Minda Industries Ltd.

Corporate Office

UNO MINDA

THINK. INSPIRE. FLOURISH

Ref.No: Z-IV/R-39/D-2/174 & 207
Date : 4th July, 2018

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 Scrip: 532539	NSE Scrip: 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 2 June, 2018, enclosing copy of the Postal Ballot Notice sent to the shareholders of the Company, seeking their approval for the following resolutions: -

1) Ordinary Resolution under Section 63 and other applicable provisions, if any, of the Companies Act, 2013, seeking consent of the members for issue Bonus Shares i.e. 2 (two) equity shares for every 1(one) existing equity share of Rs. 2 each, as on the Record Date (i.e. 12 July, 2018), fixed by the Company for the purpose.

The results of the Postal Ballot announced today i.e. 4 July, 2018 at 3.30 p.m. at the registered office of the company and as per the Scrutinizer's Report, the Resolution(s) relating to the above mentioned business matter(s), as contained in the Postal Ballot Notice dated 22 May, 2018 **has been passed with 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

Tarun Kumar Srivastava
Company Secretary & Compliance Officer

Encl: As above.

MINDA INDUSTRIES LTD.

Voting Results of Postal Ballot	
Details of postal ballot 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 the completion of postal Ballot	02-Jul-18
Total number of shareholders on record date	33,792
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A.

1. Ordinary Resolution: Issue of Bonus Shares

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	6,18,73,205	0.0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		6,18,73,205	100.0000	6,18,73,205	0	100.0000	0.0000
	Total		**6,18,73,205**	**100.0000**	**6,18,73,205**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,32,82,615	1,03,37,330	77.8260	1,03,37,330	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1,03,37,330**	**77.8260**	**1,03,37,330**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	1,20,15,335	26,94,574	22.4261	26,94,527	47	99.9983	0.0017
	Postal Ballot		7,78,596	6.4800	7,78,596	0	100.0000	0.0000
	Total		**34,73,170**	**28.9061**	**34,73,123**	**47**	**99.9986**	**0.0014**
Total		**8,71,71,155**	**7,56,83,705**	**86.8220**	**7,56,83,658**	**47**	**99.9999**	**0.0001**

FOR MINDA INDUSTRIES LTD.

Srivastava

Authorised Signatory

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

New Delhi- 110052

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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard–2 on "General Meetings" issued by the Institute of the Company Secretaries of India as approved by the Central Government and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), I was appointed as Scrutinizer by the Board of Directors of **MINDA INDUSTRIES LIMITED** ('the Company') in their meeting held on Tuesday, May 22, 2018 to conduct the Postal Ballot/ remote e-Voting process in a fair and transparent manner in respect of the following resolution:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Issue of Bonus Shares

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE002300 Company Secretaries NEW DELHI

We submit the report as under:

1. The Company completed dispatch of Postal Ballot Notice and forms on Saturday, June 2, 2018 to its Members, whose names appeared in the Register of Members as on Friday, May 25, 2018 ("cut -off date") in the following manner:

   a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and

   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 advertisements regarding dispatch of postal ballot forms, notices etc. in English Edition Newspaper "Financial Express" and in Hindi Edition Newspaper "Jansatta" on Sunday, June 03, 2018.

3. The Members of the Company had an option to vote either through the postal ballot form or through e-voting facility. Members who opted for e-voting facility have cast their votes on e-voting platform viz. www.evoting.nsdl.com provided by National Securities Depository Limited ("NSDL").

4. The postal ballot forms received by post/courier were kept 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 National Securities Depository Limited ("NSDL") on its designated website i.e. www.evoting.nsdl.com

6. The e-voting was unblocked by Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries on Monday, July 2, 2018 after 05:00

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

P.M. in the presence of two witnesses, Ms. Daljeet Kaur, R/o 207/15, Prakash Colony, East of Kailash, New Delhi- 110065 and Ms. Renuka Jasuja, R/o 314, Main Market Sant Nagar, Burari, Delhi-110084 and who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Daljeet Kaur

Renuka jasuja

7. The particulars of 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 05:00 P.M Monday, July 2, 2018 i.e. the last date and time fixed by the Company for the purpose were considered and none of the envelopes containing postal ballot form (s) received after 05:00 P.M. on Monday, July 2, 2018 were considered for the purpose of this report.

9. The details of shareholding & signature of shareholders were matched with the Register of members/ beneficiary data of the Company as on Friday, May 25, 2018 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company.

10. There were 36 (Thirty Six) envelopes containing postal ballot form(s) which were returned undelivered.

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

SANJAY GROVER & ASSOCIATES Company Secretaries NEW DELHI

12. The total issued and paid-up Equity Share Capital of the Company as on Friday, May 25, 2018 was Rs. 17,43,42,310 (Rupees Seventeen Crores Forty Three Lacs Forty Two Thousand Three Hundred Ten Only) divided into 8,71,71,155 (Eight Crores Seventy One Lacs Seventy One Thousand One Hundred Fifty Five) Equity Shares of Rs. 2/- (Rupees Two Only) each.

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

I. **ISSUE OF BONUS SHARES**

Ordinary Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	e-Votes	**Postal Ballot**	**Total**	
Assent	1,30,31,857	6,26,51,801	7,56,83,658	99.9999
Dissent	47	0	47	0.0001
Total	1,30,31,904	6,26,51,801	7,56,83,705	100.0000

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

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

14. The resolution shall be deemed to have been passed on Monday, July 2, 2018, being the last date for e-voting and voting through Postal Ballot forms by the members of the Company.

15. 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/ Authorised Signatory of the Company.

SANJAY GROVER & ASSOCIATES NEW DELHI Company Secretaries

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

- Thanking You,

FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
Scrutinizer
C.P. No.:3850

Date: July 03, 2018

COUNTERSIGNED BY

Minda Industries Limited
Delhi

Chairman/ Authorised Signatory

Date: July 4, 2018
Place: Delhi

Annexure-A

A detailed summary of the E-voting & Postal Ballot Form is given herein below:

A1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	287	1,39,25,287	2,78,50,574
b) Less: Invalid votes	16*	8,93,383	17,86,766
c) Net Valid votes cast	271	1,30,31,904	2,60,63,808
d) Votes with assent	270	1,30,31,857	2,60,63,714
e) Votes with dissent	1	47	94

* *These shareholders neither sent a scanned copy of relevant board resolution / authority to us on our e-mail ID nor uploaded the same at the www.evoting.nsdl.com as per the instructions given in Notice. Hence, their voting has been considered as invalid.*

A2. VOTING THROUGH POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	69	6,26,51,801	12,53,03,602
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	69	6,26,51,801	12,53,03,602
d) Votes with assent	69	6,26,51,801	12,53,03,602
e) Votes with dissent	0	0	0

SANJAY GROVER & ASSOCIATES Company Secretaries NEW DELHI