MINDA CORPORATION LIMITED
(GROUP CORPORATE OFFICE)

December 02, 2020

| | |
|---|---|
| The Officer-In-Charge<br>Listing Department<br>National Stock Exchange of India Ltd.,<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (East),<br>Mumbai - 400 051<br>Symbol: MINDACORP | Head - Listing Operations,<br>BSE Limited,<br>P.J. Towers, Dalal Street, Fort,<br>Mumbai – 400 001<br>Scrip Code: 538962 |

Sub: Details regarding the voting results in the Extra-Ordinary General Meeting of the Company alongwith Scrutinizer's Report

Dear Sir,

We are pleased to enclose herewith Scrutinizer's Report dated December 01, 2020 alongwith revised details after rectification of a small clerical mistake in the previous file for the resolutions passed at the Extra-Ordinary General Meeting of the Company held on Tuesday, December 01, 2020 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

This is for your information and records please.

Thanking You,
Yours' Faithfully
**For Minda Corporation Limited**

**Pardeep Mann**
**Company Secretary**
**Membership No. A13371**

Encl:. As above

# SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To,
**The Chairman**
Extra-Ordinary General Meeting of the Equity Shareholders of
**Minda Corporation Limited**
Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Sub: **Consolidated Scrutinizer's Report on voting through e-voting system and remote e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.**

Dear Sir,

Please refer to your communication dated 27th October, 2020, appointing me as a Scrutinizer for the purpose of scrutinizing the voting through e-voting system and remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Rules, 2014.

I, **CS Ranjeet Pandey**, proprietor of **M/s Ranjeet Pandey & Associates**, Company Secretaries, having office at A-62, LGF, Defence Colony, New Delhi- 110024, submit my report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the Extra-Ordinary General Meeting of the Equity Shareholders of Minda Corporation Limited (**"the Company"**), scheduled to be held on Tuesday, 1st December, 2020 at 10:00 A.M. through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") was sent to the members;

2. The Company has also issued two Corrigendum dated 24th November, 2020 and 27th November, 2020 to members whose email address were registered with the Company or with their Depository Participants.

3. The Members holding shares as on the "cut off" date i.e. 20th November, 2020, were entitled to vote on the proposed resolutions (2 items as set out in the Notice of the EGM of Minda Corporation Limited).

4. Detailed instructions relating to e-voting and remote e-voting facility along with other details were duly provided to all the members;

5. The Company has also published the information relating to remote e-voting in newspapers namely, Jansatta (Hindi Daily) and Financial Express (English Daily) on 10th November, 2020.

RANJEET PANDEY & ASSOCIATES COMPANY SECRETARIES NEW DELHI

A-62, Basement, Defence Colony,
New Delhi-110024

Tel:- 011-46074119, +91-9810558049
Email- rpa@rpalegal.com; cs.ranjeet@gmail.com

6. The remote e-voting period commenced on Saturday, 28th November, 2020 at 9 A.M. and concluded on Monday, 30th November, 2020 at 5:00 P.M. (IST) for the purpose of Extra-Ordinary General Meeting scheduled to be held on 1st December, 2020.

7. After the time fixed for closing of the e-voting by the Chairman during the Extra-Ordinary General Meeting, the report on voting done at the EGM and the votes cast through remote e-voting facility prior to EGM were unblocked and counted.

8. The e-votes were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, Skyline Financial Services Private Limited ("Skyline") and the authorizations lodged with the Company.

9. The members have also casted their vote through remote e-voting facility provided by the National Securities Depositories Limited (**"the NSDL"**) on the designated website https://www.evoting.nsdl.com

10. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the NSDL on the designated website.

11. No members, who have used the facility of remote e-voting, have casted their vote in the Extra-Ordinary General Meeting of the Company through e-voting system.

12. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Extra-Ordinary General Meeting on Tuesday, **1st December, 2020** at 10.45 A.M. in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Nishant Chauhan, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Alok Kr. Tripathi

**Name: Mr. Alok Kumar Tripathi**

Nishant

**Name: Mr. Nishant Chauhan**

13. The e-voting data was scrutinized by me for verification of votes cast in favour and against of the resolution.

14. The result of e-voting systems (including remote e-voting) on the below mentioned resolutions are as under:

**(a) To offer, issue and allot equity shares on preferential basis.**

Voted in **"Favour"** or **"Against"** of the resolution:

RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES
NEW DELHI

| Item No. of Notice | Voting Method | Votes in assent | | Votes in dissent | | Invalid Votes |
|---|---|---|---|---|---|---|
| | | Nos. | %age | Nos. | %age | Nos. |
| Item No. 1 (as Special Resolution) | Remote E-voting | 17,87,12,730 | 99.22% | 14,04,275 | 0.78% | NIL |
| | Voting through E-voting system at the Extra-Ordinary General Meeting. | 633 | 100% | NIL | N.A. | NIL |
| | **Total** | **1,78,713,363** | **99.22%** | **1,404,275** | **0.78%** | **NIL** |

