

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDA VAST ACCESS SYSTEMS PRIVATE LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT A - 15, ASHOK VIHAR, PHASE - 1, DELHI - 110052 (ROUTE MAP IS ENCLOSED) ON SATURDAY, THE 28TH DAY OF SEPTEMBER, 2019 AT 04:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements for the year ended on 31st March, 2019 and Auditor's and Directors' report thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit to pass with or without modifications following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act 2013 of Companies Act, 2013 and Rules made there under, Mr. Robert Carl Meyer (DIN - 08330494), who was appointed as an additional director of the company by the Board of Directors, be and is hereby appointed as Director of the Company and that his appointment as such is regularized as contemplated by section 161 of the Companies Act 2013.

RESOLVED FURTHER THAT all the existing directors of the company be and are hereby severally authorized to file Form DIR-12 with ROC, Mumbai / on MCA portal and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

**By Order of the Board of Directors of
MINDA VAST ACCESS SYSTEMS PRIVATE LIMITED**

**Sd/-
Sudhir Kashyap
Director
DIN: 06573561**

Address: J-201 Central Park-I, Sector-42, Gurgaon-122009

Date: 17th May, 2019

Place: Gurgaon

MINDA VAST ACCESS SYSTEMS PRIVATE LIMITED

CIN: U34300DL2007PTC157344

Corporate Office: B-21, M. I. D. C., Chakan, At Nighoje, Post Kuruli, Tal. Khed, Dist. Pune - 410501. Maharashtra, India.

TEL: +91-02135-668400 FAX: +91-02135-668501 E-mail Address: info@mindavast.com

Registered Office: A-15, Ashok Vihar, Phase-I, Delhi - 110052, Website: www.minda.co.in

Notes:

1. A statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business setting out material facts is annexed herewith.
2. A member entitled to vote at the meeting is also entitled to appoint proxy and a proxy need not be a member of the company.
3. The form of proxy (MGT-11 which is annexed herewith) in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. .
4. 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 in the Company carrying voting rights.
5. Member/Proxy should bring duly filled attendance slip enclosed herewith to attend the Meeting.
6. Pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India the route map for reaching the meeting venue is attached as Annexure-1.

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EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

Item No. 2:

Mr. Robert Carl Meyer, (DIN - 08330494) was appointed as an "Additional Director" of the Company w.e.f. 14th January, 2019 whose term of office shall expire on the date of the ensuing Annual General Meeting.

Considering his expertise and contribution in the company's business, your directors recommend his appointment as a Director of the company by passing the resolution as set out at Item No. 2 as an Ordinary Resolution.

None of the Directors of the Company and / or their relatives except Mr. Robert Carl Meyer himself, are concerned or interested financially or otherwise in the said resolution. Company is not required to appoint any Key Managerial Person.

By Order of the Board of Directors of
MINDA VAST ACCESS SYSTEMS PRIVATE LIMITED

Sd/-
Sudhir Kashyap
Director
DIN: 06573561

Address: J-201 Central Park-I, Sector-42, Gurgaon-122009

Date: 17th May, 2019
Place: Gurgaon

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**Form No. MGT-11
Proxy form**

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

CIN: U34300DL2007PTC157344

Name of the Company: Minda VAST Access Systems Private Limited

Registered Office: A - 15, Ashok Vihar, Phase - 1, Delhi - 110052

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member(s) of ____ shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____ or failing him

2. Name:

Address:

E-mail Id:

Signature: _____ or failing him

3. Name:

Address:

E-mail Id:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Saturday the 28th day of September, 2019 at 04:00 p.m. at the registered office of the company at A - 15, Ashok Vihar, Phase - 1, Delhi - 110052 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution Number	Business to be Transacted
	Ordinary Business
1	To receive, consider and adopt the financial statements for the year ended on 31st March, 2019 and Auditor's and Directors' report thereon
	Special Business
2	To consider and appoint Mr. Robert Carl Meyer (DIN - 08330494) as Director of the company.

Signed this day of..... 20.....

Signature of Shareholders

Signature of Proxy holder(s)

Revenue
Stamp of
Re. 1/-

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Notes:

1. This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
4. The Proxy holder should bring his/her identity proof at the time of attending the meeting.

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Attendance Slip of Annual General Meeting
(To be presented at the entrance)

The 12th Annual General Meeting of Minda VAST Access Systems Private Limited will be held On Saturday, The 28th Day Of September, 2019 AT 04:00 P.M. at the registered office of the company at A - 15, Ashok Vihar, Phase - 1, Delhi – 110052.

