

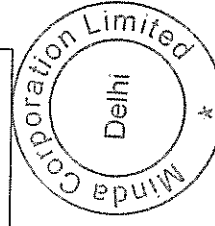
## Results of Postal Ballot

Details of Poll at EGM and remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

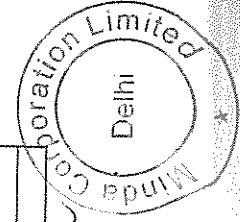
Date of declaration of result of Postal Ballot	13.02.2017
Total number of shareholders on record date	12,047
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A

Resolution No. 1 Modification in the terms of redemption of 0.001% cumulative redeemable preference shares of the Company;

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	Yes	
							% of votes in favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000
	Total		14,69,52,242	0	0.0000	0	0	0.0000
Public-Non Institutions	E-voting		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000
	Poll		82,58,285	98.2303	82,58,285	0	100.0000	0.0000
	Total	84,07,065	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting		82,58,285	98.2303	82,58,285	0	100.0000	0.0000
	Poll		2,19,41,403	40.6681	2,19,36,103	5,300	99.9758	0.0242
	Total	5,39,52,333	3,083	0.0057	3,083	0	100.0000	0.0000
Total		20,93,11,640	2,19,44,486	40.6738	2,19,39,186	5,300	99.9758	0.0242
			17,39,05,013	83.0843	17,38,99,713	5,300	99.9970	0.0030



*Alcogan*



*Atsancha*

Resolution No.	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Company;									
2	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Company;									
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	% of votes against on Votes Polled	Whether promoter/ promoter group are interested in the Agenda/resolution	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	No	
Promoters and Promoter Group	E-voting		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000		
	Postal Ballot	14,69,52,242	0	0.0000	0	0	0.0000	0.0000		
Public-Institutions	E-voting		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000		
	Postal Ballot	84,07,065	82,58,285	98.2303	80,74,321	1,83,964	97.7724	2.2276		
Public-Non Institutions	E-voting		82,58,285	98.2303	80,74,321	0	0.0000	0.0000		
	Postal Ballot	5,39,52,333	2,19,41,403	40.6681	2,19,35,522	5,881	99.9732	0.0268		
Total	E-voting		2,19,44,486	40.6738	2,19,38,605	5,881	99.9732	0.0268		
	Postal Ballot	20,93,11,640	17,39,05,013	83.0843	17,37,15,168	1,89,845	99.8908	0.1092		

Resolution No.	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Subsidiaries of the Company;									
3	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Subsidiaries of the Company;									
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	% of votes against on Votes Polled	Whether promoter/ promoter group are interested in the Agenda/resolution	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	No	
Promoters and Promoter Group	E-voting		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000		
	Postal Ballot	14,69,52,242	0	0.0000	0	0	0.0000	0.0000		
Public-Institutions	E-voting		14,37,02,242	97.7884	14,37,02,242	0	100.0000	0.0000		
	Postal Ballot	84,07,065	82,58,285	98.2303	80,74,321	1,83,964	97.7724	2.2276		
Public-Non Institutions	E-voting		82,58,285	98.2303	80,74,321	0	0.0000	0.0000		
	Postal Ballot	5,39,52,333	2,19,41,403	40.6681	2,19,35,407	5,996	99.9727	0.0273		
Total	E-voting		2,19,44,486	40.6738	2,19,38,490	5,996	99.9727	0.0273		
	Postal Ballot	20,93,11,640	17,39,05,013	83.0843	17,37,15,053	1,89,960	99.8908	0.1092		

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

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e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)

website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

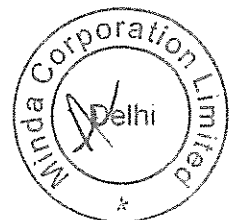
### Scrutinizer Report

To,  
The Chairman  
**MINDA CORPORATION LIMITED**  
CIN: L74899DL1985PLC020401  
A-15, Ashok Vihar, Phase – 1,  
New Delhi -110052

### Report on Result of Postal Ballot/ E-Voting

Dear Sir,

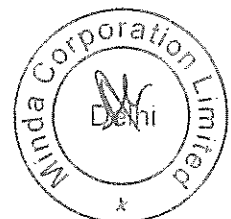
In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 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 or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **MINDA CORPORATION LIMITED** ("the Company") in their meeting held on December 20, 2016 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolutions:



S. No.	Type of Resolution	Particulars
1.	Special Resolution	Modification in the terms of redemption of 0.001% cumulative redeemable preference shares of the Company.
2.	Special Resolution	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Company.
3.	Special Resolution	Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the subsidiaries of the Company.

