Minda Industries Ltd.

Corporate Office



Ref. No: Z-IV/R-39/D-2/174 & 207

Date : 27/03/2019

Dalal Street, Mumbai-400 001. BSE Scrip: 532539	Mumbai - 400 051. NSE Scrip: MINDAIND	
PhirozeJeejeebhoy Towers,	BandraKurla Complex, Bandra (E),	
Regd. Office: Floor - 25,	Listing Deptt., Exchange Plaza,	
BSE Ltd.	National Stock Exchange of India Ltd.	

Dear Sirs,

Sub: Declaration of Results of Postal Ballot Voting

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter dated 21 February, 2019, together with we sent the copy of the Postal Ballot Notice to the exchange, which has been sent to the shareholders of the Company, seeking their approval for the following Special Resolutions: -

- 1) Approval of UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.
- 2) Grant of Stock Options to the employee(s) of the Subsidiary Company(ies) of the Company under UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.
- Increase in Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013.
- 4) Creation of Charge on the Movable, Immovable and other Assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
- 5) Approval of Limits for the Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013.

The Results of the Postal Ballot announced today i.e. 27 March, 2019 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 matters, as contained in the Postal Ballot Notice dated 6 February, 2019 have been passed with 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 & Disclosures Requirements) Regulations, 2015.
- 2) Scrutinizer's Report on the Postal Ballot Results.

This is for your information and records please.

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052, CIN: L74899DL1992PLC050333

Thanking you,

Yours faithfully,

for MINDA INDUSTRIES LTD.

Farun Kumar Srivastava

Company Secretary & Compliance Officer

Encl: As above.

Delhi

MINDA INDUSTRIES LTD.

Results of Postal Ballot

Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

27.03.2019
53,142
NA NA
NA NA

1. <u>Special Resolution</u>: Approval of UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.

Whether promoter/ promoter group are intersted in the Agenda/resolution							NO 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	E-voting		0	0	0	0	0	0
Group	Postal ballot	18,56,19,615	18,56,19,615	100	18,56,19,615	0	100	0
Огоир	Total		18,56,19,615	100.00	18,56,19,615	0	100	0
	E-voting		3,43,19,424	86.71	1,37,86,698	2,05,32,726	40.17	59.83
Public-Institutions	Postal ballot	3,95,81,788	0	0	0	0	0	0
	Total		3,43,19,424	86.71	1,37,86,698	2,05,32,726	40.17	59.83
	E-voting		89,181	0.24	73,912	15,269	82.88	17.12
Public-Non Institutions	Postal ballot	3,70,15,562	22,22,162	6.00	22,22,162	0	100	0
	Total		23,11,343	6.24	22,96,074	15,269	99.34	0.66
Total		26,22,16,965	22,22,50,382	84.76	20,17,02,387	2,05,47,995	90.75	9.25

2. Special Resolution: Grant of stock options to the employee(s) of the Subsidiary Company(ies) of the Company under UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.

/hether 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	
19		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter	E-voting	18,56,19,615	0	0	0	0	0	0	
	Postal ballot		18,56,19,615	100	185619615	0	100	0	
Group	Total		18,56,19,615	100	18,56,19,615	0	100	0	
Ti .	E-voting		3,43,19,424	86.71	1,37,86,698	2,05,32,726	40.17	59.83	
Public-Institutions	Postal ballot	3,95,81,788	0	0	0	0	0	0	
C4	Total	i .	3,43,19,424	86.71	1,37,86,698	2,05,32,726	40.17	59.83	
Public-Non Institutions	E-voting		88,867	0.24	59,256	29,611	66.68	33.32	
	Postal ballot	3,70,15,562	22,22,137	6.00	22,22,137	0	100	0	
	Total		23,11,004	6.24	22,81,393	29,611	98.72	1.28	
Total		26,22,16,965	22,22,50,043	84.76	20,16,87,706	2,05,62,337	90.75	9.25	



