

July 28, 2023

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| 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 in the 38th Annual General Meeting of the Company along with the Scrutinizer's Report

Dear Sir,

We are pleased to enclose herewith details regarding the voting results for the resolutions passed at the 38th Annual General Meeting of the Company held on Thursday, July 27, 2023 along with Scrutinizer's Report dated July 28, 2023 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

Digitally signed
by PARDEEP
MANN
Date:
2023.07.28
17:52:46 +05'30'

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

Encl.: As above

MINDA CORPORATION LIMITED (GROUP CORPORATE OFFICE)

CIN: L74899DL1985PLC020401A

D-6-11, Sector 59, Noida – 201301, U.P., India

Tel. : +91-120-4787100

Fax : +91-120-4787201

Registered office: A-15, Ashok Vihar, Phase-I, Delhi-110052

Website: www.sparkminda.com



SCRUTINIZER'S REPORT

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

Date: 28th July 2023

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
Minda Corporation Limited
Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
CIN: L74899DL1985PLC020401
A-15, Ashok Vihar, Phase-I, Delhi - 110052

Sub: Consolidated Scrutinizer's Report on voting through e-voting system and remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) for the 38th Annual General Meeting of Minda Corporation Limited held on Thursday, July 27 2023, at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

I, **Biswajit Ghosh, Designated Partner of M/s. BMP & Co. LLP**, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Minda Corporation Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), to scrutinize the e-voting system during the AGM and the remote e-voting process in respect of below-mentioned resolutions proposed at the 38th Annual General Meeting of Minda Corporation Limited held on Thursday, July 27, 2023 at 10:00 A.M. (IST) through VC / OAVM.

The notice dated May 19, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions which were passed at the AGM by the Company through electronic mode to those members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020, followed by Circular dated May 05, 2020 and Circulars dated December 28, 2022 (collectively referred to as "MCA Circulars")

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting during the AGM and remote e-voting by the shareholders of the Company.



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BMP & Co. LLP

LLPIN : AAI-4194

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : www.bmpandco.com

The remote e-voting commenced on Monday, July 24, 2023 (9:00 A.M. IST) and ended on Wednesday, July 26, 2023 (5:00 P.M. IST).

The e-voting and remote e-voting facility was provided by NSDL. The votes were unblocked and counted on Thursday, July 27, 2023 at around 11:40 A.M. (IST) in the presence of two witnesses. They have signed below in confirmation of the votes being unblocked in their presence.

| | |
|--|--|
| Witness 1: Name: Nidhi Joshi Address: B104, Krishna arya elegance, Mahalakshmi Layout, Bangalore - 560022 | Witness 2: Name: Sonal Jain M Address: No. 25, 4 th Cross, Sundar Nivas, Srirampuram, Bangalore - 560021 |
|--|--|

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier through remote e-voting.

Detailed instructions relating to e-voting at the venue of AGM and remote e-voting facility along with the other details were duly provided to all the members.

The Company had also published the information, relating to remote e-voting in newspapers namely, Jansatta (Hindi only) and Financial Express (English only) on 06th July 2023.

The Shareholders of the Company holding shares as on the "cut-off" date on Friday, July 21, 2023, were entitled to vote on the resolutions contained in the Notice of the AGM.

After the closure of the e-voting at the AGM, the report on e-voting done at the AGM and the votes casted under remote e-voting facility prior to the AGM were unblocked and were counted.

The e-votes were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company, Skyline Financial Services Private Limited and the authorizations lodged with the Company.

I have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes casted therein based on the data downloaded from NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules relating to e-voting and remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

No members, who have used the facility for remote e-voting, have casted their vote in the AGM of the Company through e-voting system.

The e-voting and remote e-voting data was scrutinized by me for the purpose of this report only and my responsibility as scrutinizer for the e-voting and remote e-voting is restricted to making scrutinizers report only, in respect of the votes cast in favour or against the resolutions.




I now submit my consolidated Report as below, of the e-voting and remote e-voting in respect of the said resolutions.

Resolution No. 1 – Ordinary Resolution

Adoption of Financial Statements, Director’s and Auditor’s report

(i) Voted “*in Favour*” or “*against*” the resolution

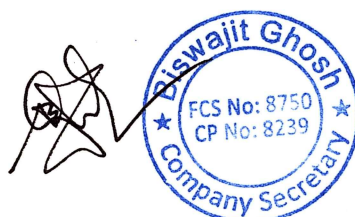
| Item No. of notice | Voting method | Votes in assent | | Votes in dissent | | Invalid votes |
|------------------------------------|--|---------------------|---------------|------------------|--------------|---------------|
| | | Nos | % age | Nos | % age | Nos |
| Item No.1 (as Ordinary resolution) | Remote E-voting | 17,41,49,947 | 99.999 | 42 | 0.001 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 17,41,50,120 | 99.999 | 42 | 0.001 | - |

Resolution No. 2 – Ordinary Resolution

Confirmation of payment of interim dividend and declaration of final dividend on equity shares.

(i) Voted “*in Favour*” or “*against*” 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 Ordinary resolution) | Remote E-voting | 17,41,83,350 | 99.999 | 31 | 0.001 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 17,41,83,523 | 99.999 | 31 | 0.001 | - |



Resolution No. 3 – Ordinary Resolution

Appointment of Mr. Ashok Minda (DIN: 00054727) as director, liable to retire by rotation.

