

March 11, 2019

The Officer-In-Charge Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: MINDACORP	Head - Listing Operations, BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 538962
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Sub: Details regarding the voting results at the NCLT Convened Meeting of Equity Shareholders of the Company alongwith Scrutinizer's Report

Dear Sir,

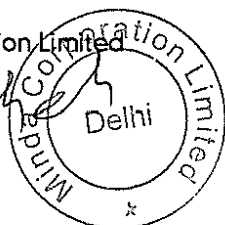
We are pleased to enclosed herewith details regarding the voting results for the resolution passed at the NCLT Convened Meeting of Equity Shareholders of the Company held on Monday, February 25, 2019 alongwith Scrutinizer's Report dated March 07, 2019 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

This is for your information and records please.

Thanking You,
Yours' Faithfully

For Minda Corporation Limited

Ajay Sancheti
Ajay Sancheti
Company Secretary
Membership No. F5605



Encl.: As above

MINDA CORPORATION LIMITED

CIN NO. : L74899DL1985PLC020401

Corporate Office : D-6-11, Sector-59, Noida - 201 301, U.P., India. Tel. : +91-120-4787100, Fax : +91-120-4787201

Registered Office : A-15, Ashok Vihar, Phase-I, Delhi - 110052. Website: www.minda.co.in

Results of Postal Ballot

Details of Postal Ballot, Polling 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	11-Mar-19
Total number of shareholders on cut-off date (i.e. 04.01.2019)	30,746
No. of shareholders present in the meeting either in person or through proxy:	NA
No. of Shareholders attended the meeting through Video Conferencing	NA

1. Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Minda Management Services Limited (Transferor Company No. 1), Minda SAI Limited (Transferor Company No. 2), Minda Automotive Solutions Limited (Transferor Company No. 3), Minda Autoelektrik Limited (Transferor Company No. 4) and Minda Telematics and Electric Mobility Solutions Private Limited (Transferor Company No. 5) with Minda Corporation Limited (Transferee Company)

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	14,69,52,242	14,66,52,242	99.7959	14,66,52,242	0	100.0000	0.0000
	Poll Papers		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14,66,52,242	99.7959	14,66,52,242	0	100.0000	0.0000
Public-Institutions	E-voting	2,84,30,647	2,39,30,597	84.1718	2,39,30,597	0	100.0000	0.0000
	Poll Papers		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,39,30,597	84.1718	2,39,30,597	0	100.0000	0.0000
Public-Non Institutions	E-voting	5,18,39,396	33,53,628	0.0647	33,51,174	2,454	99.9268	0.0732
	Poll Papers		1,331	0.0026	1,328	3	99.7746	0.2254
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33,54,959	6.4718	33,52,502	2,457	99.9268	0.0732
Total		22,72,22,285	17,39,37,798	76.5496	17,39,35,341	2,457	99.9986	0.0014





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to the Section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable)

To

Ms. Lakshmi Gurung,

Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Hon'ble NCLT) For the NCLT Convened meeting of Equity Shareholders of Minda Corporation Limited Held at PHD Chambers of Commerce & Industry, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipseed Campus, Haus Khas, New Delhi - 110016

Sub: Consolidated Scrutinizer's Report on Voting Results of the meeting of Equity Shareholders of Minda Corporation Limited ("the Company") convened as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble NCLT") for approval of the Scheme of Amalgamation of Minda Management Services Limited (Transferor Company No. 1), Minda SAI Limited (Transferor Company No. 2), Minda Automotive Solutions Limited (Transferor Company No. 3), Minda Autoelektrik Limited (Transferor Company No. 4) and Minda Telematics and Electric Mobility Solutions Private Limited (Transferor Company No. 5) with Minda Corporation Limited (Transferee Company)

Dear Ma'am,

Pursuant to the directions of Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble NCLT") vide Order dated January 23, 2019, I, Aditi Gupta, Company Secretary in Practice, having office at 2nd Floor, Manish Chambers, LSC, Mayur Vihar Phase-II, New Delhi-



110091, was appointed as scrutinizer for the purpose of scrutinizing the voting process by electronic means, postal ballot and by Poll in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendment thereon, for the meeting of Equity Shareholders of **Minda Corporation Limited** ('Company') scheduled to be convened on Monday, February 25, 2019, at 09:30 A.M. at PHD Chambers of Commerce & Industry, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Haus Khas, New Delhi - 110016 ('Meeting'), which was however adjourned for half an hour, due to insufficient quorum and was thereby convened at 10:00 a.m., pursuant to the said NCLT Order.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act 2013, and rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to voting through Postal Ballot or by electronic means (by e-voting) and voting by Poll at the meeting. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to issue a Report on the basis of total votes cast by the Equity Shareholders on the resolution contained in the Notice dated January 24, 2019 ('Notice'),

I submit my report as under:

1. The Notice dated January 24, 2019 along with the explanatory statement setting out material facts under Section 230-232 read with Section 102 and other applicable provisions, if any, of the Companies Act, 2013, was sent to the Equity Shareholders whose names appeared in the Register of Members as on January 04, 2019 ('Cut-off Date').
2. The Advertisement with respect to Notice of the Meeting was published by the Company on January 25, 2019, in the Financial Express (Delhi edition in English Language) and Jansatta (Delhi edition in Hindi Language), in compliance with the directions of Hon'ble NCLT.



