

## MINDA CORPORATION LIMITED

CIN: L74899DL1985PLC020401

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

Website: [www.minda.co.in](http://www.minda.co.in), E-mail: [investor@minda.co.in](mailto:investor@minda.co.in)

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

Date: May 24, 2017

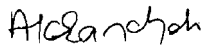
Ref: B/R-9/S-2/MCL/11

Dear Member,

You are cordially invited to attend the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company which is scheduled to be held on Monday, August 21, 2017 at 10:00 a.m. (IST) at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and 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. As per section 108 of the Companies Act, 2013 read with the related Rules and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all Resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Very truly Yours,  
For Minda Corporation Limited



Ajay Sancheti  
Company Secretary  
Membership No. F5605

Encl.:

1. Notice to the 32<sup>nd</sup> Annual General Meeting
2. Proxy Form
3. Attendance Slip
4. Instructions for remote e-voting

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of MINDA CORPORATION LIMITED will be held on Monday, August 21, 2017 at 10:00 a.m. (IST) at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business:

### ORDINARY BUSINESS:

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

**1. 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, 2017 together with the Directors' Report and the Auditor's Report thereon as presented to the meeting be and are hereby approved and adopted."

**2. 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, 2017."

**3. 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 209,311,640 Equity Shares paid to the shareholders for the financial year ended March 31, 2017, as per the resolution passed by the Board of Directors at their meeting held on February 13, 2017 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 accorded for payment of dividend @ 15% (i.e. ₹ 0.30 per share) on 20,93,11,640 Equity Shares of ₹ 2/- each fully paid up for the year ended March 31, 2017."

**4. 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 Pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013, 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. RATIFICATION OF APPOINTMENT OF B S R & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS**

"RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, the Company hereby ratifies the appointment of B S R & Co., LLP

Chartered Accountants (ICAI Firm Registration no. 101248W/W-100022) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### SPECIAL BUSINESS:

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

**6. RATIFICATION OF REMUNERATION OF CHANDRA WADHWA & CO., COST ACCOUNTANTS AS 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 Company hereby ratifies the remuneration of ₹ 4,00,000/- (Rupees Four Lacs only) plus reimbursement of actual out of pocket expenses, payable to Chandra Wadhwa & Co., Cost Auditors ( Firm Registration No. 00239), who are appointed by the Board as Cost Auditors to conduct Cost Audits of the cost records of the Company for the financial year ending March 31, 2018."

"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."

**7. APPOINTMENT OF MS. PRATIMA RAM (DIN: 03518633) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Pratima Ram (DIN: 03518633), who was appointed as an Additional Director (Independent Category) 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 her 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 from November 10, 2016 upto November 09, 2021."

**8. APPOINTMENT OF MR. LAXMAN RAMNARAYAN AS A DIRECTOR (DIN: 03033960) OF THE COMPANY**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and applicable Rules (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Laxman Ramnarayan (DIN: 03033960), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 24, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him alongwith the deposit

of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

By order of the Board  
For MINDA CORPORATION LIMITED

*Ajay Sancheti*

Ajay Sancheti

Company Secretary

Membership No.: F5605

Date : May 24, 2017

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.

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 12, 2017 to Monday, August 21, 2017 (both days inclusive).
- 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 Friday, August 11, 2017; 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.
- 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.
- 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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020 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.

- Members / Proxies should bring their attendance slip duly filled for attending the meeting along with their copy of Annual Report.
- 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.
- Corporate Members intending to send their authorized representative are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 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 copies thereof shall also be available for inspection at the Corporate Office of the Company. The same shall also be so available during the meeting.
- 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 they become first due will be transferred to Investor Education & Protection Fund of the Central Government (IEPF).
- Brief resume of Directors 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 and other informations, as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (“SS-2”) as issued by the Institute of Company Secretaries of India, are given in the Annexure to this notice.
- 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.
- 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.
- 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.
- Voting through electronic means
  - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up to date, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means

from a place other than venue of a general meeting (remote e-voting) and the business may be transacted through remote e-voting provided by National Securities Depository Limited (NSDL).