(i) Voted “*in Favour*” or “*against*” the resolution

| Item No. of notice | Voting method | Votes in assent | | Votes in dissent | | Invalid votes |
|------------------------------------|--|---------------------|---------------|------------------|--------------|---------------|
| | | Nos | % age | Nos | % age | Nos |
| Item No.3 (as Ordinary resolution) | Remote E-voting | 17,09,89,168 | 98.167 | 31,94,213 | 1.833 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 17,09,89,341 | 98.167 | 31,94,213 | 1.833 | - |

Resolution No. 4 – Ordinary Resolution

Ratification of Remuneration of Chandra Wadhwa & Co, Cost Accountants as Cost Auditors of the Company.

(i) Voted “*in Favour*” or “*against*” the resolution.

| Item No. of notice | Voting method | Votes in assent | | Votes in dissent | | Invalid votes |
|------------------------------------|--|---------------------|---------------|------------------|--------------|---------------|
| | | Nos | % age | Nos | % age | Nos |
| Item No.4 (as Ordinary resolution) | Remote E-voting | 17,41,82,467 | 99.999 | 914 | 0.001 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 17,41,82,640 | 99.999 | 914 | 0.001 | - |



Resolution No. 5 - special resolution

Approval of remuneration of Mr. Aakash Minda (DIN: 06870774) as an Executive Director of the company.

(i) Voted "*in Favour*" or "*against*" the resolution.

| Item No. of notice | Voting method | Votes in assent | | Votes in dissent | | Invalid votes |
|--------------------------------------|--|---------------------|-------------|--------------------|------------|---------------|
| | | Nos | % age | Nos | % age | Nos |
| Item No.5 (as Special resolution) | Remote E-voting | 16,39,06,631 | 94.1 | 1,02,76,700 | 5.9 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 16,39,06,804 | 94.1 | 1,02,76,700 | 5.9 | - |

Resolution No. 6- special resolution

Approval of remuneration of Mr. Naresh Kumar Modi (DIN:0089536) as an Executive Director of the company.

(i) Voted "*in Favour*" or "*against*" the resolution.



| Item No. of notice | Voting method | Votes in assent | | Votes in dissent | | Invalid votes |
|--------------------------------------|--|---------------------|---------------|------------------|--------------|---------------|
| | | Nos | % age | Nos | % age | Nos |
| Item No.6 (as Special resolution) | Remote E-voting | 17,41,29,805 | 99.969 | 53,576 | 0.031 | - |
| | Voting through E-voting system at the Annual General Meeting | 173 | 100 | 0 | N.A. | - |
| | Total | 17,41,29,978 | 99.969 | 53,576 | 0.031 | - |



The final analysis of the e-voting is annexed herewith as **Annexure A**. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

Thanking You

**For BMP & Co. LLP,
Company Secretaries**



**Biswajit Ghosh
Designated Partner
FCS No: 8750
CP No: 8239
UDIN: F008750E000693687**



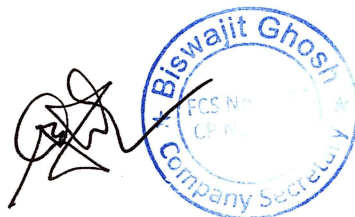
Chairman

**Date: 28th July, 2023
Place: Bangalore**

Annexure A

THE FINAL ANALYSIS OF THE E-VOTING IS AS FOLLOWS:

| Sl No. | Resolution | E-Voting | | Percentage | | Result |
|--------|--|--------------|-------------|------------|---------|------------------------------------|
| | | For | Against | For | Against | |
| 1 | Adoption of Financial Statements, Director's and Auditor's report | 17,41,50,120 | 42 | 99.999 | 0.001 | Approved as an Ordinary Resolution |
| 2 | Confirmation of payment of interim dividend and declaration of final dividend on equity shares | 17,41,83,523 | 31 | 99.999 | 0.001 | Approved as an Ordinary Resolution |
| 3 | Appointment of Mr. Ashok Minda (Din: 00054727) as director, liable to retire by rotation. | 17,09,89,341 | 31,94,213 | 98.167 | 1.833 | Approved as an Ordinary Resolution |
| 4 | Ratification of Remuneration of Chandra Wadhwa & Co, Cost Accountants as Cost Auditors of the Company. | 17,41,82,640 | 914 | 99.999 | 0.001 | Approved as an Ordinary Resolution |
| 5 | Approval of remuneration of Mr. Aakash Minda (DIN: 06870774) as an Executive Director of the company. | 16,39,06,804 | 1,02,76,700 | 94.1 | 5.9 | Approved as a Special Resolution |
| 6 | Approval of remuneration of Mr. Naresh Kumar Modi (DIN:0089536) as an Executive Director of the company. | 17,41,29,978 | 53,576 | 99.969 | 0.031 | Approved as a Special Resolution |



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

Thanking you,

Yours faithfully

For BMP & Co. LLP,
Company Secretaries



Biswajit Ghosh
Designated Partner

FCS No: 8750
CP No: 8239

Place: Bangalore

Date: 28th July, 2023

UDIN: F008750E000693687

We, the undersigned, witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://evoting.nsdl.com>) in our presence.

Nidhi

Name: Nidhi Joshi

Address: B104, Krishna arya elegance, Mahalakshmi
Layout, Bangalore - 560022

Sonal Jain M

Name: Sonal Jain M

Address: No. 25, 4th Cross, Sundarnivas,
Srirampuram, Bangalore - 560021