

August 21, 2015

The Officer-In-Charge (Listing)
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Sub: Certified True Copy of the Minutes of the Postal Ballot dated May 27, 2015
of Minda Corporation Limited

Dear Sir,

This is in continuation of our earlier letter dated August 19, 2015 regarding the announcement of results of the Postal Ballot dated May 27, 2015.

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith the certified true copy of the minutes of the meeting conducted for declaration of results of the above said Postal Ballot.

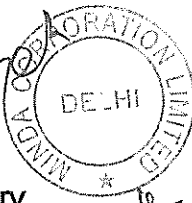
You are requested to kindly take the same on record for your further needful.

Thanking You,

Yours faithfully,

For Minda Corporation Limited


Ajay Sancheti
Company Secretary
PAN No.: AQKPS0208E
F5605



Enclosed: Minutes of Postal Ballot

MINDA CORPORATION LIMITED

CIN : L74899DL1985PLC020401

Corporate Office : D-6-11, Sector 59, Noida - 201 301, U.P India. TEL: : +91-120-4787100 FAX: +91-120-4787200

Registered Office: 36A, Rajasthan Udyog Nagar, Delhi - 110033 Website: www.minda.co.in

MINUTE BOOK

Date of Entry: 19.08.2015

MINUTES OF THE MEETING OF MINDA CORPORATION LIMITED FOR
DECLARATION OF RESULTS OF POSTAL BALLOT DATED MAY 27, 2015 HELD ON
WEDNESDAY, AUGUST 19, 2015 AT 05:00 P.M. AT THE REGISTERED OFFICE AT
36A, RAJASTHAN UDYOG NAGAR, DELHI-110033

PRESENT

Mr. Ajay Sancheti : Company Secretary & Compliance Officer
Mr. Sanjay Aneja : CFO

MEMBERS PRESENT

Mr. Aakash Minda
Mr. Pardeep Mann
(Authorized Representative of Minda Capital Limited)

INVITEE

Scrutinizer - Mr. Parveen Rastogi (Practicing Company Secretary)

Pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued the postal ballot notice dated May 27, 2015 to obtain approval of Members via Postal Ballot to authorize the Board of Directors or a Committee thereof to make Loan(s) and give Guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013 by way of Special Resolution.

In the Board Meeting held on Wednesday, May 27, 2015, the Board of Directors had approved the following appointments:

- Mr. Parveen Rastogi, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
- Mr. Ajay Sancheti, Company Secretary and Compliance Officer as the person responsible for the entire Postal Ballot process.

The Company had appointed National Securities Depository Limited to conduct voting through electronic mode.

The proposed resolution together with the explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed business reply envelopes (as applicable) were sent to the members and others concerned including statutory auditors, stock exchanges etc.

CERTIFIED TRUE COPY
For MINDA CORPORATION LTD.


AJAY SANCHETI
Company Secretary

CHAIRMAN'S
INITIALS



MINUTE BOOK

Intimation about completion of dispatch of the Postal Ballot Forms and the last date for receipt of reply from shareholders / completion of e-voting was intimated to the members by way of publication of advertisement in 'Financial Express' (English) and 'Jansatta' (Hindi) edition on July 09, 2015.

Members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting process / return the duly completed forms in the attached self-addressed envelope, so as to reach the Scrutinizer (as applicable) on or before the close of business hours on Friday, August 14, 2015.

As per the notice:

- (i) All Postal Ballot Forms received upto the close of working hours on Friday, August 14, 2015 at 18:00 hours the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were considered for scrutiny.
- (ii) There were no Postal Ballot Forms received after the business hours on Friday, August 14, 2015.
- (iii) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Friday, July 03, 2015.

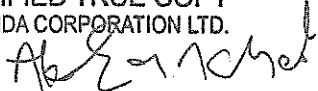
After due scrutiny of all the postal ballot forms / e-voting received upto the close of the working hours on Friday, August 14, 2015 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Tuesday, August 18, 2015 before the close of business hours.

The date of declaration of the results of postal ballot / e-voting has been taken as the date of passing of the Resolution.

The Result of the postal ballot / e-voting shall be placed on the website of the Company at www.minda.co.in on August 21, 2015 (i.e. within 48 hours of the declaration of the results).

The Scrutinizer Mr. Parveen Rastogi had submitted his report on Tuesday, August 18, 2015 to Mr. Ashok Minda, Chairman & Group CEO of the Company. Mr. Ajay Sancheti, Company Secretary and Compliance Officer of the Company (duly authorized by the Chairman & Group CEO) declared the result of Postal Ballot as under:-

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For MINDA CORPORATION LTD.


AJAY SANCHETI
Company Secretary

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MINUTE BOOK

RESOLUTION NO. 1

AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

TYPE OF RESOLUTION: SPECIAL

Votes in favor of resolution

Postal Voting	Ballot	Number of Members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical		0	0	0
Electronic (e-voting)		15	123977891	99.99
Total		15	123977891	99.99

Votes against the resolution

Postal Voting	Ballot	Number of Members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical		0	0	0
Electronic (e-voting)		2	155	0.01
Total		2	155	0.01

Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
Total	0	0

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification (s) or re-enactments(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the

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Ajay Sancheti
AJAY SANCHETI
Company Secretary

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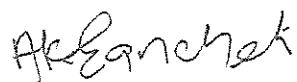
MINUTE BOOK

Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to (i) give any loans to any person or other body corporates or (ii) give any guarantee(s) or to provide any security(ies) in connection with any loan to any other body corporate or person, or (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) (apart from the loan(s)/ guarantee(s)/ security(ies)/ investment(s) already given/ made/ held by the Company) shall not any time exceed Rs.500 Crores (Rupees Five Hundred Crores Only) excluding the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize in its absolute discretion the terms and conditions, the timing and all related matters in respect of the above mentioned loan(s) / guarantee(s)/ security(ies) / investment(s) including but not limited to timing, the amount and the nature of each such loan(s)/ guarantee(s) / security(ies) /investment(s), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

Since out of the total valid votes polled, 99.99% of the votes were casted in favour of the resolution, the above Special Resolution was declared to have been passed with requisite majority.

Place: Delhi
Date: 21.08.2015


Ajay Sancheti
Company Secretary

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For MINDA CORPORATION LTD.


AJAY SANCHETI
Company Secretary

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