Shareholder – Login
 - IV. Put user ID and password as initial password/ PIN noted in step (I) above. Click Login.
 - V. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof.
 - VI. Note new password.
 - VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VIII. Home page of e-voting opens. Click on e-voting: Active Voting Cycles .
 - IX. Select "EVEN" of Minda Corporation Limited.

- X. Now you are ready for e-voting as Cast Vote page opens.
- XI. Cast your Vote by selecting appropriate option and click on "Submit"and also "Confirm" when prompted.
- XII. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XIII. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XIV 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.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
 1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : Even (E Voting Event Number) USER ID PASSWORD/ PIN. Please follow all steps from Sl.No. (II) to Sl.No.(XII) of A above, to cast vote.
 2. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsd.com>
 3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 4. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).

C. The e-voting period commences on Monday, September 07, 2015 (09:00 a.m IST) and ends on Wednesday, September 09, 2015 (05:00 p.m IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Thursday, September 03, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote.

1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 03, 2015.
2. Mr. Parveen Rastogi, Practising Company Secretary (Membership No. FCS 4764;C.P No. 2883) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
4. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions
5. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.minda.co.in and on the website of NSDL immediately after the declaration of the results by the Chairman.

By order of the Board
For MINDA CORPORATION LIMITED

Ajay Sancheti
Ajay Sancheti
Company Secretary
PAN: AQKPS0208E
Membership No. F5605

Date: May 27, 2015
Place: Gurgaon

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY

ITEM NO. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members.

Based on the recommendation of the nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Sunil Behari Mathur be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto January 06, 2020. The appointment of Mr. Sunil Behari Mathur shall be effective upon approval by members in the meeting.

The Company has received notice from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mathur for the office of Director of the Company.

Mr. Sunil Behari Mathur is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given him consent to act as a Director. The Company has received declaration from Mr. Sunil Behari Mathur that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Mathur fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Sunil Behari Mathur is the Chairman of National Stock Exchange and the Secretary General of Life Insurance Council. Currently, he serves on the Board of ITC, Infrastructure Leasing & Financial Services, Cholamandalam and MS General Insurance, Ultratech Cement, DCM Shriram Industries, IDFC Trustee Company, Housing Development and Infrastructure, Havells India and Axis Bank, Former Chairman of LIC of India and Administrator of SUUTI.

Mr. Sunil Behari Mathur does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

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

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Except Mr. Sunil Behari Mathur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 except and to the extent they are members of the Company.

ITEM NO. 7

Mrs. Thankom T. Mathew is the former Executive Director of the Life Insurance Corporation of India. She has 36 years of experience in the Life Insurance industry. In LIC, she was the first lady officer to head 2 major divisions – Mumbai & Bangalore - as Senior Divisional Manager In-charge. She has handled HR, operations, marketing, and customer related areas of LIC.

Mrs. Mathew is a post-graduate in Chemistry. She is trained and accredited by the Institute of Directors in Corporate Governance & Company Law. She was Director on the Board of Industrial Investment Trust and is presently Director on the Board of Alok Industries Ltd.

Apart from her professional achievements Mrs. Mathew is an avid reader and trainer.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members.

Based on the recommendation of the nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Thankom T. Mathew be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 26, 2020. The appointment of Mrs. Thankom T. Mathew shall be effective upon approval by members in the meeting.

The Company has received notice from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Mathew for the office of Director of the Company.

Mrs. Thankom T. Mathew is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has received declaration from Mrs. Thankom T. Mathew that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Mathew fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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

Except Mrs. Thankom T. Mathew, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 except and to the extent they are members of the Company.

ITEM NO. 8

M/s. Chandra Wadhwa & Co., Cost Accountants were appointed as Cost Auditors of the Company in terms of the provisions of Section 148(3) of the Companies Act, 2013 for the year ending March 31, 2016.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2016. The Remuneration of the Cost Auditor has been fixed at ₹4 Lacs for the said financial year.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Therefore, the Board of Directors recommends the resolution at item No. 8 for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this Resolution.

ITEM NO. 9 & 10

Minda Corporation Limited (“the Company”) was incorporated on March 11, 1985 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013.

The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific Sections of the Companies Act, 1956 and some of which are no longer in force.

With the coming into force of the Companies Act, 2013, several regulations of the existing MOA & AOA of the Company require alteration or deletions at several places.

Further, pursuant to Section 5 of the Companies Act 2013, to carry on the aforesaid amendments it's mandatory to align the Articles of the Company with the Companies Act 2013.

Accordingly, it is considered expedient to wholly replace the existing MOA & AOA by adopting them afresh. Accordingly, your Directors recommend the Resolution as set out in Item Nos. 9 & 10 for the approval of the shareholders.

Post your approval, the Company would be required to register the Articles with Regulatory Bodies like Registrar of Companies, resolution to carry out necessary alteration/additions as may be suggested by the aforesaid regulatory bodies.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the Resolutions as set out in Item Nos. 9 & 10.

