

Date : 22 February, 2016

National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.	BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.
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Dear Sirs,

Ref: Our earlier letter dated 11 February, 2016

Sub: Submission of Postal Ballot Notice - seeking approval of the Shareholders

- 1) invest in 51% equity shares i.e. 17850000 Equity Shares of Rs. 10 each fully paid up of Minda TG Rubber Private Limited for a total consideration of Rs.1785 Lacs, based on Valuation Report and
- 2) invest in 24558800 Equity Shares of Rs. 10 each of Kosei Minda Aluminum Co. Private Limited, representing 30% shareholding, at Rs. 5 each, for a total consideration of Rs.1227.94 Lacs, based on Valuation Report,

This is to inform that the Postal Ballot Notice has been despatched by us through registered post to those shareholders, who have not registered their e-mail ids with the depositories or with the company and through e-mail, sent through NSDL to those shareholders, who have registered their e-mail ids with the depositories or the company.

We are pleased to enclose herewith copy of the Postal Ballot Notice alongwith explanatory statements, postal ballot form and e-voting instructions form, as was sent to the shareholders, for your information and records,

Thanking you,

Yours faithfully,
For MINDA INDUSTRIES LTD.


H.C. DHAMIYA
V.P. Group Accounts Legal, Secretarial
Indirect Taxes & Co. Secretary



Encl: As above.

MINDA INDUSTRIES LIMITED

CIN-L74899DL1992PLC050333

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Corporate Office: Village Nawada Fatehpur, PO Sikandarpur Badda,

Near IMT Manesar, Gurgaon, Haryana-122004

Tel : +91 11 2737 4444 / 91 124 2290427/28 : Fax + 91 124 2290676 / 2290695

Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com



NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the company hereby seeks your approval in respect of the accompanied **Ordinary Resolutions** through Postal Ballot / Electronic Voting (e-voting).

The proposed Ordinary Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the company is also enclosed.

The Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having address at B-88, 1st Floor, Defence Colony, New Delhi- 110024, (Membership No. FCS 4223, C.P No. 3850), as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form before casting your vote and return the Form duly completed in the attached self addressed, prepaid postage envelope, **so as to reach the Scrutinizer on or before the close of business hours on Thursday, 24 March, 2016**. All the Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facilities to members of the Company. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he / she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting as well as sends his / her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be considered invalid.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the **"instructions for e-voting"** attached with the Notice alongwith e-voting particulars i.e. E-voting Event Number, your User ID and Password.

The Scrutinizer will submit his report to the Chairman or in his absence to any other Director of the company, as authorised by the Board of Directors of the Company, after the completion of scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on Saturday, 26 March, 2016 at 3.00 p.m. at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area, Delhi-110052 by the Chairman or Director or in his absence by the authorized person.

The result of the Postal Ballot will be intimated to the National Stock Exchange Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the company are listed. Subsequently, the results of the Postal Ballot shall also be published in at least one English newspaper and one vernacular language newspaper. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed at website of the Company www.mindagroup.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of the results i.e. Saturday, 26 March, 2016.



By order of the Board of
Minda Industries Ltd.

H.C. Dhamija

Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

Date: 11 February, 2016

Place : Gurgaon (Haryana)

PROPOSED RESOLUTIONS

Resolution No. 1

Investment in Equity Shares of Minda TG Rubber Private Limited

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

"RESOLVED THAT pursuant to the provisions of Section 186(2)(c), 188(1) (a) & (b) read with the Companies (Meeting of Boards and Its Powers) Rules, 2014 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the transaction to invest in 51% Equity Shares i.e. 17850000 Equity Shares of Rs. 10 each, fully paid up of Minda TG Rubber Private Limited, at Rs. 10 each based on Valuation Report, from a Related Party, as detailed below:-

Description	Name of the Related Party	Relationship	Amount (Rs. in Lacs)
Invest in 51% Equity Shares i.e. 17850000 Equity Shares of Rs. 10 each fully paid of Minda TG Rubber Private Limited.	Maa Rukmani Devi Auto Private Limited	Mr. Anand Kumar Minda, Director of the Company is a Director and a member of Maa Rukmani Devi Auto Private Ltd.	1785

