

December 01, 2020

<b>The Officer-In-Charge (Listing)</b> <b>Listing Department</b> <b>National Stock Exchange of India Ltd.,</b> <b>Exchange Plaza, Bandra Kurla Complex,</b> <b>Bandra (East),</b> <b>Mumbai - 400 051</b> <b>Symbol: MINDACORP</b>	<b>Head - Listing Operations,</b> <b>BSE Limited,</b> <b>P.J. Towers, Dalal Street, Fort,</b> <b>Mumbai – 400 001</b> <b>Scrip Code: 538962</b>
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**Sub: Proceedings of Extra-Ordinary General Meeting of Minda Corporation Limited**

**Ref:- Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

This is to inform you that an Extra-Ordinary General Meeting of the Shareholders of Minda Corporation Limited was held on Tuesday, December 01, 2020 at 10:00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility. The meeting was held in compliance with the General Circular nos. Nos.14/2020, 17/2020, 20/2020 and 33/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 28th September, 2020 respectively issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. In the meeting, following directors, officials and Auditors of the Company were present: -

S. No.	Name	Attended through VC/OAVM from
1.	Mr. Ashok Minda, Chairman & Group CEO	New Delhi
2.	Mr. Rakesh Chopra, Director & Chairman of Audit Committee	New Delhi
3.	Mr. Avinash Parkash Gandhi, Director & Chairman of Nomination & Remuneration Committee	New Delhi
4.	Mr. Ashok Kumar Jha, Director & Chairman of Stakeholders Relationship Committee	New Delhi
5.	Ms. Pratima Ram, Director & Chairperson of CSR Committee	Bengaluru

**MINDA CORPORATION LIMITED (GROUP CORPORATE OFFICE)**

CIN: L74899DL1985PLC020401

Office Address: Plot No. 404 & 405, 5th Floor, Sector-20, Udyog Vihar, Phase-III, Gurugram, Haryana (India) - 122016.

TEL: +91 – 124 – 4698400; FAX: +91 – 124 – 4698450

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

Website: www.sparkminda.com

6.	Mr. R. Laxman, Executive Director & Group CFO	Mumbai
7.	Mr. Aakash Minda, Executive Director	New Delhi
8.	Mr. Sanjay Gupta, Deputy CFO	Delhi
9.	Mr. Pardeep Mann, Company Secretary & Compliance Officer	Gurugram
10.	Mr. Suyash Singhania, Representative of M/s B S R & Co., LLP, Statutory Auditors	Ghaziabad
11.	Mr. Ranjeet Pandey, Representative of M/s Ranjeet Pandey & Associates, Scrutinizer	New Delhi

Mr. Pardeep Mann, Company Secretary/Compliance Officer introduced the dignitaries and welcomed the Members of Minda Corporation Limited and thereafter informed that in view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed therefore we are conducting this EGM on virtual platform provided by NSDL as per the regulatory guidelines.

As per the information provided by NSDL total 90 Members (including Mr. Ashok Minda and Mr. R. Laxman who joined the meeting through panellist/Director's link) attended the meeting through VC and therefore Company Secretary announced that the requisite quorum was present in the meeting.

Company Secretary further briefed that for smooth conduct of this meeting the connection of all the Members would be on mute mode during the meeting. Those members who pre-registered themselves would be allowed to speak at the appropriate time during the meeting.

Thereafter, Company Secretary also informed that Notice of this EGM along with two (2) Corrigendum dated 24-11-2020 and 27-11-2020 had been sent in electronic mode to members whose email address were registered with the Company or with their Depository Participants.

With the consent of the Members, the revised and updated Notice of EGM along with the explanatory statement as amended through Corrigendum dated 24-11-2020 and 27-11-2020 ("The EGM Notice") were taken as read. The EGM Notice and Statutory Auditor's Compliance Certificate pursuant to section 163(2) were placed before the meeting and were also available electronically for inspection by the members during the meeting.

It was also informed by the Company Secretary that in compliance with Section 108 of the Companies Act, 2013 read with relevant rules and as per Regulation 44 of LODR Regulations, 2015, remote e-voting facility was made available to the members from 28th November, 2020 to 30th November, 2020 to cast their votes on resolutions provided in the EGM Notice.