2. The facility for voting by using a tablet based electronic voting system shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting by using a tablet based electronic votings system. (Member may note that, in case of any technical failure or eventuality resulting into non functionality of tablet based electronic voting system at AGM, the Members would be provided the ballot paper for casting 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 at the AGM.
3. The shareholders can opt for only one mode of voting i.e. remote e-voting or tablet based electronic voting system/ 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 tablet based electronic voting/physical polling 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://www.evoting.nsdl.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 [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) 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.

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 for the AGM : Even (e-Voting Event Number) USER ID PASSWORD/ PIN in evoting instruction form which is enclosed alongwith this notice. 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.nsdl.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 communicaton(s).

C. The e-Voting period commences on Friday, August 18, 2017 (09:00 a.m IST) and ends on Sunday, August 20, 2017 (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 i.e. Monday, August 14, 2017 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. A person who is not a member as on the cut off date should treat this Notice for information purpose only.

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 Monday, August 14, 2017 (“cut-off date”).

2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote voting as well as voting at the AGM by using a tablet based electronic voting system.
3. Mr. Sanjay Grover (FCS 4223; C.P No. 3850), Managing Partner of Sanjay Grover and Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by using the tablet based electronic voting system for all those members who are present at the AGM but have not casted their vote by availing the remote e-Voting facility.
5. The Scrutinizer shall immediately after the conclusion of 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 48 (forty eight) hours from the conclusion of the AGM.
6. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any Director 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
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.minda.co.in](http://www.minda.co.in) and on the website of NSDL and shall be forwarded to the Stock Exchanges immediately after the declaration of the results by the Chairman.

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

  
**Ajay Sancheti**

**Company Secretary  
Membership No. F5605**

Date : May 24, 2017  
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**

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2018 at a remuneration of ₹ 4 Lakhs plus applicable taxes and actual out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018. 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. 6 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Therefore, the Board of Directors recommends the resolution at Item No. 6 for your approval as Ordinary Resolution.

**ITEM NO. 7**

Ms. Pratima Ram is 66 years old and having vast and rich experience in the field of financial sector. Presently, Ms. Pratima Ram is serving on the Board of leading corporate and financial services companies. She holds a Masters degree from University of Virginia, USA. She graduated from Bangalore University.

Ms. Pratima Ram was part of top management team of State Bank of India, (SBI). She served as Country Head (U.S.A. Operations) of SBI at New York, heading its operations in the United States, which is the flagship outfit of SBI's International business. She served as Chief Executive Officer of South Africa Operations of SBI. She has also headed Mergers & Acquisitions at SBI Capital Markets. Ms. Pratima Ram served as Group President of Finance of Punj Lloyd Ltd. from February 1, 2008 to August 31, 2010. She served as CEO/Whole Time Director of India Infoline Finance Limited from May 2011 to March 2013.

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 Ms. Pratima Ram be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to November 09, 2021. The appointment of Ms. Pratima Ram 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 Ms. Pratima Ram for the office of Director of the Company.

Ms. Pratima Ram 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 Ms. Pratima Ram that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Pratima Ram 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting as issued by the Institute of the Company Secretaries of India.

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

Except Ms. Pratima Ram, 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**

Mr. Laxman Ramnarayan is 49 years old and having about 25 years of experience in areas like Finance, Merger & Acquisition and Private equity. He has earlier worked with Kotak Private Equity Group and Kotak Investment Bank. Mr. Laxman is MBA in Finance and also a qualified CWA.

In accordance with the provisions of Section 152 read with rules of the Companies Act, 2013, appointment of a Director requires approval of members.

Based on the recommendation of the nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Laxman Ramnarayan be appointed as Director of the Company, liable to retire by rotation". The appointment of Mr. Laxman Ramnarayan 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. Laxman Ramnarayan for the office of Director of the Company.

Mr. Laxman Ramnarayan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Mr. Laxman Ramnarayan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Director of the Company.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

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

Except Mr. Laxman Ramnarayan, 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. 8 except and to the extent they are members of the company.

