

MINDA CORPORATION LIMITED

Registered Office: A-15, Ashok Vihar, Phase-I, Delhi-110052
Tel. No.: +91 124-4698400, e-mail: investor@minda.co.in
CIN: L74899DL1985PLC020401, Website: www.minda.co.in



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") 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), that the resolutions appended below are proposed to be passed by way of Postal Ballot. Members' consent is requested for the proposals contained in the resolutions appended below. The Explanatory Statement pursuant to section 102 of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional.

The Company has appointed Mr. Sanjay Grover, (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries, 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 B-88, First Floor, Defence Colony, New Delhi-110024 on or before Friday, February 10, 2017, 5:00 p.m. Members may choose to vote using the e-Voting facility, the details whereof are specified in the notes to the Notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, February 13, 2017 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 e-voting agency i.e. National Securities Depositories Limited (NSDL) and the Share Transfer Agent of the Company.

SPECIAL BUSINESS

1. MODIFICATION IN THE TERMS OF REDEMPTION OF 0.001% CUMULATIVE REDEEMABLE PREFERENCE SHARES OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, the approval of the members 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 of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), to change, vary, modify and amend the terms of redemption of 2,40,000 (Two Lacs Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of Rs. 800 /-(Rupees Eight Hundred Only) each."

'RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and to do all such acts, deeds, and things, as it may in its absolute discretion considers necessary, expedient, usual, proper or desirable or incidental to give

Minda Corporation Limited

effect to the foregoing resolutions and settle any question, remove any difficulty or doubt that may arise from time to time in relation thereto.”

‘RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any director(s) or to any committee of directors, as permitted under the law, to give effect to the aforesaid resolution.”

2. APPROVAL OF EMPLOYEE STOCK OPTION SCHEME 2017 FOR THE BENEFIT OF THE EMPLOYEES OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

‘RESOLVED THAT pursuant to the applicable provisions, if any, of the SEBI (Share Based Employee Benefit) Regulations, 2014, the Companies Act 2013 including any amendment(s) from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Employee Stock Option Scheme 2017 (herein referred to as “ESOP 2017”), be and is hereby approved and the 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 constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot from time to time to or benefit of such person(s) who are in permanent employment of the Company whether working in India or out of India, including any Director of the Company, whether whole time or otherwise excluding the Independent Directors, options exercisable upto 53,41,840 (Fifty Three Lacs Forty One Thousand Eight Hundred Forty) equity shares of the Company, of face value Rs. 2/- (Rupees Two Only) each, under ESOP 2017, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.”

‘RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the ESOP 2017 shall be appropriately adjusted, without affecting any other rights or obligations under the ESOP 2017.”

‘RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the ESOP 2017 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

‘RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP 2017 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.”

‘RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said ESOP 2017 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and any other applicable laws.”

‘RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient, or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such

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authorised person in its/ his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

3. APPROVAL OF EMPLOYEE STOCK OPTION SCHEME 2017 FOR THE BENEFIT OF THE EMPLOYEES OF THE SUBSIDIARIES OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the SEBI (Share Based Employee Benefit) Regulations, 2014, the Companies Act 2013 including any amendment(s) from time to time the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the 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 constitute to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Employee Stock Option Scheme 2017 (ESOP 2017) of the Company as proposed in the Resolution No. 2 in this Notice to or for the benefit of such present and /or future permanent eligible employees of the subsidiaries (including Directors, whether Whole Time Director or not but excluding Independent Directors whether working in India or out of India) on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.”

Registered Office:
Minda Corporation Limited
A-15, Ashok Vihar, Phase-I,
Delhi – 110052, India

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


Ajay Sancheti
Company Secretary
Membership No. F5605

Date : December 20, 2016

Place : Gurgaon

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 Saturday, December 31, 2016.
3. The Company has appointed Mr. Sanjay Grover (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries, 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.

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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, February 10, 2017, 5.00 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, January 11, 2017. 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 at 5:00pm on Friday, February 10, 2017 voting shall not be allowed beyond the said date and time.
 - 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 sanjaygrover7@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.