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents and to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Resolution No. 2

Invest in Equity Shares of Kosei Minda Aluminum Co. Private Limited

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

"RESOLVED THAT pursuant to the provisions of Section 186(2)(c), 188(1) (a) & (b) read with the Companies (Meeting of Boards and Its Powers) Rules, 2014 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the transaction to invest in 24558800 Equity Shares of Rs 10 each, fully paid up, representing 30% shareholding, of Kosei Minda Aluminum Co. Private Limited, at Rs. 5 each, based on the valuation report, from a Related Party as detailed below:-

Description	Name of the Related Party	Relationship	Amount (Rs. in Lacs)
Invest in 24558800 Equity Shares of Rs.10 each fully paid of Kosei Minda Aluminum Co. Private Limited at Rs. 5 each, representing 30% shareholding.	Minda Investments Limited	Minda Investments Ltd. is one of the promoter of Minda Industries Ltd.(MIL) and KPM of MIL is able to exercise significant influence	1227.94

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents and to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Date: 11 February, 2016.
Place : Gurgaon (Haryana)



By order of the Board of
Minda Industries Ltd.

H.C. Dhamija
Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

Notes:

1. Explanatory statement pursuant to section 102 (1) and 110 of the Companies Act, 2013, is annexed hereto.
2. A Postal Ballot Form along with pre-paid self addressed envelope is attached hereto.
3. A member entitled to vote is advised to fill in and sign the Postal Ballot form and send it to the Scrutinizer.
4. The Notice is being sent to all the members, whose names appear in the Register of Members/ Record of Depositories as on 12 February, 2016 ("Cut off date"). Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the members as on the Cut off date. Please note that a person who is not a Member as on the Cut off date should treat this Notice for information purposes only.

The opening of E-voting facility for Postal Ballot commence from 23 February, 2016 at 9.00 a.m. to 24 March, 2016 upto 6.00 p.m. E-voting shall not be allowed beyond the said date and time.

5. The company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching the postal ballot.
6. If the member has voted differently in both physical as well as electronic modes, votes cast through electronic mean will prevail over the vote by way of physical postal ballot..
7. The results of the Postal Ballot will be announced through press advertisement for information of the members and will be placed at the website of the company www.mindagroup.com besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange Ltd. on which the shares of the company are listed.
8. Members are requested to carefully read the instructions printed on the Postal ballot form before exercising their vote for the proposed resolution which requires consent of the shareholders.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013

Resolution No. 1

Investment in Equity Shares of Minda TG Rubber Private Limited

The Board of Directors at their meeting held on 11 February, 2016 has unanimously approved the investment in 17850000 equity shares of Rs. 10 each fully paid up of M/s. Minda TG Rubber Private Limited at Rs. 10 each, based on Valuation Report from a Related Party, namely Maa Rukmani Devi Auto Private Ltd.

It is stated that the Company, M/s. Minda TG Rubber Private Limited is a Joint Venture Company, incorporated on 14 January, 2015 by Minda Group and Toyoda Gosei Group, Japan having 51:49 shareholding. It manufactures Fuel and Brake hoses for automobiles. The manufacturing facility of the Company is located at Bawal, in the state of Haryana.

As the purchase of equity shares by the Company is not being considered under the ordinary course of business, hence in terms of requirements of section 186(2)(c) and section 188 (1) (a) & (b) of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, the approval of shareholders is required for passing the Ordinary Resolution.

Accordingly, the Board recommends the resolutions as set out in Resolution No.1 of the Notice for your approval as Ordinary Resolution.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are given below: -

S. No.	Information required to be disclosed	Particulars
1	Name of the Related Party	Maa Rukmani Devi Auto Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Anand Kumar Minda
3	Nature of Relationship	Mr. Anand Kumar Minda is a Director and member of Maa Rukmani Devi Auto Private Limited
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Invest in 51% Equity Shares i.e. 17850000 shares of Rs. 10 each for a total consideration of Rs. 1785 Lacs.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	As above.

