

Minda Industries Ltd.

Corporate Office

Ref.No: Z-IV/R-39/D-2/174 & 207
Date : 09 January, 2017



BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
BSE Script: 532539	NSE Script: MINDAIND

Dear Sirs,

Sub: - Declaration of Results of Postal Ballot Voting

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter dated 08 December, 2016, enclosing *inter-alia* copies of the Postal Ballot Notice sent to the shareholders of the company, seeking their approval for the following resolutions :-

- 1) Special Resolution under Section 180(1) (a) read with section 110, section 188 and other applicable provisions, if any, of the Companies Act, 2013, for consent of the members to hive off, sell, transfer, assign or otherwise dispose off the Battery Division of the Company to its Wholly Owned Subsidiary Company, Minda Storage Batteries Private Limited.
- 2) Special Resolution under Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to issue, offer and allot securities of an aggregate amount upto Rs. 500 Crores by way of a Public or Private Placement.

The results of the Postal Ballot has been announced today i.e. Monday, 9 January, 2017 at 3.30 p.m. at the Registered Office of the Company and as per the Scrutinizer's Report, the Special Resolution(s) relating to the **above mentioned business matter(s)** as contained in the Postal Ballot Notice dated 10 November, 2016 has been passed with the requisite majority. In this regard, we are enclosing herewith the following:-

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

This is for your information and records please.

Thanking you,

Yours faithfully,

For MINDA INDUSTRIES LTD.


H.C. DHAMIJA
Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

Encl: As above

MINDA INDUSTRIES LTD.									
Results of Postal Ballot									
Details of postal ballots 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			9 January, 2017						
Total number of shareholders on record date			13,312						
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			Hiving off Battery Division of the Company to its subsidiary company viz., Minda Storage Batteries Private Limited on going concern basis.						
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of 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	No
Promoters and Promoter Group	E-voting	5,87,16,650	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5,87,16,340	99.9995	5,87,16,340	0	0.0000	0.0000	
Public-Institutions	E-voting	50,75,610	5,87,16,340	99.9995	5,87,16,340	0	100.0000	0.0000	
	Postal Ballot		9,94,051	19.5849	9,94,051	0	100.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public-Non Institutions	E-voting	1,55,34,520	9,94,051	0.0000	9,94,051	0	100.0000	0.0000	
	Postal Ballot		26,95,084	17.3490	26,93,131	1953	99.9275	0.0725	
	Total		30,11,916	19.3885	30,10,366	1550	99.9485	0.0515	
Total		7,93,26,780	57,07,000	36.7375	57,03,497	3,503	99.9386	0.0614	
			6,54,17,391	82.4657	6,54,13,888	3503	99.9946	0.0054	
			Invalid votes 140						

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Resolution No. 2 Issue, offer, allotment of securities of an aggregate amount up to Rs. 500 Crore by way of a public issue or private placement.									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of 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	No
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Postal Ballot	5,87,16,650	0	0	0	0	0.0000	0.0000	
	Total		5,87,16,340	99.9995	5,87,16,340	0	100.0000	0.0000	
Public-Institutions	E-voting		9,94,051	19.5849	9,69,919	24132	100.0000	0.0000	
	Postal Ballot	50,75,610	0	0.0000	0	0	97.5724	2.4276	
	Total		9,94,051	0.0000	9,69,919	24,132	97.5724	2.4276	
Public-Non Institutions	E-voting		26,95,084	17.3490	26,93,086	1998	99.9259	0.0741	
	Postal Ballot	1,55,34,520	30,11,916	19.3885	30,11,916	0	100.0000	0.0000	
	Total		57,07,000	36.7375	57,05,002	1,998	99.9650	0.0350	
Total		7,93,26,780	6,54,17,391	82.4657	6,53,91,261	26,130	99.9601	0.0399	

Invalid votes 140

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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 INDUSTRIES LIMITED
CIN: L74899DL1992PLC050333
B-64/1, Wazirpur Industrial Area, Delhi-110052