**(b) Appointment of Mr. Aakash Minda (DIN: 06870774) as an Executive Director of the Company and approval of his Remuneration.**

Voted in "**Favour**" or "**Against**" of the resolution:

| Item No. of Notice | Voting Method | Votes in assent | | Votes in dissent | | Invalid Votes |
|---|---|---|---|---|---|---|
| | | Nos. | %age | Nos. | %age | Nos. |
| Item No. 2 (as Special Resolution) | Remote E-voting | 17,64,59,705 | 97.97% | 36,57,300 | 2.03% | NIL |
| | Voting through E-voting system at the Extra-Ordinary General Meeting. | 633 | 100% | NIL | N.A. | NIL |
| | **Total** | **17,64,60,338** | **97.97%** | **3,657,300** | **2.03%** | **NIL** |

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15. The votes (e-voting /remote e-voting) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.

16. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Extra-Ordinary General Meeting and thereafter the same shall be returned and handed over to the Company.

**Thanking You**
**Yours faithfully**

RANJEET PANDEY & ASSOCIATES COMPANY SECRETARIES NEW DELHI

**CS RANJEET PANDEY**
**RANJEET PANDEY & ASSOCIATES**
**COMPANY SECRETARIES**
**FCS NO.5922**
**CP NO.6087**
**UDIN: - F005922B001367425**

**CHAIRMAN**

**Place: New Delhi**
**Date: 01.12.2020**

**Minda Corporation Limited**
**CIN:- L74899DL1985PLC020401**

**Voting Results of EGM**

| | |
|---|---|
| **Details of poll at EGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:** | |
| **Date of the EGM** | **01.12.2020** |
| **Total number of shareholders on record date** | ***52,697*** |
| **No. of shareholders present in the meeting either in person or through Proxy:**<br>Promoters and Promoters Group:<br>Public: | **0**<br>**0** |
| **No. of Shareholders attended the meeting through Video Conferencing**<br>Promoters and Promoters Group:<br>Public: | **2**<br>**88** |

**1. Special Resolution: To offer, issue and allot equity shares on preferential basis.**

**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 | 154,748,678 | 154,748,678 | 100.0000 | 154,748,678 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **154,748,678** | **100.0000** | **154,748,678** | **0** | **100.0000** | **0.0000** |
| Public-Institutions | E-voting | 24,447,514 | 23,369,774 | 95.5916 | 21,966,247 | 1403527 | 93.9943 | 6.0057 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | **Total** | | **23,369,774** | **95.5916** | **21,966,247** | **1403527** | **93.9943** | **6.0057** |
| Public-Non Institutions | E-voting | 48,026,093 | 1,999,186 | 4.1627 | 1,998,438 | 748 | 99.0000 | 0.0374 |
| | Poll | | - | 0.0000 | - | 0 | 0 | 0 |
| | **Total** | | **1,999,186** | **4.1627** | **1,998,438** | **748** | **99.0000** | **0.0374** |
| **Total** | | **227,222,285** | **180,117,638** | **79.2694** | **178,713,363** | **1404275** | **99.2204** | **0.7796** |

**2. Special Resolution: Appointment of Mr. Aakash Minda (DIN: 06870774) as an Executive Director of the Company and approval of his Remuneration.**

| **Whether promoter/ promoter group are intersted in the Agenda/resolution** | | | | | | | **YES** | |
|---|---|---|---|---|---|---|---|---|
| **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 | 154,748,678 | 154,748,678 | 100.0000 | 154,748,678 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | **Total** | | **154,748,678** | **100.0000** | **154,748,678** | **0** | **100.0000** | **0.0000** |
| Public-Institutions | E-voting | 24,447,514 | 23,369,774 | 95.5916 | 19,712,716 | 3657058 | 84.3513 | 15.6487 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | **Total** | | **23,369,774** | **95.5916** | **19,712,716** | **3657058** | **84.3513** | **15.6487** |
| Public-Non Institutions | E-voting | 48,026,093 | 1,999,186 | 4.1627 | 1,998,944 | 242 | 99.9879 | 0.0121 |
| | Poll | | - | 0.0000 | - | 0 | 0 | 0 |
| | **Total** | | **1,999,186** | **4.1627** | **1,998,944** | **242** | **99.9879** | **0.0121** |
| **Total** | | **227,222,285** | **180,117,638** | **79.2694** | **176,460,338** | **3657300** | **97.9695** | **2.0305** |

**For Minda Corporation Limited**



**Pardeep Mann**
**Company Secretary**
**Membership No. A13371**