ANNEXURE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE- APPOINTED

Name of Directors	Mr. Sudhir Kashyap	Mrs. Thankom T. Mathew	Mr. Sunil Behari Mathur
Date of Birth	December 16, 1954	May 12, 1953	October 11, 1944
Date of Appointment	May 05, 2013	March 27, 2015	January 07, 2015
Qualifications	BE (Mechanical) from Punjab Engineering College and Post Graduation Diploma in Marketing from IIM Ahmedabad	Post-graduate in Chemistry	B. Com, FCA, ICWA
Experience in Social Functional Area	He has over 25 years of experience in the auto component industry	She has 36 years of experience in the Life Insurance industry.	He has 40 years of experience in the Insurance and housing finance field
Chairman/ Director of other Companies	Spark Minda Foundation	Alok Industries Limited	<ol style="list-style-type: none"> 1. IDFC Trustee Company Limited 2. National Stock Exchange of India Ltd. 3. National Collateral 4. Hindustan Oil Exploration Company Limited 5. Havells India Limited 6. DCM Shriram Industries Ltd. 7. Infrastructure Financial & leasing Services Ltd. 8. Ultra Tech Cement Ltd. 9. ITC Ltd. 10. Janalakshmi Financial Services Pvt. Ltd. 11. Munich Re India Services Pvt. Ltd. 12. India Mortgage 13. Guarantee Corporation Pvt. Ltd.
Chairman/ Member of Committees of Board of Companies of which he/she is a Director	<p>Chairman: NIL</p> <p>Member: NIL</p>	<p>Chairman: NIL</p> <p>Member: Alok Industries Limited (Audit Committee)</p>	<ol style="list-style-type: none"> 1. Chairman: ITC Ltd.(Audit Committee) Member: 2. DCM Shriram Industries Ltd. (Audit Committee & Stakeholder Relations Committee) 3. Havells India Ltd. (Audit Committee) 4. HOEC Ltd. (Audit Committee) 5. National Stock Exchange of India Ltd. (Stakeholder Relations Committee)
No. of Shares held	NIL	NIL	<ol style="list-style-type: none"> 1. Hindustan Oil Exploration Company Limited – 8215 Equity Shares. 2. ITC Limited -311000 Equity Shares

MINDA CORPORATION LIMITED

CIN: L74899DL1985PLC020401

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

Website: www.minda.co.in, E-mail: investor@minda.co.in

Corporate Office: D-6-11, Sector – 59, Noida – 201301 (U.P)

ATTENDANCE SLIP

Regd. Folio No..... No. of Shares held.....

*DP. ID. No. *Client ID No.

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 30th ANNUAL GENERAL MEETING of the Company to be held on Thursday, September 10, 2015 at 11:00 a.m. at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, India

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Name of the Member / Proxy
(In BLOCK letters)

.....
Signature of the Member / Proxy

*Applicable for investors holding shares in electronic form.

MINDA CORPORATION LIMITED

CIN: L74899DL1985PLC020401

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

Website: www.minda.co.in, E-mail: investor@minda.co.in

Corporate Office: D-6-11, Sector – 59, Noida – 201301 (U.P)

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Regd. Folio No..... No. of Shares held.....

*DP ID. No. *Client ID No.

I/ We, being the holder(s) of _____ shares of Minda Corporation Limited, hereby appoint :

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 30th Annual General Meeting of the Company to be held on Thursday, September 10, 2015 at 11:00 a.m. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, India and at any adjournment(s) thereof.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1	Adoption of Financial Statements, Directors' and Auditor's Report		
2	Declaration of Dividend on 2,40,000, 0.001% Cumulative Redeemable Preference Shares		
3	Confirmation of payment of interim dividend and declaration of final dividend on equity shares		
4	Re-appointment of Mr. Sudhir Kashyap (DIN: 06573561) as a director, who retires by rotation and being eligible offers himself for re-appointment		
5	Ratification of appointment of M/s B S R & Associates LLP, Chartered Accountants as statutory auditors		
6	Appointment of Mr. Sunil Behari Mathur (DIN: 00013239) as an independent director of the Company for a period of 5 (five) years w.e.f. January 07, 2015		
7	Appointment of Mrs. Thankom T. Mathew (DIN: 00025326) as an independent director of the Company for a period of 5 (five) years w.e.f. March 27, 2015		
8	Approval of remuneration of M/s Chandra Wadhwa & Co., Cost Auditors of the Company for the year 2015-16		
9	Adoption of new set of Memorandum of Association of the Company		
10	Adoption of new set of Articles of Association of the Company		

Signed this day of 2015.

Affix ₹ 1
Revenue Stamp

Signature of the Member

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

MINDA CORPORATION LIMITED

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. For the resolutions, explanatory statements and notes please refer to the notice of 30th Annual General Meeting.
3. A Proxy need to be a member of the Company.
4. **It is optional to put (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he /she thinks appropriate.
5. Appointing a proxy does not prevent a member for attending the meeting in person if he /she so wishes.
6. In the case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.