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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 be treated as invalid and voting done by e-Voting shall prevail.
 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 Saturday, December 31, 2016 and a person who is not a Member as on the record date should treat this Notice for information purposes only.
 10. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on Monday, February 13, 2017. The Chairman will, or in his absence any other person so authorized by him will, announce the results of voting by postal ballot on Monday, February 13, 2017 at the Registered Office of the Company at A-15, Ashok Vihar, Phase-I, Delhi-110052. . 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 and to the NSDL.
 12. The Board of Directors has appointed Mr. Ajay Sancheti, Company Secretary as the person responsible for the entire Postal Ballot process. (Contact details e-mail - asancheti@minda.co.in and Tel. No.- 0124-4698400)
 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)

ITEM NO. 1

Your company had allotted 2,40,000 (Two Lacs Forty Thousand) 0.001% Cumulative Redeemable Preference Shares of Rs. 800/- (Rupees Eight Hundred Only) (CRPS) during the financial year 2010-11 and 2011-12 to the promoters of the Company. The said CRPS are subject to compulsory redemption at par before the expiry of 20 (Twenty) years from the date of allotment. However, the

Minda Corporation Limited

Board shall have an option to redeem the preference shares after the expiry of 10 (Ten) years from the date of allotment keeping in view the availability of the profitability/surplus funds.

It is proposed to amend the terms of redemption of the said CRPS by authorizing the Board of Directors of your company to redeem the said CRPS at any time after the date of allotment but before the expiry of 20 (Twenty) years from the date of allotment keeping in view the availability of the profitability/surplus funds.

The enabling resolution is given at Item No. 1 of the Postal Ballot Notice for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company and any relative of such Directors or Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the resolution, except Mr. Ashok Minda, Chairman & Group CEO and his relatives being the holder of said CRPS.

ITEM NO. 2 & 3

Presently "Minda Corporation Employee Stock Option Scheme Trust" holds 53,41,840 (Fifty Three Lacs Forty One Thousand Eight Hundred Forty) equity shares. It is proposed to authorize the Board of directors of the company to issue and allot equity shares to the employees of the Company and to the employees of its subsidiary companies pursuant the Employee Stock Option Scheme 2017. All the permanent employees including Directors in Whole-time employment (excluding promoters, directors holding more than 10% of the paid up share capital and independent directors) of the Company and its subsidiaries would be entitled to be granted stock options under the Employee Stock Option Scheme 2017. The main features of the employee stock option schemes are as under:

1. Brief description of the scheme:

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for Employee Stock Option Scheme 2017 (ESOP 2017) and issue of stock options under the ESOP 2017 to the employees of the Company and its Subsidiaries.

2. Total number of options to be granted:

Employee Stock Options exercisable upto 53,41,840 (Fifty Three Lacs Forty One Thousand Eight Hundred Forty) equity shares of the Company, of face value Rs. 2/- (Rupees Two Only) each, would be available for being granted to eligible employees of the Company and/ or Subsidiary Company, through a Trust, under one or more Employee Stock Option Schemes. Each option when exercised would be converted into one equity share of Rs. 2/- (Rupees Two Only) each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

All permanent employees of the Company and the employees of its subsidiaries including Directors in Whole-time employment as may be decided by the Board, from time to time, would be eligible to participate in the Employee Stock Option Scheme, 2017. The following would not be eligible:

- a. Promoter(s) of the Company,
- b. A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, and
- c. Independent directors

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4. Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company and its subsidiaries, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below).

The options have a minimum vesting period of one year from the date of grant. The exact proportion in which and the exact period over which the options would vest would be determined by the Board.

5. Maximum period within which options shall be vested:

The options would vest not later than five years from the date of grant of options.

6. Exercise Price or pricing formula:

The options will be granted at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Board as on the date of the meeting of the Board in which options are granted, on a stock exchange where the company's shares are listed.

7. Exercise Period and the process of Exercise:

The Exercise period shall commence from the date of vesting of Options and would expire not later than one year from the date of vesting. The exact Exercise period shall be decided by the Board subject to a maximum period of one year from the date of vesting of options.

The options will be exercisable by the employees by a written application to the Company / Trust to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board of the Company from time to time. The options will lapse if not exercised within the specified exercise period.

8. Appraisal Process for determining the eligibility of the employees to ESOP 2017:

The appraisal process for determining the eligibility of the employee will be specified by the Board of the Company, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board of the Company at its sole discretion.

