



Powered by Passion

March 26, 2019

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	Head - Listing Operations, BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 538962
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Sub: Declaration of Results of Postal Ballot Voting

Dear Sir,

This is in reference to our intimation letter regarding dispatch of Postal Ballot Notice to the Shareholders of the Company on February 22, 2019 for seeking their approval for the following resolutions:-

1. Special Resolution for re-appointment of Mr. Rakesh Chopra (DIN: 00032818) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019.
2. Special Resolution for re-appointment of Mr. Avinash Parkash Gandhi (DIN: 00161107) as an Independent Director of the Company for a period of five years w.e.f April 01, 2019.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the results of Postal Ballot has been announced today i.e March 26, 2019 at the Registered Office of the Company and as per the Scrutinizer's Report the Resolution(s) relating to the above mentioned business matters(s) as contained in the Postal Ballot Notice dated February 07, 2019 have been passed with the requisite majority. In this regard, we are enclosing herewith the following:

1. Results of Postal Ballot Voting in the prescribed format under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report dated March 26, 2019 on the Postal Ballot Results.

You are requested to take on record the above information.

Thanking you,

For Minda Corporation Limited


Ajay Sancheti
Company Secretary
Membership No. F5605



Enclose as above

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

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Scrutinizer Report

To,

The Chairman

MINDA CORPORATION LIMITED

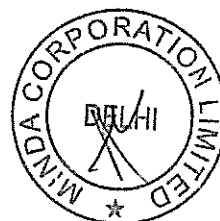
CIN: L74899DL1985PLC020401

A-15, Ashok Vihar, Phase -1,

New Delhi-110052

Dear Sir,

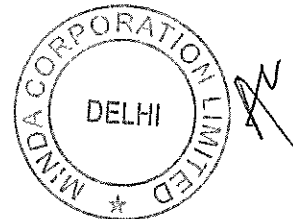
I, Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **MINDA CORPORATION LIMITED** ('the Company') in their meeting held on February 07, 2019 for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner under the provisions of Sections 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated February 07, 2019:



S.No.	Type of Resolution	Particulars
1.	Special Resolution	Re-Appointment of Mr. Rakesh Chopra (DIN: 00032818) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019.
2.	Special Resolution	Re-Appointment of Mr. Avinash Parkash Gandhi (DIN: 00161107) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019.

I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice(s) and form(s) along with all requisite documents on February 22, 2019 to its Members, whose names appeared in the Register of Members as on Friday, February 8, 2019 ("cut-off date") in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ Registrar and Transfer Agent; and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Registrar and Transfer Agent).
2. The Company published an advertisement regarding dispatch of Postal Ballot forms, notice etc., in English language "Financial Express" and in Hindi language "Jansatta" on Saturday, February 23, 2019.
3. The Members of the Company holding shares as on Friday, February 8, 2019 were entitled to vote on the resolutions as contained in the Notice and had an option to vote either through the postal ballot form(s) or through the e-voting facility. Members who opted for e-voting facility have casted their votes on the designated website of National Security Depository Limited ("NSDL") e-voting platform viz. www.evoting.nsdl.com.



4. The postal ballot form(s) were kept under safe custody before commencing the scrutiny of such postal ballot forms. The e-voting facility was provided by National Securities Depository Limited (NSDL).
5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com
6. The e-voting was unblocked on Sunday, March 24, 2019 after 05:00 P.M. in the presence of two witnesses, Mr. Lokesh Vats and Ms. Daljeet Kaur who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

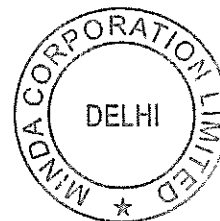


Lokesh Vats



Daljeet Kaur

7. The particulars of all postal ballot form(s) received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
8. All postal ballot form(s) received and e-votes cast up to 05:00 P.M. on Sunday, March 24, 2019, i.e., the last date and time fixed by the Company for voting through postal ballot form(s) or e-voting, were considered and none of the envelopes received after that were considered for the purpose of this report.
9. The postal ballot form(s) and e-voting were matched with the Register of members of the Company as on February 08, 2019 as provided by the Registrar and Share Transfer Agent ('RTA') of the Company.



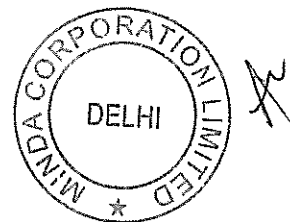
10. The postal ballot form(s), which were incomplete or which were otherwise found defective or where signature of any shareholder did not match with records or where signature of any member was not found in the records maintained by Registrar & Share Transfer Agent of the Company, have been treated as invalid and were kept separately.
11. The total issued and paid-up Equity Share Capital of the Company as on Friday, February 08, 2019 was Rs. 45,44,44,570/- (Rupees Forty Five Crores Forty Four Lacs Forty Four Thousand Five Hundred and Seventy Only) divided into 22,72,22,285 (Twenty Two Crores Seventy Two Lacs Twenty Two Thousand Two Hundred and Eighty Five) Equity Shares of Rs. 2/- (Rupees Two only) each.
12. A consolidated summary of the postal ballots/ e-voting are as under:

Resolution No. 1- Re-Appointment of Mr. Rakesh Chopra (DIN: 00032818) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	18,18,94,625	45	18,18,94,670	98.20
Dissent	33,28,769	0	33,28,769	1.80
Total	18,52,23,394	45	18,52,23,439	100

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and postal ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure A'



Resolution No.2- Re-Appointment of Mr. Avinash Parkash Gandhi (DIN: 00161107) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019 :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	17,13,43,899	45	17,13,43,944	94.58
Dissent	98,19,595	0	98,19,595	5.42
Total	18,11,63,494	45	18,11,63,539	100

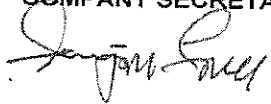
Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

The detailed break up of voting through e-voting and postal ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure B'

13. The resolutions shall be deemed to have been passed on Sunday, March 24, 2019, being the last date of receipt of Postal Ballot forms from the shareholders of the Company.
14. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
15. You may accordingly declare the result of the voting by Postal Ballot/ e-voting.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Sanjay Grover

Scrutinizer
C.P. No.:3850

March 26, 2019
New Delhi



COUNTERSIGNED BY



**AJAY SANCHETI
COMPANY SECRETARY**



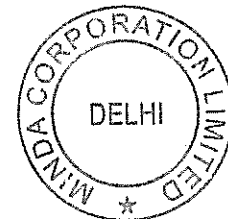


Annexure-A

A detailed summary of the voting through e-voting and postal ballot results given herein below:

A1. VOTING THROUGH E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	157	18,52,23,394	37,04,46,788
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	157	18,52,23,394	37,04,46,788
d) Votes with assent for the resolution	134	18,18,94,625	36,37,89,250
e) Votes with dissent for the resolution	23	33,28,769	66,57,538

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	4	325	650
b) Less: Invalid votes	2	280	560
c) Net Valid votes cast	2	45	90
d) Votes with assent for the resolution	2	45	90
e) Votes with dissent for the resolution	0	0	0



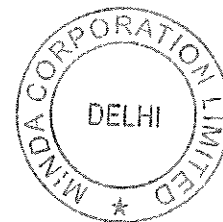
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Annexure-B

A detailed summary of the voting through e-voting and postal ballot result is given herein below:

B1. VOTING THROUGH E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	157	18,11,63,494	36,23,26,988
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	157	18,11,63,494	36,23,26,988
d) Votes with assent for the resolution	130	17,13,43,899	34,26,87,798
e) Votes with dissent for the resolution	27	98,19,595	1,96,39,190

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	4	325	650
b) Less: Invalid votes`	2	280	560
c) Net Valid votes cast	2	45	90
d) Votes with assent for the resolution	2	45	90
e) Votes with dissent for the resolution	0	0	0



Results of Postal Ballot

Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of declaration of result of Postal Ballot	26.03.2019
Total number of shareholders on cut-off date (i.e. 08.02.2019)	33,742
No. of shareholders present in the meeting either in person or through proxy:	NA
No. of Shareholders attended the meeting through Video Conferencing	NA

1. Special Resolution: Re-Appointment of Mr. Rakesh Chopra (DIN: 00032818) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	E-voting		14,66,52,242	99.80	14,66,52,242	0	100.00	0.00	
	Postal ballot	14,69,52,242	0	0.00	0	0	0.00	#DIV/0!	
	Total		14,66,52,242	99.80	14,66,52,242	0	100.00	0.00	
Public-Institutions	E-voting		2,43,45,236	83.04	2,43,45,236	0	100.00	0.00	
	Postal ballot	2,93,16,632	0	0.00	0	0	0.00	#DIV/0!	
	Total		2,43,45,236	83.04	2,43,45,236	0	0.00	0.00	
Public-Non Institutions	E-voting		1,42,25,916	27.92	1,08,97,147	33,28,769	76.60	23.40	
	Postal ballot	5,09,53,411	45	0.00	45	0	100.00	0.00	
	Total		1,42,25,961	27.92	1,08,97,192	33,28,769	76.60	23.40	
Total		22,72,22,285	18,52,23,439	81.52	18,18,94,670	33,28,769	98.20	1.80	

2. Special Resolution: Re-Appointment of Mr. Avinash Parkash Gandhi (DIN: 00161107) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019.

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	E-voting		14,66,52,242	99.80	14,66,52,242	0	100.00	0.00	
	Postal ballot	14,69,52,242	0	0.00	0	0	0.00	0.00	
	Total		14,66,52,242	99.80	14,66,52,242	0	100.00	0.00	
Public-Institutions	E-voting		2,02,85,236	69.19	1,37,95,595	64,89,641	68.01	31.99	
	Postal ballot	2,93,16,632	0	0.00	0	0	0.00	0.00	
	Total		2,02,85,236	69.19	1,37,95,595	64,89,641	68.01	31.99	
Public-Non Institutions	E-voting		1,42,26,016	27.92	1,08,96,062	33,29,954	76.59	23.41	
	Postal ballot	5,09,53,411	45	0.00	45	0	100.00	0.00	
	Total		1,42,26,061	27.92	1,08,96,107	33,29,954	76.59	23.41	
Total		22,72,22,285	18,11,63,539	79.73	17,13,43,944	98,19,595	94.58	5.42	