Vhether 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	E-voting	18,56,19,615	0	0	0	0	0	0
	Postal ballot		18,56,19,615	100	18,56,19,615	0	100	0
Group	Total		18,56,19,615	100	18,56,19,615	0	100	0
	E-voting		3,43,19,424	86.71	3,41,24,290	1,95,134	99.43	0.57
Public-Institutions	Postal ballot	3,95,81,788	0	0	0	0	0	0
	Total		3,43,19,424	86.71	3,41,24,290	195134	99.43	0.57
	E-voting		89,187	0.24	70,547	18,640	79.10	20.90
Public-Non Institutions	Postal ballot	3,70,15,562	22,22,137	6.00	22,22,083	54	100	0
	Total		23,11,324	6.24	22,92,630	18,694	99.19	0.81
Total		26,22,16,965	22,22,50,363	84.76	22,20,36,535	2,13,828	99.90	0.10

/hether 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	E-voting		0	0	0	0	0	0	
	Postal ballot	18,56,19,615	18,56,19,615	100	18,56,19,615	0	100	0	
Group	Total		18,56,19,615	100	18,56,19,615	0	100	0	
	E-voting		3,43,19,424	86.71	3,41,24,290	1,95,134	99.43	0.57	
Public-Institutions	Postal ballot	3,95,81,788	0	0	0	0	0.00	0.00	
	Total		3,43,19,424	86.71	3,41,24,290	1,95,134	99.43	0.57	
	E-voting		88,666	0.24	60,875	27,791	68.66	31.34	
Public-Non Institutions	Postal ballot	3,70,15,562	22,22,137	6.00	22,22,124	13	100	0	
	Total		23,10,803	6.24	22,82,999	27,804	98.80	1.20	
Total		26,22,16,965	22,22,49,842	84.76	22,20,26,904	2,22,938	99.90	0.10	

For MINDA INDUSTRIES LTD.

T. K. Srivastava Company Secretary & Compliance Officer

	5. Special Resolution: Approval of limits for the Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013. Whether promoter/ promoter group are intersted in the Agenda/resolution							
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	E-voting		0	0	0	0	0	0
	Postal ballot	18,56,19,615	18,56,19,615	100	18,56,19,615	0	100	0
Group	Total		18,56,19,615	100.00	18,56,19,615	0	100	0
	E-voting		3,43,19,424	86.71	1,35,54,262	2,07,65,162	39.49	60.51
Public-Institutions	Postal ballot	3,95,81,788	0	0	0	0	0	0
	Total		3,43,19,424	86.71	1,35,54,262	2,07,65,162	39.49	60.51
	E-voting		88,897	0.24	64,467	24,430	72.52	27.48
Public-Non Institutions	Postal ballot	3,70,15,562	22,22,137	6.00	22,22,137	0	100	0
	Total		23,11,034	6.24	22,86,604	24,430	98.94	1.06
Total	4	26,22,16,965	22,22,50,073	84.76	20,14,60,481	2,07,89,592	90.65	9.35

For MINDA INDUSTRIES LTD.

Y.K. Srivastava Company Secretary & Compliance Officer

dor

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,

Delhi- 110052

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of MINDA INDUSTRIES LIMITED ('the Company') in their meeting held on February 06, 2019 for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner under the provisions of Sections 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the 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 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated February 06, 2019:



S. No.	Type of Resolution	Particulars
1.	Special Resolution	Approval of UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.
2.	Special Resolution	Grant of stock options to the employee(s) of the Subsidiary Company(ies) of the company under UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019.
3.	Special Resolution	Increase in borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013.
4.	Special Resolution	Creation of charge on the movable, immovable and other assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
5.	Special Resolution	Approval of limits for the Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013.

I submit my report as under:

- 1. The Company completed dispatch of Postal Ballot Notice(s) and Form(s) along with all requisite documents on February 22, 2019 to its Members, whose names appeared in the Register of Members as on Friday, February 08, 2019 ("cut- off date") in the following manner:
 - a) Through e-mail to the members whose e-mail addresses were registered with the Depositories/Registrar and Transfer agent of the Company; 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 Depositories/Registrar and Transfer agent of the Company).
- 2. The Company published advertisements regarding dispatch of Postal Ballot Forms, Notice etc., in English language "Financial Express" and in Hindi language "Jansatta" on Sunday, February 24, 2019.



