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MINDA CORPORATION LIMITED Registered Office: 36A, RAJASTHAN UDYOG NAGAR, DELHI-110033 Email: investor@minda.co.in

CIN L74899DL1985PLC020401 Website: www.minda.co.in

Notice of Announcement of Result of the Postal Ballot

Postal Ballot Notice dated 14th November, 2014 was issued to all the Shareholders pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the following resolutions have been passed by the members of the Company through voting by way of postal ballot including e-Voting:

Resolution No.	Type of Resolution	Description
1.	Ordinary Resolution	Approval to Increase the Authorized Share Capital of the Company from ₹ 442,000,000/- to ₹ 642,000,000/- and alteration of Capital Clause of Memorandum of Association of the Company.
2.	Ordinary Resolution	Approval for Sub-Division of each Equity Share of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each and alteration of Capital Clause of Memorandum of Association of the Company.
3.	Special Resolution	Approval for issue of Bonus Shares by Capitalization of Reserves in the ratio of 1:1
4.	Ordinary Resolution	Approval of Appointment of Mr. Ashok Kumar Jha (DIN 00170745) as an Independent Director of the Company for a period of 5 (Five) years.
5.	Special Resolution	Approval of remuneration of Mr. Ashok Minda (DIN 00054727), Chairman & Group CEO i.e. Whole Time Director of the Company.

The Company had appointed Mr. Sanjay Grover, Proprietor, M/s Sanjay Grover & Associates, Practicing Company Secretary for conducting the process of Postal Ballot in fair and transparent manner. The Scrutinizer has submitted his report dated 23rd December, 2014 to Mr. Ashok Minda, Chairman & Group CEO which has been duly accepted by him. As per the said report the following results were announced by Mr. Ashok Minda, on December 23, 2014 at the Registered Office of the Company. The result of the Postal Ballot is as follows:

CIN: L74899DL1985PLC020401

MINDA CORPORATION LIMITED

Corporate Office: D-6-11, Sector 59, Noida - 201301, U.P., India. TEL: +91-120-4787100, FAX: +91-120-4787200

Registered Office: 36A, Rajasthan Udyog Nagar, Delhi - 110033 Website: www.minda.co.in

Resolution No.	Total Valid Votes	Votes with Assent	Percentage (Apprx) (B/A*100)
1. Increase in Authorized Share Capital of the Company from ₹ 442,000,000/- to ₹ 642,000,000/- and alteration of Capital Clause of Memorandum of Association of the Company	12112451	12112451	100
2. Sub-Division of each Equity Share of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each and alteration of Capital Clause of Memorandum of Association of the Company	12112451	12112451	100
3. Approval for the issue of Bonus Shares by Capitalization of Reserves in the ratio of 1:1	12112451	12112451	100
4. Appointment of Mr. Ashok Kumar Jha (DIN 00170745) as an Independent Director of the Company for a period of 5 (Five) years	12112451	12112450	99.9999
5. Approval of remuneration of Mr. Ashok Minda (DIN 00054727), Chairman & Group CEO i.e. Whole Time Director of the Company	8059579	8059578	99.9999

Accordingly, the aforesaid resolutions for which postal ballot was conducted stands approved by the shareholders with requisite majority.

For Minda Corporation Limited

Ashok Minda Chairman & Group CEO

Date 23.12.2014

Place: Delhi

Encl.: Scrutinizer's Report

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Dethi - 110 024 Tet : (011) 4679 0000, Fax : (011) 4679 0012 e-mail : sanjaygrover7@gmail.com

Scrutinizer Report

THE CHAIRMAN, MINDA CORPORATION LIMITED CIN: L74899DL1985PLC020401 36A, RAJASTHAN UDYOG NAGAR, DELHI-110033

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 I have been appointed as Scrutinizer by the Company in the Board meeting held on 14th November, 2014 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1	Ordinary Resolution	Increase in the authorised share capital of the Company and alteration of capital clause of Memorandum of Association of the Company.
2	Ordinary Resolution	Sub-division of each equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each and alteration of Capital clause of Memorandum of Association of the Company.
3	Special resolution	Approval for the issue of bonus shares capitalization of reserves in the ratio of 1:1.
4	Ordinary Resolution	Appointment of Mr. Ashok Kumar Iha as an Independent Director of the Company for a period of 5 (five) years w.e.f. November 14, 2014.
5	Special resolution	Approval of remuneration of Mr. Ashok Minda, Chairman & Group CEO w.e.f. August 1, 2014 to July 31, 2016.