I hereby record my presence at the **12th Annual General Meeting** of the Company on **Saturday, The 28th Day Of September, 2019 AT 04:00 P.M**

Regd. Folio No. / Dp ID / Client ID	Number of *Equity / Preference shares held:
-------------------------------------	--

Full Name of the *Shareholder/ Proxy
(In block letters)

Signature of *Shareholder/Proxy

*strike out whichever is not applicable.

Note:

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
3. The Proxy holder should bring his/her identity proof at the time of attending the meeting.

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Annexure-1

Route map of the Venue (Not to Scale)



Prominent Land mark- New Delhi Metro Station, New Delhi-110006

AGM Venue: Minda VAST Access Systems Private Limited, Registered Office A - 15, ASHOK VIHAR, PHASE - 1, DELHI - 110052

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Annexure-4

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U34300DL2007PTC157344
2.	Registration Date	January 03,2007
3.	Name of the Company	MINDA VAST ACCESS SYSTEMS PRIVATE LIMITED
4.	Category/Sub-category of the Company	Company limited by shares, Non-Government Company
5.	Address of the Registered office & contact details	A-15, Ashok Vihar, Phase-1, Delhi-110052 E-mail Address: pmann@minda.co.in Tel: 02135-668400 Website: www.minda.co.in/mvaspl
6.	Whether listed company	No
7.	Name, Address and Contact details of R&T Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturer of parts and Accessories of Motor Vehicles : 1. Lock Kits 2. Door Handles	2930	49% 43%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
Not Applicable					

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	De mat	Physical	Total	% of Total Shares	De mat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-

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g) Flls	-	-	-	-	-	-	-	-	-
h) Foreign venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non- Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	2,13,32,700	2,13,32,700	50	-	2,13,32,700	2,13,32,700	50	-
ii) Overseas	-	2,13,32,700	2,13,32,700	50	-	2,13,32,700	2,13,32,700	50	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	4,26,65,400	4,26,65,400	100	-	4,26,65,400	4,26,65,400	100	-

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Total Public Shareholding (B)=(B)(1)+(B)(2)	-	4,26,65,400	4,26,65,400	100		4,26,65,400	4,26,65,400	100	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4,26,65,400	4,26,65,400	100		4,26,65,400	4,26,65,400	100	-

ii) **Shareholding of Promoter-**

SN.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

iii) **Change in Promoters' Shareholding (please specify, if there is no change) : No Change**

S.NO	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No Change			
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
3	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	Minda Management Services Limited				
	At the beginning of the year	2,13,32,700	50%	2,13,32,700	50%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year	2,13,32,700	50%	2,13,32,700	50%
2)	Vehicle Access Systems Technology, LLC, USA				
	At the beginning of the year	2,13,32,700	50%	2,13,32,700	50%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year	2,13,32,700	50%	2,13,32,700	50%

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	None of the Directors and Key Managerial Personnel holding any shares in the Company.			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Amount in Rs. Mln)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1	Nil	Nil	1
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	1	Nil	Nil	1
Change in Indebtedness during the financial year				
* Addition	4	Nil	Nil	4
* Reduction	1	Nil	Nil	1
Net Change	3	Nil	Nil	3
Indebtedness at the end of the financial year				
i) Principal Amount	4	Nil	Nil	4
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	4	Nil	Nil	4

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN.	Particulars of Remuneration	Name of Managing Director	
		Name of Director	Total(INR in lacs)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

Note: The company being a private limited company, the provision regarding appointment of KMPs under Section 203 of the Companies Act, 2013 is not applicable to it. Hence, the remuneration paid to the KMPs during the year under review is not required to be disclosed in the extract of Annual Return.

As the paid-up capital of the company is more than Rs. 5 Crores, it is required to appoint the whole-time company secretary as per Rule 8A of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014. Accordingly, the company had appointed Mr. Mahendra Naredi as a whole time Company Secretary w.e.f. 19th September, 2014. However, he resigned as such w.e.f. 14th August, 2018 by tendering his resignation letter. Thereafter, company had appointed Mr. Navneet Ojha as its Company Secretary w.e.f. 15th August, 2018.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

For and on behalf of the Board of Directors of
Minda VAST Access Systems Private Limited

Name
Designation
DIN
Address
Date: 17th May, 2019
Place: Gurgaon

Sd/-
Ashok Minda
Director
00054727
17, Olof Palme Marg,
Vasant Vihar, Delhi-110057

Sd/-
Sudhir Kashyap
Director
06573561
J-201 Central Park-I, Sector-42,
Gurgaon-122009

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