

Date:-May 17, 2018

To,
The Officer-In-Charge (Listing)
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: MINDACORP

Sub: Qualified Institutions placement of equity shares of face value Rs. 2 each ("Equity Shares") by Minda Corporation Limited ("the Company") under the provisions of Chapter VIII of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), and Section 42 of the Companies Act, 2013 (including the rules made thereunder) (the "QIP")

Dear Sir/Madam,

We wish to inform you that in respect of the QIP, the Securities Issue Committee of the Board of Directors of the Company at its meeting held today i.e May 17, 2018, has inter alia approved the following matter(s):-

- 1) Approved the closure of the QIP today i.e on May 17, 2018.
- 2) Finalization of the issue price at Rs. 173.47 per Equity Share (including a premium of Rs. 171.47 per Equity Share) upon the closure of the Issue, which is at a discount of 5% to the floor price of Rs. 182.59 per Equity Share, for the issuance and allocation of 1,79,10,645 Equity Shares to be allotted to eligible qualified institutional buyers pursuant to the QIP aggregating upto Rs. 310.69 Crore pursuant to the QIP;
- 3) Approved and adopted the placement document dated May 17, 2018, in connection with the QIP and;
- 4) Approved the confirmation of allocation note to be sent to Qualified Institutional Buyers, intimating them of allocation of equity shares pursuant to the QIP.

Enclosed please find the certified true copy of the resolution dated May 17, 2018 of Securities Issue Committee.

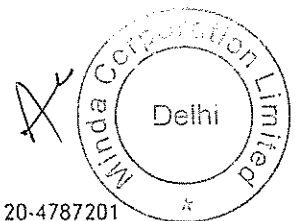
The aforesaid meeting of the Securities Issue Committee commenced at 2.30 p.m. and concluded at 3.45 p.m.

MINDA CORPORATION LIMITED

CIN NO. : L74899DL1985PLC020401

Corporate Office : D-6-11, Sector-59, Noida - 201 301, U.P., India. Tel. : +91-120-4787100, Fax : +91-120-4787201

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



You are requested you to take the above on record and treat the same as compliance under the applicable regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,

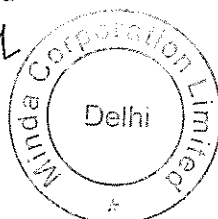
For Minda Corporation Limited

Ajay Sancheti

Ajay Sancheti

Company Secretary

Membership No F5605



EXTRACTS OF THE MINUTES OF THE MEETING OF SECURITIES ISSUE COMMITTEE MEETING HELD ON THURSDAY, MAY 17, 2018 AT "BOARD ROOM", PLOT NO. 68, ECHELON INSTITUTIONAL AREA, SECTOR-32, GURGAON - 122001, HARYANA AT 2.30 P.M. AND CONCLUDED AT 3.45 P.M.

APPROVAL FOR CLOSURE OF ISSUE AND ADOPTION OF PLACEMENT DOCUMENT, AND TO TAKE LISTING AND TRADING PERMISSION WITH STOCK EXCHANGE

"RESOLVED THAT in connection with the proposed placement of securities to Qualified Institutional Buyers ("QIBs") pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR"), Section 23, 42, 62 and any other applicable provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, ("Issue") and as approved by the Board pursuant to a resolution passed thereby at its meeting held on February 12, 2018 and by the shareholders of the Company passed on March 21, 2018, by way of a postal ballot and the result of which were declared on March 23, 2018, as opened pursuant to the resolution passed by the Securities Issue Committee at its meeting dated May 14, 2018 the bid period in connection with the Issue be and is hereby declared as closed on the date of this resolution with immediate effect."

"RESOLVED FURTHER THAT in respect of the issue of equity shares of the Company of face value of Rs. 2 each, ("Equity Shares") by the Company to QIBs in terms of the Issue, the Company be and is hereby authorised to issue and allot up to 1,79,10,645 Equity Shares at a price of Rs. 173.47 per Equity Share (including a premium of Rs. 171.47 per Equity Share), aggregating upto Rs. 310.69 Crore at a discount of 5% to the floor price of Rs. 182.59 per Equity Share, to successful bidders who are QIBs, in accordance with the terms and conditions of the preliminary placement document, the Issue Documents, the final placement document in connection with the Issue, and applicable statutory and or regulatory requirements."

"RESOLVED FURTHER THAT the serially numbered placement document, together with the serially numbered CANs in respect of the issue of 1,79,10,645 Equity Shares of the Company, for an aggregate amount upto Rs. 310.69 Crore by the Company, to the QIBs in terms of the Issue, as per the copy placed before the Securities Issue Committee for the purpose of identification, be and is hereby adopted and approved for filing with BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges")."

"RESOLVED FURTHER THAT Mr. Ajay Sancheti, Company Secretary be and is authorized to keep the record of private placement offer in Form PAS-5 as per provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."

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"RESOLVED FURTHER THAT the Confirmation of Allocation Note, as per the copy placed before the Securities Issue Committee for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Sudhir Kashyap, Executive Director & CEO, Mr. Laxman Ramnarayan, Director, Mr. Ajay Sancheti, Company Secretary/Compliance Officer and Mr. Sanjay Aneja, CFO be and are hereby severally authorised to sign the placement document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to placement document, and make any changes to the placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the placement document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Sudhir Kashyap, Executive Director & CEO, Mr. Laxman Ramnarayan, Director, Mr. Ajay Sancheti, Company Secretary/Compliance Officer and Mr. Sanjay Aneja, CFO of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to delivering the placement document to the stock exchanges and filing the placement document along with other documents as required under the Companies Act, 2013, with Registrar of Companies, NCT of Delhi & Haryana and the Securities and Exchange Board of India, intimating the stock exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI ICDR Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended time to time.

**Certified True Copy
For Minda Corporation Limited**

**Ajay Sancheti
Company Secretary
Membership No. F5605**