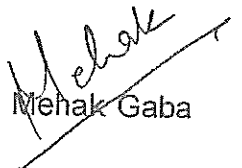
I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice, forms on Tuesday, January 10, 2017 to its Members, whose names appeared in the Register of Members as on Saturday, December 31, 2016:
  - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories as on Saturday, December 31, 2016;
  - 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 Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Business Standard" and in Hindi Daily "Business Standard" on January 11, 2017.
3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website of National Securities Depository Limited ("NSDL") e-voting platform viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

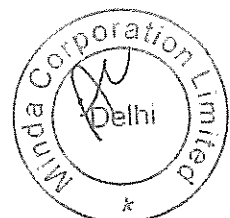


4. The postal ballot forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by NSDL in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The e-votes were unblocked on February 10, 2017 after 5.00 P.M. in the presence of two witnesses, Mr. Vimal Kumar, R/o D-109, Shakarpur, New Delhi - 110092 and Ms. Mehak Gaba R/o B-167, Amar Colony, New Delhi - 110024, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;

  
Vimal Kumar

  
Mehak Gaba

7. The particulars of all postal ballot forms 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 forms received and e-votes cast up to 5:00 p.m. on Friday, February 10, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e- voting, were considered and none of the envelopes containing postal ballot forms received after 5:00 p.m. on Friday, February 10, 2017 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of Members/ beneficiary data of the Company as on Saturday, December 31, 2017 as provided by the RTA. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records. Further, if any



shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

10. There were 141 (One Hundred and Forty One) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they are separately kept.

11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.

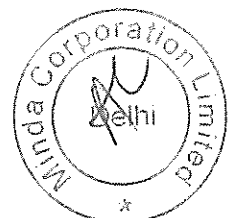
12. The total issued and paid up Equity Share Capital of the Company as on Saturday, December 31, 2016 was Rs. 41,86,23,280/- (Rupees Forty One Crores Eighty Six Lacs Twenty Three Thousand and Two Hundred Eighty Only) divided into 20,93,11,640 (Twenty Crores Ninety Three Lacs Eleven Thousand Six Hundred and Forty Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.

13. A summary of the postal ballots/ e-voting are as under:

- I. Modification in the terms of redemption of 0.001% cumulative redeemable preference shares of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	17,38,96,630	3,083	17,38,99,713	99.99695
Dissent	5,300	0	5,300	00.00305
Total	17,39,01,930	3,083	17,39,05,013	100.00000

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



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

- II. Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	17,37,12,085	3,083	17,37,15,168	99.89083
Dissent	1,89,845	0	1,89,845	00.10917
Total	17,39,01,930	3,083	17,39,05,013	100.00000

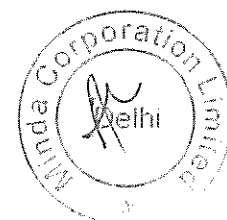
The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

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

- III. Approval of Employee Stock Option Scheme 2017 for the benefit of the employees of the Subsidiaries of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	17,37,11,970	3,083	17,37,15,053	99.89077
Dissent	1,89,960	0	1,89,960	00.10923
Total	17,39,01,930	3,083	17,39,05,013	100.00000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

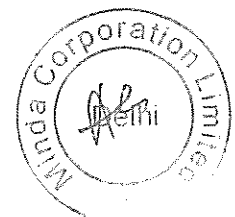






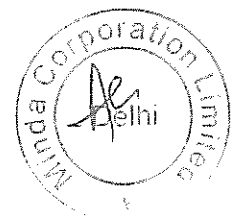
A1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	84	17,39,01,930	34,78,03,860	83.08278
(b) Votes with Assent	80	17,38,96,630	34,77,93,260	83.08025
(c) Votes with dissent	4	5,300	10,600	00.00253

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
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	26	42,737	85,474	00.02041
(b) Less: Invalid Votes	7	39,654	79,308	00.01894
(c) Net Valid Votes	19	3,083	6,166	00.00147
(d) Votes with assent	19	3,083	6,166	00.00147
(e) Votes with dissent	0	0	0	00.00000



<b>B1. VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Valid Votes	84	17,39,01,930	34,78,03,860	83.08278
(b) Votes with Assent	69	17,37,12,085	34,74,24,170	82.99208
(c) Votes with dissent	15	1,89,845	3,79,690	00.09070

<b>B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total votes received	26	42,737	85,474	00.02041
(b) Less: Invalid Votes	7	39,654	79,308	00.01894
(c) Net Valid Votes	19	3,083	6,166	00.00147
(d) Votes with assent	19	3,083	6,166	00.00147
(e) Votes with dissent	0	0	0	00.00000



C1. VOTING THROUGH E-VOTING:				
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) Net Valid Votes	84	17,39,01,930	34,78,03,860	83.08278
(b) Votes with Assent	66	17,37,11,970	34,74,23,940	82.99203
(c) Votes with dissent	18	1,89,960	3,79,920	00.09075

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
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	26	42,737	85,474	00.02041
(b) Less: Invalid Votes	7	39,654	79,308	00.01894
(c) Net Valid Votes	19	3,083	6,166	00.00147
(d) Votes with assent	19	3,083	6,166	00.00147
(e) Votes with dissent	0	0	0	00.00000