3. As per the directions of Hon'ble NCLT, the Company had provided the Equity Shareholders the facility to cast votes through Postal Ballot as well as by way of e-voting and by way of ballot papers at the Meeting for those Equity Shareholders who have not cast their votes through Postal Ballot or e-voting.
 4. The Postal Ballot and e-voting commenced on Saturday, January 26, 2019 at 9:00 A.M. and ended on Sunday, February 24, 2019 at 5:00 P.M. The Equity Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-off Date, i.e. January 04, 2019, were entitled to cast their votes on the Resolution set out in the Notice.
 5. For casting of votes through ballot papers by the Equity Shareholders, Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
 6. The e-voting portal was disabled at 5.00 P.M. on Sunday, February 24, 2019, being the last date and time fixed by the Company for the purpose of e-voting and Postal Ballot forms received up to such period were considered for scrutiny for the purpose of this Report. However, no Postal Ballot form has been received from the shareholders of the Company.
- After conclusion of the Meeting, the votes casted through e-voting were unblocked, and votes casted through poll were opened in the presence of two witnesses, Mr. Nishant Jain and Mr. Neeraj Arora, who were not in the employment of the Company.
7. Thereafter, the voting done through poll at the Meeting and e-voting were reconciled with the records maintained by the Registrar and Transfer Agent (R&TA) of the Company. Further, no Postal Ballot Form(s) has been received from the Shareholders in respect of the resolution mentioned in the Notice dated January 24, 2019 convening the meeting of Equity Shareholders of the Company.
 8. The total issued & paid up Equity Share Capital of the Company as on January 04, 2019 was INR 45,44,44,570/- (Rupees Forty Five Crore Forty Four Lakhs Forty Four



Thousand Five Hundred and Seventy only) divided into 4,54,44,457 (Four Crore Fifty Four Lakhs Forty Four Thousand Four Hundred and Fifty Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each.

9. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. I have not received any defaced or mutilated ballot papers. No duplicate ballot papers were issued by the Company.
11. The summary of voting results through Poll at the Meeting, through Postal Ballot and e-voting are as under:
 - A. Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of **Minda Management Services Limited** (Transferor Company No. 1), **Minda SAI Limited** (Transferor Company No. 2), **Minda Automotive Solutions Limited** (Transferor Company No. 3), **Minda Autoelektrik Limited** (Transferor Company No. 4) and **Minda Telematics and Electric Mobility Solutions Private Limited** (Transferor Company No. 5) with **Minda Corporation Limited** (Transferee Company)

Resolution				
Particulars	Number of Valid Votes			
	E-voting	Postal Ballot	Polling Papers	Total
Assent	173934013	0	1328	173935341
Dissent	2454	0	3	2457
Invalid	0	0	40	40
Total	173936467	0	1371	173937838



The detailed break up of Voting in respect of the above Resolution is given below:

A1. VOTING THROUGH POLL PAPERS:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	132	1371
b. Less: Invalid Votes	10	40
c. Net Valid Votes cast	122	1331
d. Votes with Assent	119	1328
e. Votes with dissent	3	3

A2. VOTING THROUGH POSTAL BALLOT:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	0	0
b. Less: Invalid Votes	0	0
c. Net Valid Votes cast	0	0
d. Votes with Assent	0	0
e. Votes with dissent	0	0

A3. VOTING THROUGH E-VOTING:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	181	173936467
b. Less: Votes Abstained	0	0
c. Net Valid Votes cast	181	173936467
d. Votes with Assent	161	173934013
e. Votes with dissent	20	2454



Based on above, the aforesaid resolution has been approved with the **requisite majority in number and in value.**

12. All the relevant papers and records relating to voting were handed over to the Chairperson of the Meeting.

Thanking you,
Yours faithfully,

for Aditi Agarwal & Associates, Company Secretaries

Aditi Gupta

(Aditi Gupta)

Scrutinizer

M. No. 9410

C.P. No. 10512



Date: 07-03-2019

Place: New Delhi

Signed by: CHAIRPERSON (as appointed by NCLT)
Name: Ms. Lakshmi Gurung