Report on Result of Postal Ballot/E-Voting

Sir,

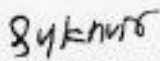
In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 INDUSTRIES LIMITED** ('the Company') in their meeting held on November 10, 2016 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

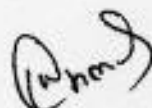
S. No.	Type of Resolution	Particulars
1.	Special Resolution	Hiving off Battery Division of the Company to its wholly owned subsidiary company viz., Minda Storage Batteries Private Limited on going concern basis.
2.	Special Resolution	Issue, offer, allotment of securities of an aggregate amount up to Rs. 500 Crore by way of a public issue or private placement.



I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice, forms on Thursday, December 08, 2016 to its Members, whose names appeared in the Register of Members as on Friday, November 25, 2016.
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories as on Friday, November 25, 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 "Financial Express and in Hindi Daily Jansatta on Friday, December 09, 2016.
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.
4. The physical Postal Ballots received by post/courier were kept under my safe custody in sealed and tamper proof ballot boxes 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.
6. The e-votes were unblocked on Saturday, January 7, 2017 after 5:00 p.m. in the presence of two witnesses, Mr. Sukhvir Bhardwaj, R/o H. No. 62, Mahmadpur, Faridabad- 121004 and Mr. Vimal Kumar R/o 109, Shakarpur, New Delhi- 110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;


Sukhvir Bhardwaj


Vimal Kumar



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 Saturday, January 7, 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 Saturday, January 7, 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 Friday, November 25, 2016 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 184 (One Hundred Eighty Four) envelopes containing postal ballot form(s)/ notice(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 Friday, November 25, 2016 was Rs. 15,86,53,560 (Rupees Fifteen Crores Eighty Six Lacs Fifty Three Thousand Five Hundred Sixty Only) divided into 7,93,26,780 (Seven Core Ninety Three Lacs Twenty Six Thousand Seven Hundred Eighty) Equity Shares of Rs. 2/- (Rupees Two Only) each.
13. A summary of the postal ballots/ e-voting are as under:
 - I. Hiving off Battery Division of the Company to its subsidiary company viz., Minda Storage Batteries Private Limited on going concern basis.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal-Ballot	Total	
Assent	36,87,182	6,17,26,706	6,54,13,888	99.9946
Dissent	1,953	1,550	3,503	0.0054
Total	36,89,135	6,17,28,256	6,54,17,391	100

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. Issue, offer, allotment of securities of an aggregate amount up to Rs. 500 Crore by way of a public issue or private placement.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal Ballot	Total	
Assent	36,63,005	6,17,28,256	6,53,91,261	99.9601
Dissent	26,130	0	26,130	0.0399
Total	36,89,135	6,17,28,256	6,54,17,391	100.0000

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.

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.

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover
(Managing Partner)
Scrutinizer
CP No. 3850

Certified True Copy
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Annexure-A**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	75	36,89,135	73,78,270	4.6506
(b) Votes with Assent	67	36,87,182	73,74,364	4.6481
(c) Votes with dissent	8	1,953	3,906	0.0025

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	75	6,17,28,396	12,34,56,792	77.8153
(b) Less: Invalid Votes	1	140	280	0.0002
(c) Net Valid Votes	74	6,17,28,256	12,34,56,512	77.8152
(d) Votes with assent	72	6,17,26,706	12,34,53,412	77.8132
(e) Votes with dissent	2	1,550	3,100	0.0020



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Annexure-B**B1. 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	75	36,89,135	73,78,270	4.6505
(b) Votes with Assent	64	36,63,005	73,26,010	4.6176
(c) Votes with dissent	11	26,130	52,260	0.0329

B2. 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	75	6,17,28,396	12,34,56,792	77.8153
(b) Less: Invalid Votes	1	140	280	0.0002
(c) Net Valid Votes	74	6,17,28,256	12,34,56,712	77.8152
(d) Votes with assent	74	6,17,28,256	12,34,56,512	77.8152
(e) Votes with dissent	0	0	0	0.0000



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