- 3. The Members of the Company holding shares as on Friday, February 08, 2019 were entitled to vote on the resolutions as contained in the Notice and had an option to vote either through the postal ballot form(s) or through the e-voting facility. Members who opted for e-voting facility have cast their votes on the designated website of National Security Depository Limited ("NSDL") e-voting platform viz., www.evoting.nsdl.com.
- 4. The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms. The e-voting facility was provided by NSDL.
- 5. The electronic voting process was monitored through the scrutinizer's secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com
- 6. The e-voting was unblocked on Monday, March 25, 2019 after 05:00 P.M. in the presence of two witnesses, Mr. Shivam Bhardwaj and Ms. Sonal Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Shivam Bhardwaj

- 7. The particulars of all postal ballot forms received from the members as well as e-voting reports generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
- 8. All postal ballot forms received up to 05:00 P.M. on Monday, March 25, 2019, i.e., the last date and time fixed by the Company for voting were considered and none of the envelopes received after that were considered for the purpose of this report.
- 9. The postal ballot form(s) and e-voting were matched with the Register of members of the Company as on cut-off date. The members who have voted for lesser number

SANJAY GROVER & ASSOCIATES

- of shares as compared to their entitlement, the number of shares for which votes were cast, have been considered.
- 10. The postal ballot forms, which were incomplete or which were otherwise found defective or where signature of any shareholder did not match with records maintained by Registrar & Share Transfer Agent were treated as invalid and kept separately.
- 11. There were 157 (One Hundred Fifty Seven) envelopes containing Postal Ballot Form(s)/ Notice(s) which were returned undelivered.
- 12. The total issued and paid-up Equity Share Capital of the Company as on cut-off date was Rs. 52,44,33,930 (Rupees Fifty Two Crores Forty Four Lacs Thirty Three Thousand Nine Hundred Thirty only) divided into 26,22,16,965 (Twenty Six Crores Twenty Two Lacs Sixteen Thousand Nine Hundred Sixty Five) equity Shares of Rs. 2/- (Rupees Two only) each.
- 13. A consolidated summary of the postal ballots/ e-voting are as under:

I. Approval of UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019

		Special Resolutio	n	
Particulars	N	Percentage		
	e-Votes	Postal Ballot	Total	
Assent	1,38,60,610	18,78,41,777	20,17,02,387	90.75
Dissent	2,05,47,995	0	2,05,47,995	9.25
Total	3,44,08,605	18,78,41,777	22,22,50,382	100

Therefore, this Special Resolution has been passed with requisite majority.

The detailed break up of voting in respect of the above Resolution is attached herewith and marked as 'Annexure A'



II. Grant of stock options to the employee(s) of the Subsidiary Company(ies) of the Company under UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS-2019

Special Resolution									
Particulars	N:	Percentage							
	e-Votes	Postal Ballot	Total '						
Assent	1,38,45,954	18,78,41,752	20,16,87,706	90.75					
Dissent	2,05,62,337	0	2,05,62,337	9.25					
Total	3,44,08,291	18,78,41,752	22,22,50,043	100					

Therefore, this Special Resolution has been passed with requisite majority.

The detailed break up of voting in respect of the above Resolution is attached herewith and marked as 'Annexure B'

III. Increase in borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013

Special Resolution									
Particulars	Nı	Percentage							
	e-Votes	Postal Ballot	Total						
Assent	3,41,94,837	18,78,41,698	22,20,36,535	99.90					
Dissent	2,13,774	54	2,13,828	0.10					
Total	3,44,08,611	18,78,41,752	22,22,50,363	100					

Therefore, this Special Resolution has been passed with requisite majority.

The detailed break up of voting in respect of the above Resolution is attached herewith and marked as 'Annexure C'



IV. Creation of charge on the movable, immovable and other assets of the Company under Section 180(1) (a) of the Companies Act, 2013

Special Resolution									
	N								
Particulars	e-Votes	Postal Ballot	Total	Percentage					
Assent	3,41,85,165	18,78,41,739	22,20,26,904	99.90					
Dissent	2,22,925	13	2,22,938	0.10					
Total	3,44,08,090	18,78,41,752	22,22,49,842	100					

Therefore, this Special Resolution has been passed with requisite majority.

The detailed break up of voting in respect of the above Resolution is attached herewith and marked as 'Annexure D'

V. Approval of limits for the Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013

		Special Resolution	1	
Particulars	Nı	Percentage		
	e-Votes	Postal Ballot	Total	
Assent	1,36,18,729	18,78,41,752	20,14,60,481	90.65
Dissent	2,07,89,592	0	2,07,89,592	9.35
Total	3,44,08,321	18,78,41,752	22,22,50,073	100

Therefore, this Special Resolution has been passed with requisite majority.