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Thursday, 20th November, 2014 to its Members whose name(s) appeared in the



Register of Members as on Friday,14th November,2014.

- 2. The shareholders of the Company had option to vote either through the postal ballot forms or through the evoting facility. Shareholders opting for e-voting facility, casted their votes on the designated website 'www.evotingIndia.com' via NSDL (National Securities Depository Limited) e-voting platform.
- 3. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.
- 4. The votes were unblocked on 22nd December, 2014 at 6:00 p.m. in the presence of two witnesses, Mr. Gurvinder Singh, R/o C-1/135, Sector-5, Rohini, New Delhi - 110085 and Mr. Chetan Vyas Pareek R/o Wz-5, West Patel Nagar, New Delhi- 110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. On april 4000

Gurvinder Singh

Chetan Vyas Pareek

- 5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from NSDL (National Securities Depository Limited have been entered in a separate Register maintained for the purpose.
- 6. The physical Postal Ballots received were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by NSDL in electronic registry.
- 7. The ballot box was opened after the close of working hours on 22nd December, 2014 in my presence.
- 8. All postal ballot forms received and e-votes casted up to 6.00 P.M. on 22nd December, 2014, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on 22nd December, 2014 were considered for the purpose of this report.
- 9. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on 14th November, 2014.
- 10. There were Total 68 (Sixty eight) envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & the said envelopes were not opened and they are separately kept.
- 11. I did not find any defaced or mutilated ballot paper(s).
- 12. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
- 13. The total paid up Equity Share Capital of the Company as on 14th November, 2014 was Rs. 209,311,640/-(Twenty Crore Ninety Three Lacs Eleven Thousand Six Hundred And Forty) divided into 20931164 (Two Crore Nine Lacs Thirty One Thousand One Hundred And Sixty Four) shares of Rs. 10/- (Rupee Ten)each.



Nine Lacs Thirty One Thousand One Hundred And Sixty Four) shares of Rs. 10/- (Rupee Ten)each.

13. After our scrutiny, the summary of Postal Ballots is given below:

DESCRIPTION NO. 1:-

RESOLUTION NO. 1:- Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	57	14611660	146116600	69.8082
b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	52	12112451	121124510	57.8680
d) Votes with assent for the Resolution	52	12112451	121124510	57.8680
e) Votes with dissent for the Resolution	0	0	0	0.0000

^{*}Invalid votes were not taken into consideration for counting of the votes. Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

RESOLUTION NO. 2:-

RESOLUTION NO. 2:- Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	57	14611660	146116500	69.8082
b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	52	12112451	121124510	57.8680
d) Votes with assent for the Resolution	52	12112451	121124510	57.8680
e) Votes with dissent for the Resolution	0	0	0	0.0000

^{*}Invalid votes were not taken into consideration for counting of the votes. Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

RESOLUTION NO.3:-

RESOLUTION NO.3:-				% of Total Paid-up
Particulars	No. of	No. of	Paid-up value of the	Equity Capital
	Share-	Equity	Equity Shares	
	Holders	Shares	(In Rs.)	(Approx.)
The product of plants				
a) Total votes		14611660	146116600	69.8082
received	5/	14011000	3.40.22.00.00	

b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes	52	12112451	121124510	E7 6/60
d) Votes with assent		151121	121124310	57.8680
for the Resolution	52	12112451	121124510	57.8680
e) Votes with dissent			AND THE PROPERTY OF THE PROPER	
for the Resolution	0	0	0	0.000

^{*}Invalid votes were not taken into consideration for counting of the votes.

Please see the explanation given under point Nos. C1 & C2 of "Annexure-C" attached to this report.

RESOLUTION NO.4:-

Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	57	14611660	146116600	69.8082
b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	52	12112451	121124510	57.8680
d) Votes with assent for the Resolution	51	12112450	12112450	57.8679
e) Votes with dissent for the Resolution	1	1.	10	0.0001

^{*}Invalid votes were not taken into consideration for counting of the votes.

Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report.

RESOLUTION NO.5:-

Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid- up Equity Capital (Approx.)
a) Total votes		and property as the		A CONTRACTOR OF THE PROPERTY O
received	56	10558788	105587880	50.4452
b) Less: Invalid	۶	2400200	24002000	* * * * * * * * * * * * * * * * * * * *
votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	51	8059579	80595790	38.5050
		000000	00333730	50.5050
d) Votes with assent for the				
Resolution	50	8059578	80595780	38.5049
e) Votes with				
dissent for the				
Resolution	1	1	10	0.0001

^{*}Invalid votes were not taken into consideration for counting of the votes.

Please see the explanation given under point Nos. E1 & E2 of "Annexure-E" attached to this report.



15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) is

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
-	12112451	12112451	100
2	12112451	12112451	100
3	12112451	12112451	100
4	12112451		100
		12112450	99,9999
5	8059579	8059578	99.9999

Accordingly, all the above-mentioned resolution(s) have been passed by requisite majority.

16. 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.

17. You may accordingly declare the result of the voting by Postal Ballot.

For SANJAY GROVER & ASSOCIATES

Place: New Delhi

Date: December 23, 2014

(COMPANY SECRETARIES)
(SANJAY GROVER)

SCRUTINIZER

C.P. No.:3850

A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

		**Almon		
Particulars	No of share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
a) Total votes			(II R.)	(Approx.)
received	ř.	14,595,423	145,954,230	69.7306
b) Less: Invalid				
Voics	C4	2497818	24978180	
(c) Net Valid Votes		The state of the s		
Casted	i-mi	12,097,605	120,976,050	57.7071
(d) Votes with Assent	-			W. I. C.
		12,097,605	120,976,050	1.07.75
(c) Votes with disserve				** * * * * * * * * * * * * * * * * * *
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	FORM:		
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Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
at Total vote	1		(In RS.)	The second secon
received		16,237	162,370	0.0776
b) Less : Invalid	***	**************************************	A STATE OF THE PARTY OF THE PAR	07.00
Votes	7	1000	5,51	77111
c) Net Valid Votes	***************************************	THE RESERVE THE PROPERTY OF TH		AVAIL OF CO.
casted	- i	25.54	358,466	0.700
d) Votes with		- Company		
assent for the	To See			
Resolution				0.0709
e) Votes with	THE PARTY OF THE P	Δ.	The state of the s	100
dissent for the			4	The state of the s
Resolution	E	3	-	0.0000



Anneymre-B

A detailed summary of the postal ballot in respect of Resolution-2 is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share.	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up
a) Total votes	**		(In Rs.)	/ Approx.
No least L	**************************************	14,595,423	145,954,230	
Votes: Invalid	r	The state of the s		09.7306
2000		7.45%	24978186	
Since Valid Votes	7 **	A STATE OF THE PERSON NAMED OF THE PERSON NAME		1.9335
Casted		12,097,605	020 320 071	
(d) Votes with Assessed	The state of the s		10000110	57.7971
	Extend	12,097,605	120 072 020	The state of the s
(e) Votes with dissent			000000000000000000000000000000000000000	27.797
	=			AND THE PROPERTY OF THE PROPER
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		TOTAL STATES		
Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up
a) Total votes			(In D.)	Liquity Capital
received		16,237	1633-70	(Approx.)
b) Less: Invalid	*		10.64.270	0.076
10 10 10 10 10 10 10 10 10 10 10 10 10 1	7	1,39	3.010	THE REAL PROPERTY OF THE PROPE
Conce valid votes		AND THE REAL PROPERTY OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PER		0.0066
do Vert	7	14,846		The control of the co
assent for the				0.0709
Resolution	Transit	9787	1.48,460	0.010
e) Votes with	Approximate the second		The second secon	
Resolution	Control of the Contro	politica Total		() (000)



A detailed summary of the postal ballot in respect of Resolution-3 is given herein below:

C1. VOTING THROUGH ELECTRONIC MONE.

