Minda Industries Ltd.
Corporate Office

UNO MINDA
NK MINDA GROUP
THINK. INSPIRE. FLOURISH

Ref. No. : Z-IV/R-39/D-2/NSE
Date : 26 March, 2016

National Stock Exchange of India Ltd.
Listing Deptt., Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

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 22 February, 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) Ordinary Resolution under Section 186 (2) (c) and 188 (1) (a) & (b) of the Companies Act, 2013 to invest in 51% equity shares i.e. 17850000 Equity Shares of Rs. 10 each fully paid up of Minda TG Rubber Private Limited for a total consideration of Rs.1785 Lacs, based on Valuation Report.

2) Ordinary Resolution under Section 186 (2) (c) and 188 (1) (a) & (b) of the Companies Act, 2013 to invest in 24558800 Equity Shares of Rs. 10 each of Kosei Minda Aluminum Co. Private Limited, representing 30% shareholding, at Rs. 5 each, for a total consideration of Rs.1227.94 Lacs, based on Valuation Report.

The results of the Postal Ballot has been announced today i.e. 26 March, 2016 at the registered office of the company and as per the Scrutinizer's Report, the Resolution(s) relating to the above mentioned business matters, as contained in the Postal Ballot Notice dated 11 February, 2016 has been passed by the requisite majority. In this regard, we are enclosing herewith the following:-

1) Results of Voting for Postal Ballot (including e-voting) as per Regulation 44 of the SEBI (Listing Obligations & 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.

MINDA INDUSTRIES LIMITED Delhi

H.C. DHAMIJA
V.P. Group Accounts, Legal, Secretarial
Indirect Taxes & Co. Secretary

Encl: As above.

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES
B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
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Scrutinizer Report

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

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) upto date, I have been appointed as Scrutinizer by **MINDA INDUSTRIES LIMITED** ('the Company') in the Board meeting held on **Thursday, February 11, 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	For
1	**Ordinary Resolution**	Investment in Equity shares of Minda TG Rubber Private Limited
2	**Ordinary Resolution**	Investment in Equity shares of Kosei Minda Aluminum Co. Private Limited

I submit my report as under:

1. The Company has completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on **Monday, February 22, 2016** to its Members whose name(s) appeared in the Register of Members as on **Friday, February 12, 2016.**

2. The Company has published advertisement(s) regarding dispatch of postal ballot forms in English Daily "Financial Express" and in Hindi Daily "Jansatta" on Tuesday, 23 February, 2016.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No. 3850

3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility by casting their votes on the designated website **'https://www.evoting.nsdl.com'** via National Securities Depository Limited (NSDL) e-voting platform.

4. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.

5. The votes were unblocked on Thursday, March 24, 2016 after 6.00 p.m. in the presence of two witnesses, Mr. Ankit Kumar, 64, Sant Nagar, East of Kailash, New Delhi-110065 and Mr. Ajit Garg R/o House No. 125, Pocket G-22, Sector-7, Rohini, Delhi-110085 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ankit Kumar

Ajit Garg

6. The particulars of all postal ballot forms received from the Members in physical form(s) and e-voting report generated from NSDL have been entered in a separate Register maintained for the purpose.

7. The physical Postal Ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e-voting report was maintained by NSDL in electronic registry.

8. The ballot box was opened on March 24, 2016 at 6.00 P.M in my presence.

9. All postal ballot forms received and e-votes cast up to 6.00 P.M. on March 24, 2016, 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 March 24, 2016, were considered for the purpose of this report.

10. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, 12th February, 2016. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the Shareholding as found in the RTA records on Friday, 12th February, 2016 was considered; there were 3 (three) cases of



mismatch. 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.

11. There were 13 (thirteen) envelopes containing postal ballot form(s)/ Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.

12. I did not find any defaced or mutilated ballot paper(s).

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

14. The total issued & paid up Equity Share Capital of the Company as on Friday, February 12, 2016 was Rs 15,86,53,560 (Rupees Fifteen Crores Eighty Six Lacs Fifty Three Thousand Five Hundred Sixty only) divided into 1,58,65,356 (One Crore Fifty Eight Lacs Sixty Five Thousand Three Hundred Fifty Six) shares of Rs. 10 (Rupees Ten) each.

15. A Summary of the postal ballots (e-voting and physical mode both) is given hereinafter below:

I. Investment in Equity shares of Minda TG Rubber Private Limited

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Postal-Ballot	e-Votes	Total	
Assent	1,35,12,968	3,74,385	1,38,87,353	99.9988
Dissent	10	151	161	0.0012
Total	1,35,12,978	3,74,536	1,38,87,514	100

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as **'Annexure A'**.

SANJAY GROVER & ASSOCIATES Company Secretaries NEW DELHI

II. Invest in Equity shares of Kosel Minda Aluminum Co. Private Limited

Particulars	Ordinary Resolution			
	Number of Valid Votes			Percentage
	Postal Ballot	e-Votes	Total	
Assent	94,21,806	3,74,285	97,96,091	99.9973
Dissent	10	251	261	0.0027
Total	94,21,816	3,74,536	97,96,352	100

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

Therefore, the above-mentioned Ordinay Resolutions have been passed with 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 (Company Secretaries)	Countersigned by
New Delhi March 26, 2016	(Sanjay Grover) Scrutinizer C.P. No.: 3850	(Chairman/ Authorised Signatory)

Annexure-A

A detailed summary of the postal ballot 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) Net Valid Votes	24	3,74,536	37,45,360	2.3607
(b) Votes with Assent	21	3,74,385	37,43,850	2.3597
(c) Votes with dissent	3	151	1,510	0.0010

A 2. 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	64	1,35,13,579	13,51,35,790	85.1767
b)Less: Invalid Votes	3	601	6,010	0.0038
c) Net Valid votes casted	61	1,35,12,978	13,51,29,780	85.1729
d) Votes with assent for the Resolution	60	1,35,12,968	13,51,29,680	85.1728
e) Votes with dissent for the Resolution	1	10	100	0.0001



Annexure-B

A detailed summary of the postal ballot 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) Net Valid Votes	24	3,74,536	37,45,360	2.3607
(b) Votes with Assent	20	3,74285	37,42,850	2.3591
(c) Votes with dissent	4	251	2,510	0.0016

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	65	94,22,417	9,42,24,170	59.3898
b)Less: Invalid Votes	3	601	6,010	0.0038
c) Net Valid votes casted	62	9,421,816	94,218,160	59.3860
d) Votes with assent for the Resolution	62	9,421,806	94,218,060	59.3860
e) Votes with dissent for the Resolution	1	10	100	0.0000