The detailed break up of voting in respect of the above Resolution is attached herewith and marked as 'Annexure E'



SANJAY GROVER & ASSOCIATES

- 14. All the resolutions mentioned in the postal ballot notice shall be deemed to have been passed on March 25, 2019 [in terms of Para 16.6.3 of SS-2].
- 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 of the Company.
- 16. You may accordingly declare the result of the voting by Postal Ballot/ e-voting.

Thanking You,

FOR SANJAY GROVER&ASSOCIATES

COMPANY SECRETARIES

COUNTERSIGNED BY

To River teas

Sanjay Grover Scrutinizer

C.P. No.:3850

March 27,2019

New Delhi



Annexure-A

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	281	3,44,08,605	6,88,17,210
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	281	3,44,08,605	6,88,17,210
d) Votes with assent for the resolution	202	1,38,60,610	2,77,21,220
e) Votes with dissent for the resolution	79	2,05,47,995	4,10,95,990

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	60	18,78,42,097	37,56,84,194
b) Less: Invalid votes	2	320	640
c) Net Valid votes cast	58	18,78,41,777	37,56,83,554
d) Votes with assent for the resolution	58	18,78,41,777	37,56,83,554
e) Votes with dissent for the resolution	0	0	0



Annexure-B

	No. of	No. of Equity	Paid-up value of the
Particulars	Shareholders	Shares	Equity Shares (In Rs.)
a) Total votes received	280	3,44,08,291	6,88,16,582
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	280	3,44,08,291	6,88,16,582
d) Votes with assent for the resolution	200	1,38,45,954	2,76,91,908
e) Votes with dissent for the resolution	80	2,05,62,337	4,11,24,674

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars .	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	
a) Total votes received	60	18,78,42,072	37,56,84,144	
b) Less: Invalid votes	2	320	640	
c) Net Valid votes cast	58	18,78,41,752	37,56,83,504	
d) Votes with assent for the resolution	58	18,78,41,752	37,56,83,504	
e) Votes with dissent for the resolution	0	0	0	



Annexure-C

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	282	3,44,08,611	6,88,17,222
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	282	3,44,08,611	6,88,17,222
d) Votes with assent for the resolution	250	3,41,94,837	6,83,89,674
e) Votes with dissent for the resolution	32	2,13,774	4,27,548

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	
a) Total votes received	60	18,78,42,072	37,56,84,144	
b) Less: Invalid votes	2	320	640	
c) Net Valid votes cast	58	18,78,41,752	37,56,83,504	
d) Votes with assent for the resolution	56	18,78,41,698	37,56,83,396	
e) Votes with dissent for the resolution	2	54	108	



Annexure-D

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	280	3,44,08,090	6,88,16,180
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	280	3,44,08,090	6,88,16,180
d) Votes with assent for the resolution	240	3,41,85,165	6,83,70,330
e) Votes with dissent for the resolution	40	2,22,925	4,45,850

D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	
a) Total votes received	60	18,78,42,072	37,56,84,144	
b) Less: Invalid votes	2	320	640	
c) Net Valid votes cast	58	18,78,41,752	37,56,83,504	
d) Votes with assent for the resolution	57	18,78,41,739	37,56,83,478	
e) Votes with dissent for the resolution	1	13	26	



Annexure-E

E1. VOTING THROUGH E-VOTING:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	
a) Total votes received	282	3,44,08,321	6,88,16,642	
b) Less: Invalid votes	0	0	0	
c) Net Valid votes cast	282	3,44,08,321	6,88,16,642	
d) Votes with assent for the resolution	199	1,36,18,729	2,72,37,458	
e) Votes with dissent for the resolution	83	2,07,89,592	4,15,79,184	

E2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	
a) Total votes received	60	18,78,42,072	37,56,84,144	
b) Less: Invalid votes	2	320	640	
c) Net Valid votes cast	58	18,78,41,752	37,56,83,504	
d) Votes with assent for the resolution	58	18,78,41,752	37,56,83,504	
e) Votes with dissent for the resolution	0	0	0	