The Board has unanimously approved about making investment in M/s. Minda TG Rubber Private Limited, within its overall limits as mentioned in Section 186 of the Companies Act, 2013.



Minda Industries Limited

None of the Directors (except Mr. Anand Kumar Minda) or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Resolution No. 2

Invest in Equity Shares of Kosei Minda Aluminum Co. Private Limited

The Board of Directors at their meeting held on 11 February, 2016 has unanimously approved the investment in 24558800 equity shares of Rs. 10 each fully paid up of M/s. Kosei Minda Aluminum Co. Private Limited at Rs.5 each, based on Valuation Report, from a Related Parties, detailed in this resolution.

It is stated that the Company, M/s. Kosei Minda Aluminum Co. Private Limited is a Joint Venture Company, incorporated on 10 March, 2011 by Kosei Group, Japan and Minda Group. It manufactures Alloy Wheel for Automobiles. Company's 70% shareholding is held by Kosei Group, Japan and 30% by Minda Group. The manufacturing facility of the company is located at Chennai, in the state of Tamil Nadu.

As the purchase of Equity Shares by the Company is not being considered under the ordinary course of business, hence in terms of requirements of section 186(2)(c) and section 188 (1) (a) & (b) of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, the approval of shareholders is required for passing the Ordinary Resolution.

Accordingly, the Board recommends the resolutions as set out in Resolution No. 2 of the Notice for your approval as Ordinary Resolution.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are given below: -

S.No.	Information required to be disclosed	Particulars
1	Name of the Related Party	Minda Investments Ltd., Mr. Nirmal K. Minda, Mr. Sudhir Jain and Mr. H C Dhamija
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Nirmal K Minda, Chairman & Managing Director Mr. Sudhir Jain, Group CFO Mr. H.C. Dhamija, Company Secretary
3	Nature of Relationship	1. Minda Investments Ltd. is one of the promoters of Minda Industries Ltd. 2. Mr. Nirmal K. Minda, Mr. Sudhir Jain and Mr. H.C. Dhamija are holding the position of KMP.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of 24558800 equity shares of Rs. 10 each of Kosei Minda Aluminum Co. Private Limited, based on Valuation Report, at Rs. 5 each including 24508800 equity shares from Minda Investments Ltd., 9400 equity shares from Mr. Nirmal K. Minda, 200 equity shares from Mr. Sudhir Jain and 100 equity shares from Mr. H.C. Dhamija, from being related parties.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	As above.

The Board has unanimously approved about making investment in Kosei Minda Aluminum Co. Private Limited, within its overall limits as mentioned in section 186 of the Companies Act, 2013.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Date: 11 February, 2016
Place : Gurgaon (Haryana)



By order of the Board of
Minda Industries Ltd.

H.C. Dhamija
Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

MINDA INDUSTRIES LIMITED

CIN-L74899DL1992PLC050333

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Corporate Office: Village Nawada Fatehpur, PO Sikandarpur Badda,

Near IMT Manesar, Gurgaon, Haryana-122004

Tel : +91 11 2737 4444 / 91 124 2290427/28 : Fax + 91 124 2290676 / 2290695

Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com



POSTAL BALLOT FORM (to be filled, signed and return by the shareholder)

S.NO:

1. Name(s) of Shareholder(s)
(in BLOCK letters)
(Including Joint holder, if any):
2. Registered Address of the
Sole / First Named Shareholder:
3. Registered Folio No./
DP ID No. & Client ID No.:
4. Number of share(s) held:

I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 11 February, 2016 of the Company by sending my/ our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

S. No	Description	No. of shares for which vote casted	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
(1)	Ordinary Resolution under Section 186 (2) (c) and 188 (1) (a) & (b) of the Companies Act, 2013 to invest in 51% equity shares i.e. 17850000 Equity Shares of Rs. 10 each fully paid up of Minda TG Rubber Private Limited for a total consideration of Rs.1785 Lacs, based on Valuation Report.			
(2)	Ordinary Resolution under Section 186 (2) (c) and 188 (1) (a) & (b) of the Companies Act, 2013 to invest in 24558800 Equity Shares of Rs. 10 each of Kosei Minda Aluminum Co. Private Limited, representing 30% shareholding, at Rs. 5 each, for a total consideration upto Rs.1227.94 Lacs, based on Valuation Report.			