The Company Secretary informed the members that e-voting facility is now open at NSDL platform and shall continue to be available till completion of 15 minutes after conclusion of this meeting.

Thereafter, Mr. Ashok Minda, Chairman & Group CEO delivered his speech (Copy Enclosed).

Thereafter, The Company Secretary put up the following 2 (two) Resolutions, as stated in the Notice of Extra-Ordinary General Meeting for approval of the members through e-voting:-

S. No.	Particulars	Type of Resolution
<b>SPECIAL BUSINESS:-</b>		
1.	To Offer, Issue and Allot 1,18,57,143 Equity Shares on Preferential Basis	Special Resolution
2.	Appointment of Mr. Aakash Minda (DIN: 06870774) as an Executive Director of the Company and approval of his remuneration	Special Resolution

Company Secretary informed that the Board had appointed Mr. Ranjeet Pandey, Practicing Company Secretary as the scrutinizer to supervise the remote e-voting and e-voting process during the meeting. Further, the Company Secretary informed that the results of voting i.e. remote e-voting and e-voting during the meeting alongwith the Scrutinizer's Report will be submitted to Stock Exchanges and will also be placed on the website of the Company within prescribed timelines.

Thereafter, the Company Secretary briefed about the process by which members, who have registered themselves, as a "speaker shareholder" would participate to express their views and raise queries, if any. Thereafter questions from the Members who had registered themselves as speaker shareholders were invited to put forth their observations and seek clarifications, if any relating to the proposed Special Business as stated in the EGM Notice. Out of 7 "speaker shareholders" only 3 members were connected in the meeting. The Company Secretary announced one by one and the respective speaker shareholders expressed their views and raised queries. Mr. Ashok Minda, Chairman & Group CEO along with Mr. R. Laxman, Executive Director & Group CFO replied to the queries raised by the shareholders.

Mr. R. Laxman, Executive Director & Group CFO delivered the vote of thanks. Thereafter, Company Secretary concluded the meeting with the announcement that e-voting will continue for the shareholders for next 15 minutes. The meeting was concluded at 10:30 a.m and thereafter e-voting was continued till 10:45 a.m.



**MINDA CORPORATION LIMITED**  
(GROUP CORPORATE OFFICE)

This is for your information and record.

Thanking You,

Yours Faithfully,  
**For Minda Corporation Limited**

A handwritten signature in blue ink, appearing to read "Pardeep Mann", with a long horizontal stroke extending to the right.

**Pardeep Mann**  
**Company Secretary**  
**Membership No. A13371**

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## Chairman Speech for Extra-Ordinary General Meeting

Dear Ladies and Gentlemen,

Welcome to this Extraordinary General Meeting of Minda Corporation Limited on this day of 1st December, 2020.

I hope all of you and your families are safe during this distress time of pandemic COVID-19. As you are aware, no time can be called the most difficult time because in the coming times, even more difficult challenges may have to be faced by the society. But we must understand that the efforts in difficult times are very fruitful in future. The Board of Directors and management team of your Company has left no stone unturned during this tuff time and their dedication and efforts are always towards enhancement of stakeholder's value.

This extra-ordinary general meeting has been convened to approve two special businesses. First business is issuance of 11.85 Million Equity Shares to Phi Capital Trust – Phi Capital Growth Fund – I, which is a Category- 2 Alternate Investment Fund Registered with SEBI. We expect to draw on the experience and expertise of Phi Capital team to advise Minda Corp and further its efforts of creating value for all its shareholders. Phi will support us in identifying value creation opportunities, performance management, financial planning and long term strategy to build and create long term sustainable value.

Their investment in the Company will only cement their commitment to help and support us in this endeavour. The fact that we have been able to get this investment definitely enhances our Company's ability to look at larger investment which will be important to fund our plans relating to developing and acquiring future technologies, competencies and possible acquisitions and investments.

Second business for this EGM is for approval of appointment of Mr. Aakash Minda as Executive Director for a period of five years and approval of remuneration. It will further strengthen the Board of your Company.

Necessary arrangements have been made for remote e-voting and also for e-voting during this meeting.

Thank you for your patience and I look forward to your unanimous support in passing the two resolutions before you.

**Ashok Minda**  
**Chairman & Group CEO**