9. Maximum number of options to be issued per employee and in aggregate:

The total number of options that may be granted to any specific employee under one or more Schemes during any one year shall not exceed 0.5% of the Paid up capital at the time of grant and in aggregate shall not exceed 53,41,840 (Fifty Three Lacs Forty One Thousand Eight Hundred Forty)equity shares.

10. Whether the scheme is to be implemented and administered directly by the Company or through a Trust:

The ESOP 2017 shall be implemented and administered through MCL ESOS Trust.

11. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The ESOP 2017 involves shares issued by the Company to the MCL ESOS Trust.

12. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI (Share Based Employee Benefit) Regulations, 2014 and those issued by Institute of Chartered Accountants of India.

Minda Corporation Limited

13. No fresh acquisition of shares will be done by the MCL ESOS Trust, the ESOP 2017 involves shares already issued by the Company to MCL ESOS Trust.

14. Statement to the effect that the Company shall conform to the accounting policies specified in Regulations 15:

The Company shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

15. The method which the company shall use to value its options:

In case the Company opts for expensing of share based employee benefits using the Intrinsic value, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the employee stock option schemes provide for issue of shares to be offered to persons other than existing shareholders of the company, consent of the members is being sought pursuant to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014.

None of the Directors or Key Managerial Personnel of the Company and any relative of such Directors or Key Managerial Personnel are in any way, concerned or interested, whether financially or otherwise, in the resolution, except to the extent of the securities that may be offered to them under the scheme or to the extent of Equity Shares held by them in the Company.

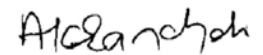
Registered Office:

Minda Corporation Limited
A-15, Ashok Vihar, Phase-I,
Delhi – 110052, India

Date : December 20, 2016

Place : Gurgaon

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



Ajay Sancheti

Company Secretary

Membership No. F5605

MINDA CORPORATION LIMITED

CIN: L74899DL1985PLC020401

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

Tel. No. : +91 124-4698400, e-mail: investor@minda.co.in

Website: www.minda.co.in



Postal Ballot Form (To be returned to the Scrutinizer)

1. Name & Address of the Sole/First named Shareholder as registered with the Company :
2. Name(s) of the Joint Shareholder(s), if any, registered with the Company :
3. Registered Folio No. / DP ID No. & Client ID No.(applicable to investors holding shares in electronic form) :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Modification in the terms of redemption of 0.001% Cumulative Redeemable Preference Shares of the Company.			
2	Approval of Employee Stock Option Scheme (ESOP 2017) for the benefit of the employees of the Company.			
3	Approval of Employee Stock Option Scheme (ESOP 2017) for the benefit of the employees of the Subsidiaries of the Company.			

Place : _____

Date : _____

Signature of the Shareholder

E-Mail: _____ # Tel./ Mobile Number: _____

#Optional

The Company is pleased to offer all its Members, e-Voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-Voting is optional.

Electronic Voting Particulars

EVENT (E- Voting Event Number)	User ID	Password/PIN

The Postal Ballot Form shall reach the Scrutinizer on or before 5:00 p.m. on February 10, 2017. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.

Note: Please read the instructions printed overleaf carefully before exercising the vote.

Instructions:

1. In compliance with the provisions of Section 102 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-Voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-Voting is enumerated in the Notes to the Postal Ballot Notice.
2. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer, Mr. Sanjay Grover (Membership No. FCS 4223; C.P No. 3850), Managing Partner, M/s Sanjay Grover & Associates, Practicing Company Secretaries, at B-88, First Floor, Defence Colony, New Delhi - 110024 in the attached postage stamped self-addressed envelope. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned postal ballot form will be rejected.
6. Duly completed postal ballot form should reach the scrutinizer not later than 5:00 pm on Friday, February 10, 2017. Postal ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
7. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/authority to vote on the postal ballot. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut -off date which is Saturday, December 31, 2016.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at Sr. No. 6 above.
10. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
11. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
12. The right of voting by Postal Ballot shall not be exercised by proxy.
13. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
14. The result of the Postal Ballot shall be announced on February 13, 2017 at the Registered Office of the Company at A-15, Ashok Vihar, Phase-I, Delhi-110052 and the same will be posted on the website of the Company at www.minda.co.in along with the Scrutinizer's Report.

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