Place:

Signature of the Shareholder(s)

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



INSTRUCTIONS:

1. A member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Forms, if deposited in person or if sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence by the next named shareholder as per the specimen signatures registered with the Company/ Depositories as the case may be.
3. In case the shares are held by the companies, trustees, societies, the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/ Authority to the person voting on the postal ballot form. 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.
4. Voting rights through a postal ballot cannot be exercised by a proxy.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 6.00 p.m. on 24 March, 2016.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
7. A shareholder may request for a duplicate postal ballot form if so required. At such request should be addressed to the Company Corporate Office at Village Nawada Fatehpur, PO Sikandarpur Badda, Near IMT Manesar, Gurgaon (Haryana), e-mail id: hcdhamija@mindagroup.com. However, the duplicate postal ballot form duly filled in, in case should reach the scrutinizer on or before 6.00 p.m. on 24 March, 2016.
8. There will be one Postal Ballot for every Folio/Client ID.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his Final Report on 26 March, 2016.
10. The Company will announce the result of the Postal Ballot at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi -110052 on 26 March, 2016 at 3.00 p.m.
11. The Result of the Postal Ballot will be published in the newspaper for the information of the shareholders on 28 March, 2016.
12. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of Postal Ballot.



MINDA INDUSTRIES LIMITED

CIN-L74899DL1992PLC050333

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Corporate Office: Village Nawada Fatehpur, PO Sikandarpur Badda,
Near IMT Manesar, Gurgaon, Haryana-122004

Tel : +91 11 2737 4444 / 91 124 2290427/28 : Fax + 91 124 2290676 / 2290695

Website: www.mindagroup.com; E-mail: hcdhamija@mindagroup.com



Instructions for E-voting

Name :
Registered Address :
Name(s) of Joint Shareholder(s)
Folio /DP ID-Client ID No. :
No. of shares held :

Dear Members,

Subject: Instructions for e-voting

In compliance with the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Postal Ballot Notice dated 11 February, 2016. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The e-voting period commences on 23 February, 2016 (9.00 a.m.) and ends on 24 March, 2016 (6.00 p.m.) The members desiring to exercise e-voting option may refer to the detailed procedures on electronic voting provided overleaf.

These details form an integral part of the Postal Ballot Notice at 11 February, 2016.

By order of the Board of
Minda Industries Ltd.

H.C. Dhamija
Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

Date:

Place : Gurgaon (Haryana)

Instructions for E-voting: Please read carefully the instructions printed overleaf before exercising vote.



Instructions for E-Voting:

The following details and instructions form an integral part of the Notice of Postal Ballot.

Steps for evoting:-

Open the internet browser and type the following URL: <https://www.evoting.nsdl.com/>

1. Click on **Shareholder – Login**
2. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for login.
3. If you are logging in for the first time, please enter the user id and password provided in this documents.
4. The **password change menu** will appear on your screen change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
5. Once the e-voting home page opens, click on **e-voting >Active Voting Cycles**.
6. Select the **EVEN (E-Voting Event Number)** of Minda Industries Ltd. (the number is provided in this document). Once you enter the number the cost vote page will open. Now you are ready for evoting.
7. Cast your vote by selecting your favoured option and click **submit**. Also click **confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified. Upon confirmation, the message "vote cast successfully" will be displayed.
8. Corporate/ institutional shareholders are required to send a scanned copy (pdf/JPG format) of the relevant board resolution/ authority via e-mail at sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in
9. In case of any queries, please refer to the frequently asked questions for members and the evoting user manual for members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in. The shareholders may also contact the Company Secretary at hcdhamija@mindagroup.com or write to him at the registered office of the company in this regard.