#### ANNEXURE

#### DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of Director	Mr. Sudhir Kashyap	Ms. Pratima Ram	Mr. Laxman Ramnarayan
Date of Birth	December 16, 1964	August 29, 1950	November 11, 1967
Date of Appointment	May 05, 2013	November 10, 2016	May 24, 2017
Qualifications	BE (Mechanical) from Punjab Engineering College and Post Graduation Diploma in Marketing from IIM Ahmedabad	Masters degree from University of Virginia, USA and graduated from Bangalore University	MBA in Finance and also a qualified CWA.
Experience in Social Functional Area	He has over 27 years of experience in the auto component industry	She has vast and rich experience in the field of financial sector. Presently, she is serving on the Board of leading corporate and financial services companies.	He has about 25 years of experience in areas like Finance, Merger & Acquisition and Private equity. He has earlier worked with Kotak Private Equity Group and Kotak Investment Bank.
Chairman/ Director of other Companies	1. Spark Minda Foundation 2. Minda Autoelektrik Limited 3. Minda VAST Access System Private Limited	1. Havells India Limited 2. Suzlon Energy Limited 3. Deccan Gold Mines Limited 4. Nandan Denim Limited, 5. SF Forge Limited, 6. Consul Neowatt Power Solutions Private Limited, 7. Cura Healthcare Private Limited 8. GPS Renewable Pvt. Ltd.	NIL
Chairman/ Member of Committees of Board of other Companies of which he is a Director	Chairman: NIL Member: NIL	<b>Chairman:</b> Deccan Gold Mines Limited <b>(Audit Committee)</b>  <b>Member:</b> Nandan Denim Limited <b>(Audit &amp; NRC Committee)</b>  Cura Healthcare Private Limited <b>(Audit &amp; NRC Committee)</b>  Deccan Gold Mines Limited <b>(NRC Committee)</b>  Consul Neowatt Power Solutions Private Limited <b>(Audit &amp; NRC Committee)</b>  GPS Renewable Pvt. Ltd.- <b>(Audit &amp; NRC Committee)</b>	Chairman: NIL Member: NIL

No. of Shares held	NIL	NIL	NIL
Terms and conditions of appointment/ re-appointment	Appointed as Executive Director & CEO liable to retire by rotation	Ref Item No. 7	Ref Item No. 8
Remuneration/Sitting fees for Board and Audit Committee(s) Meetings (2016-17)	Remuneration ₹ 262.95 Lacs	₹ 0.80 Lacs (Sitting Fees)	₹ 2.20 Lacs (Sitting Fees)
Relationship with other directors and Key Managerial Personnel	None	None	None
Number of Board Meetings attended during the year	6	4	5*

\* Mr. Laxman Ramnarayan has attended the aforesaid meeting as Nominee Director of Kotak Private Equity.



**MINDA CORPORATION LIMITED**

CIN: L74899DL1985PLC020401  
 Registered Office: A-15, Ashok Vihar, Phase-I, Delhi - 110 052  
 Website: [www.minda.co.in](http://www.minda.co.in), E-mail: [investor@minda.co.in](mailto: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 **32<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company to be held on Monday, August 21, 2017 at 10:00 a.m. (IST) at Lakshmipat Singhanian Auditorium, PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016, India

.....  
 Name of the Member / Proxy  
 (In BLOCK letters)

.....  
 Signature of the Member / Proxy

\*Applicable for investors holding shares in electronic form.

.....Please tear from here .....

**MINDA CORPORATION LIMITED**

CIN: L74899DL1985PLC020401  
 Registered Office: A-15, Ashok Vihar, Phase-I, Delhi - 110 052  
 Website: [www.minda.co.in](http://www.minda.co.in), E-mail: [investor@minda.co.in](mailto: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) \_\_\_\_\_ shares of Minda Corporation Limited, hereby appoint :

- 1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having email 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 32<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, August 21, 2017 at 10:00 a.m. (IST) at Lakshmipat Singhanian 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 for the financial year 2016-17		
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 B S R & Co. LLP, Chartered Accountants as Statutory Auditors.		
6	Ratification of remuneration of Chandra Wadhwa & Co., Cost Accountants as Cost Auditors of the Company.		
7	Appointment of Ms. Pratima Ram (DIN 03518633) as an Independent Director of the Company for a period of 5 (five) years		
8	Appointment of Mr. Laxman Ramnarayan as a Director (DIN 03033960) of the Company		

Affix ₹ 1  
Revenue  
Stamp

Signed this ..... day of ..... 2017.

Signature of the Member

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

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 32<sup>nd</sup> Annual General Meeting.
3. A Proxy need not 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.

## ROUTE MAP OF THE AGM VENUE

PHD House PHD House, 4/2, Siri Institutional Area,  
August Kranti Marg, New Delhi - 110016

