MINDA INDUSTRIES LIMITED

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 (hereinafter referred to as the "Act"), read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (the Rules), that the Company hereby seeks your approval under Section 293(1)(a) of the Act by passing ordinary resolution through Postal Ballot.

The proposed Ordinary Resolution along with the Explanatory Statement pursuant to Section 173 (2) of the Act setting out material facts and reasons for the proposed resolution is appended here with along with the Postal Ballot Form for your consideration. The Company has, in compliance with Rule 6(b) of the aforesaid Rules appointed Mr. Sanjay Grover, FCA, FCS, Company Secretary in whole time practice, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form 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 Monday, December 26, 2011. All the Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

ORDINARY RESOLUTION:

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

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act" including any statutory modification(s), or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such approvals and permissions, as may be required from any Governmental, regulatory and any other authority and subject to such conditions as may be imposed by them, the consent of the Company be and is here by accorded to the Board of Directors of the Company ["the Board"] to sell, transfer, assign or otherwise dispose off the business related to manufacturing and trading of Batteries (hereinafter called as "the Battery Divisions") to Minda Batteries Limited (to be incorporated) or to such other person as identified by the Board at the value to be determined by an Independent valuer, on such terms and conditions and in such manner as the Board may think fit and proper.

RESOLVED FURTHER THAT Mr. Nirmal K. Minda, Chairman & Managing Director, Mr. Anand Kumar Minda, Director, Mr. Sudhir Jain, Group Chief Financial Officer, Mr. V.K. Jain, Chief Executive Officer and Mr. H.C. Dhamija, V.P. Group A/cs, Taxation & Co. Secretary be and are severally/jointly authorised to finalize the terms, and to sign, execute all such papers, agreements, documents including deeds, as may be required and related to the proposed sale and transfer of running business of the Battery Divisions and to complete the transactions with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts, deeds, matter and things including giving customary representations and warranties, together with such indemnities as may be deemed necessary, desirable and / or expedient, in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

By order of the Board
For MINDA INDUSTRIES LIMITED

Sd/-
(H.C.Dhamija)
V.P. Group A/cs, Taxation &
Company Secretary

Date: November 21, 2011
Place: Delhi

Notes:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business is annexed hereto.

2. The Notice is being sent to all the Members of the company, whose names would appear in the Register of Members as on Monday, November 21, 2011.

3. Members are requested to send duly completed Postal Ballot Form to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes

containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of Business hours on Monday, December 26, 2011.

4. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorised by the Chairman, on Wednesday, December 28, 2011 at 4.00 p.m. at the Registered Office of the Company at B-64/1, Wazirpur Industrial Area Delhi-110052 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or such other authorised person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution. Members who wish to be present at the time of declaration of the result may be present at the venue.

5. The date of declaration of result shall be deemed to be the date of passing of the said Resolution.

6. Subsequently the Result of the Postal Ballot will be published in atleast one English and one vernacular language newspaper circulating in Delhi. The result of the postal ballot will also be displayed at website of the Company (www.mindagroup.com).

7. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.

8. All documents referred to in the accompanying Notice and Explanatory Statement will be opened for inspection at the Registered Office of the company between 10.30 a.m. and 12.30 p.m. on any working day except Sundays and public holidays upto 26th December, 2011 and shall also be available at the date of declaration of result of the postal ballot.

9. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

The Company is engaged in the business of manufacturing and trading of switches, lamps, horns, blow moulding parts, batteries, LED and CNG/LPG kits and components.

The Battery business is incurring losses since its inception. In order to revive the battery business and to pay special attention to this business, it is proposed to sell and transfer the running business of battery division at the value to be determined by an Independent valuer, to its proposed subsidiary company (namely Minda Batteries Ltd., to be incorporated) against issue and allotment of equity shares by such subsidiary company to Minda Industries Limited or to such other person as identified by the Board.

Further, the subsidiary company will have to upgrade its technology for revival of this business for which, it will enter into Technical Assistance Agreement as well as Joint Venture Agreement with foreign collaborator.

As per the provision of Section 293(1)(a) of the Companies Act, 1956, which inter alia, provides that sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of an Ordinary Resolution, the Company is desirous of seeking your consent for such proposal contained in the Ordinary Resolution appended. Accordingly, the Notice of the proposed Ordinary Resolution is being sent to the shareholders for their consideration and approval.

The sale and transfer of Battery division will be done as a going concern, against which the subsidiary company will issue its Equity Shares, at par, to Minda Industries Limited.

As required under Section 192A of the act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of its Shareholders is required by passing the resolution through Postal Ballot for the transfer of the Battery Divisions.

Except to the extent of shares standing in their names, none of the Director is interested in the Resolution. The Board recommends the resolution for your approval.

By order of the Board
For MINDA INDUSTRIES LIMITED

Sd/-
(H.C.Dhamija)
V.P. Group A/cs, Taxation &
Company Secretary

Date: November 21, 2011
Place: Delhi

MINDA INDUSTRIES LIMITED

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

POSTAL BALLOT FORM

(please read the instructions carefully before completing this form)

S. No.:

1. Name(s) of Shareholder(s) (in BLOCK letters) : (Including Joint holder, if any):

2 Registered Address of the Sole/First name shareholder :

3 Registered Folio No./ DP ID No. & Client ID No. :

4 Number of Share(s) held: :

5. I/We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated November 21, 2011 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below: -

Description	No. of Shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for consent of the members to sell, transfer, assign or otherwise dispose off the business related to manufacturing and trading of Battery products to Minda Batteries Limited (to be incorporated)			

Place:

Signature of the Shareholder

Date :

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

NOTES / 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 self-addressed pre-paid envelope being sent herewith bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company for conducting Postal Ballot Process.

3. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.

4. This Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and in his absence, by the next named joint holder. The vote in this Postal Ballot cannot be exercised by a Proxy

5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be signed by the Authorized Signatory, whose signature is already registered with the Company/RTA (please quote the Registration No. beneath the signature), or it should be accompanied by a certified copy of the authorising Board Resolution / Nomination/ Authority.

6. Incomplete and unsigned Postal Ballot Forms will be rejected.

7. **The Postal Ballot Form duly completed and signed should be sent to the Scrutinizer appointed by the Company at the Registered Office of the Company on or before the close of the Business hours on Monday, December 26, 2011. Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.**

8. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders on Monday, 21st November, 2011.

9. A Member may request for duplicate Postal Ballot Form, if so required. However the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at instruction No.7 above.

10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed Postage Pre-Paid Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.

11. There will be one Postal Ballot for every Folio/Client ID.

12. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.

13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and will submit his final report on 27.12.2011.

14. The Company shall announce the result of the Postal Ballot at its Registered Office at B-64/1, Wazirpur Industrial Area, Delhi-110052 at 4:00 P.M. on 28th December, 2011.

15. The Result of the Postal Ballot will be published in the newspaper for the information of the Shareholders.

16. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company during the business hour Up to 26th December, 2011.