

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

Sd/-

Ashok Minda
Chairman & Group CEO



Place: Delhi
Date 23.12.2014

Encl.: Scrutinizer's Report

For MINDA CORPORATION LTD.
Ajay Sancheti
AJAY SANCHETI
Company Secretary

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-56, 1st Floor, Defence Colony, New Delhi - 110 024
Tel : (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 Jha 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



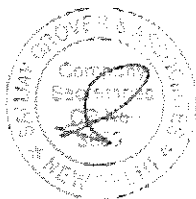
Register of Members as on Friday, 14th November, 2014.

2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting 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.


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:

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:-

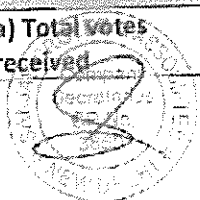
Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	57	14611660	146116600	69.8082
b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	52	12112451	121124510	57.8680
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. B1 & B2 of "Annexure-B" attached to this report.

RESOLUTION NO.3:-

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. 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.

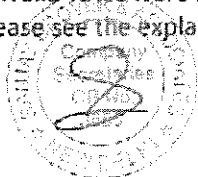
Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report.

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 received	56	10558788	105587880	50.4452
b) Less: Invalid votes*	5	2499209	24992090	11.9402
c) Net Valid votes casted	51	8059579	80595790	38.5050
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.

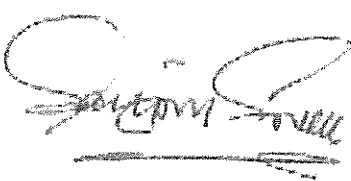


15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) is as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
1	12112451	12112451	100
2	12112451	12112451	100
3	12112451	12112451	100
4	12112451	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.

 Place : New Delhi Date : December 23 , 2014	For SANJAY GROVER & ASSOCIATES  (COMPANY SECRETARIES) (SANJAY GROVER) SCRUTINIZER C.P. No.:3850
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Annexure-A

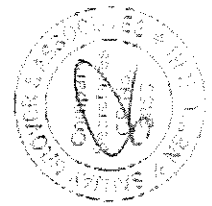
A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

A1. 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 (Approx.)
a) Total votes received	13	14,595,423	145,954,230	69.7306
b) Less : Invalid Votes	2	2497818	24978180	11.9335
(c) Net Valid Votes Casted	11	12,097,605	120,976,050	57.7971
(d) Votes with Assent	11	12,097,605	120,976,050	57.7971
(e) Votes with dissent	0	0	0	0.0000

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	44	16,237	162,370	0.0776
b) Less : Invalid Votes	3	1,391	13,910	0.0066
(c) Net Valid Votes casted	41	14,846	148,460	0.0709
d) Votes with assent for the Resolution	41	14,846	148,460	0.0709
e) Votes with dissent for the Resolution	0	0	0	0.0000



Annexure-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-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	13	14,595,423	145,954,230	69.7306
b) Less : Invalid Votes	2	2497818	24978180	11.9335
c) Net Valid Votes casted	11	12,097,605	120,976,050	57.7971
(d) Votes with Assent	11	12,097,605	120,976,050	57.7971
(e) Votes with dissent	0	0	0	0.0000

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	44	16,237	162,370	0.0776
b) Less : Invalid Votes	3	1,391	13,910	0.0066
c) Net Valid votes casted	41	14,846	148,460	0.0709
d) Votes with assent for the Resolution	41	14,846	148,460	0.0709
e) Votes with dissent for the Resolution	0	0	0	0.0000



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

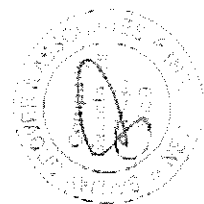
Annexure-C

C1. 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 (Approx.)
a) Total votes received	13	14,595,423	145,954,230	69.7306
b) Less : Invalid Votes	2	2497818	24978180	11.9335
c) Net Valid Votes casted	11	12,097,605	120,976,050	57.7971
(d) Votes with Assent	11	12,097,605	120,976,050	57.7971
(e) Votes with dissent	0	0	0	0.0000

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	44	16,237	162,370	0.0776
b) Less : Invalid Votes	3	1,391	13,910	0.0066
c) Net Valid votes casted	41	14,846	148,460	0.0709
d) Votes with assent for the Resolution	41	14,846	148,460	0.0709
e) Votes with dissent for the Resolution	0	0	0	0.0000



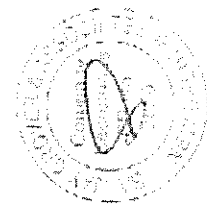
Annexure-D

A detailed summary of the postal ballot in respect of Resolution-4 is given herein below:
D1. 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 (Approx.)
a) Total votes received	13	14,595,423	145,954,230	69.7306
b) Less : Invalid Votes	2	2497818	24978180	11.9335
c) Net Valid Votes casted	11	12,097,605	120,976,050	57.7971
(d) Votes with Assent	11	12,097,605	120,976,050	57.7971
(e) Votes with dissent	0	0	0	0.0000

D2. 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	44	16,237	162,370	0.0776
b) Less : Invalid Votes	3	1,391	13,910	0.0066
c) Net Valid votes casted	41	14,846	148,460	0.0709
d) Votes with assent for the Resolution	40	14,845	148,450	0.0709
e) Votes with dissent for the Resolution	1	1	10	0.0000



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		% of Total Paid-up Equity Capital (Approx.)
			(In Rs.)		
a) Total votes received	12	10,542,551	105,425,510	50.3677	
b) Less : Invalid Votes	2	2497818	24978180	11.9335	
c) Net Valid Votes casted	10	8,044,733	80,447,330	38.4342	
(d) Votes with Assent	12	10,542,551	105,425,510	50.3677	
(e) Votes with dissent	0	0	0	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 (Approx.)
			(In Rs.)		
a) Total votes received	44	16,237	162,370		0.0776
b) Less : Invalid Votes	3	1,391	13,910		0.0066
c) Net Valid votes casted	41	14,846	148,460		0.0709
d) Votes with assent for the Resolution	40	14,845	148,450		0.0709
e) Votes with dissent for the Resolution	1	1	10		0.0000