Paid-up value of the 2% of Total Paid-up Equity Shares Equity Capital		145,954,230	24978180	11,9355	120,976,050	31.191pm	120,976,050		0.0000
No. of Equity Paid Shares	14.595.423		2497818		12,097,605		(4,0%/,500%)		# N
No of share. Holders	toma		r-1	\$00	***	\$22acc		, and the same of	
Particulars	z) Total votes received	b) Loss : Invalid	Votes	C) INCL VAIIG Votes	Dalga	(d) Votes with Assent	***************************************	(e) Votes with dissem	the state of the s

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Particulars	No. of Share-	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
a) Total votes			(In Rs.)	(Annray)
Peceived	•	16,237	162.378	
O Less: Invalid	**		THE TAXABLE PROPERTY OF THE PR	
C. Net Valid		162,1	13,916	A MAK
Cactool	**************************************			2007-5
T. Volume	X 8	14,846	148,460	A DTM
October 6 and		A CONTRACTOR OF THE PROPERTY O		2010.0
Resolution	Street,	1.846	148,460	0000
e) Votes with		All the state of t	The second secon	
dissent for the	-	<		
Resolution		<u> </u>		0.1100
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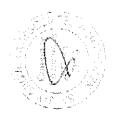
A detailed summary of the postal ballot in respect of Resolution-4 is given herein below:

D1. VOTING THROUGH ELECTRONIC MODE:

			The state of the s	
Particulars	No of share-	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
	40 P		(37, u)	(xpddx)
received	rond	14,595,423	145,954,230	
D) Less: Invalid			A Maria Cara Cara Cara Cara Cara Cara Cara	
Voles	e:	2497818	24078180	The state of the s
C) Net Valld Votes		THE PARTY OF THE P	No. of the second secon	
casted	, mu it ************************************	12,097,605	120.976.050	THE CHARLEST COLUMN TO A CHARL
(d) Versa				6.75
(4) Votes With Assent	graves; Princi	12,097,605	120.976.050	Fig. C. Sur Sec. Sec. Sec. Sec. Sec. Sec. Sec. Sec.
P. Variance at the second	THE RESERVE THE PERSON NAMED IN THE PERSON NAM		An An An Annual Control of the Contr	31.1911
(c) Yours with dissent	•	•		And the state of t
***************************************				0000

DZ. VOTING THROUGH PHYSICAL POSTAL BALLOT ESPERA

	THE POSIAL BALLOT FORM:	AL BALLOT FORM;		
Particulars	Moiders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Cantal
a) Total votes			(In Rs.)	(Abbrox.)
received	The state of the s	16,237	2.33	A La des () ()
b) Less: Invalid	NATIONAL PROPERTY OF THE PROPE	HARMAN THE PROPERTY OF THE PRO	er en	9/00
Votes	c.t	55	302	The state of the s
c) Net Valid votes	A STATE OF THE PARTY OF THE PAR		it if it is a second of the se	7.160
casted	tona a	4,846	18 160	A Company of the American Comp
d) Votes with			OS. OLT	
assent for the		1 1 1	-	THE RESERVE OF THE PROPERTY OF
Resolution			148,450	0.0709
e) Votes with	AND THE PROPERTY OF THE PROPER	The state of the s		
dissent for the	Was Connection and	*		The state of the s
Resolution	4			900 6
A STATE OF THE PARTY OF THE PAR				



Annexure-E. A detailed summary of the postal ballot in respect of Resolution-5 is given herein below:

E1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share. Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	S. Warrend	10,542,55	105,425,510	50.3677
b) Less : Invalid Votes	c)	2497818	24978180	11.9335
c) Net Valid Votes	annui,	8,044,733	80,447,330	38,4342
(d) Votes with Assent	C	10,542,551	105,425,510	50.3677
(e) Votes with dissent	•			0.0000

E2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM;

Particulars	No. of Share- Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Anprox.)
a) Total votes received	***	16,237	162,370	0.0776
b) Less : Invalid Votes	er.		13,910	0.0066
c) Net Valid votes casted	7	14,846	148,460	0.0709
d) Votes with assent for the Resolution	07	14,845	148,450	0.0709
e) Votes with dissent for the Resolution	Pools	Strang	yong	0.0000

