

Ref. No. : Z-IV/R-39/D-2/174  
Date : 29 December, 2014

BSE Ltd.  
Regd. Office: Floor - 25,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI-400 001.

FAX NO. : 022 – 22721919 /22723121

Dear Sirs,

**Sub: - Declaration of Results of Postal Ballot Voting**

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter dated 26 November, 2014, enclosing inter-alia copies of the Postal Ballot Notice sent to the shareholders of the company, seeking their approval for the following resolutions :-

- 1) Special Resolution under section 180(1)(a) and 188 and other applicable provisions, if any, of the Companies Act, 2013 for sell/ dispose off / transfer of Battery Division to Panasonic Minda Storage Batteries Private Limited.
- 2) Special Resolution under section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 for creation of charge.

The results of the Postal Ballot has been announced today i.e. 29 December, 2014 at 2.00 p.m. at the registered office of the company and as per the Scrutinizer's Report, the Special Resolution(s) relating to the above mentioned business matters, as contained in the Postal Ballot Notice dated 11 November, 2014 has been passed by the requisite majority. In this regard, we are enclosing herewith the following:-

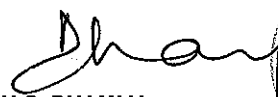
- 1) Results of Voting for Postal Ballot (including e-voting) as per clause 35A of the Listing Agreement.
- 2) Scrutinizer's Report on the Postal Ballot Results.

This is for your information and records please.

Thanking you,

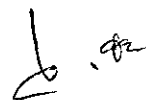
Yours faithfully,

For MINDA INDUSTRIES LTD.

  
H.C. DHAMIYA  
V.P. Group Accounts, Legal, Secretarial  
Indirect Taxes & Co. Secretary

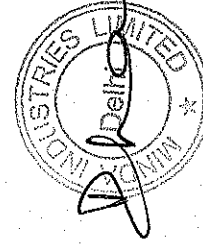


Encl: As above.



Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 1**\*:-

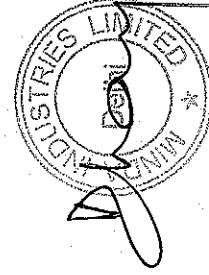
Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	11248699	11243015	99.9495	11243015	0	100	0
Public-Institutional Holders	461450	458750	99.4149	458750	0	100	0
Public-Others	4155207	2613977	62.9085	2613839	138	99.9947	0.0047
Total	15865356	14315742	90.2327	14315604	138	99.9990	0.0010



6.

Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 2**\*:-

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	11248699	11246615	99.9815	11246615	0	100.00	0.00
Public- Institutional Holders	461450	458750	99.4149	458750	0	100.00	0.00
Public-Others	4155207	2614417	62.9191	2614298	119	99.9954	0.0046
Total	15865356	14319782	90.2582	14319663	119	99.9992	0.0008



6.4/22

# 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 : sanjaygrover7@gmail.com

### Scrutinizer Report

THE CHAIRMAN,  
MINDA INDUSTRIES LIMITED  
CIN: L74899DL1992PLC050333  
B-64/1, WAZIRPUR INDUSTRIAL AREA,  
DELHI-110052

### Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014; I have been appointed as Scrutinizer by the Company in the Board meeting held on 11<sup>th</sup> November, 2014 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following resolutions:


Resolution Number	Type of Resolution	For
1	Special Resolution	Sell/dispose off/transfer of Battery division to Panasonic Minda Storage Batteries India Private Limited under Section 180(1)(a) and 188 and other applicable provisions, if any, of the Companies Act, 2013.
2	Special Resolution	Creation of charge under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

#### I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Wednesday, 26<sup>th</sup> November, 2014 to its Members whose name(s) appeared in the Register of Members as on Friday, 14<sup>th</sup> November, 2014.
2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website 'www.evotingindia.com' via NSDL (National Securities Depository Limited) e-voting platform.



3. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.
4. The votes were unblocked on 26<sup>th</sup> December, 2014 after 6:00 p.m. in the presence of two witnesses, Mr. Gurvinder Singh, R/o C-1/135, Sector-5, Rohini, New Delhi - 110085 and Mr. Neeraj Arora R/o Wz-5, West Patel Nagar, New Delhi - 110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Gurvinder Singh****Neeraj Arora**

5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from NSDL (National Securities Depository Limited) have been entered in a separate Register maintained for the purpose.
6. The physical Postal Ballots received were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by NSDL in electronic registry.
7. The ballot box was opened after the close of working hours on 26<sup>th</sup> December, 2014 in my presence.
8. All postal ballot forms received and e-votes casted up to 6.00 P.M. on 26<sup>th</sup> December, 2014, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on 26<sup>th</sup> December, 2014 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on 14<sup>th</sup> November, 2014.
10. There were Total 23 (Twenty Three) envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & the said envelopes were not opened and they are separately kept.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
13. The total paid up Equity Share Capital of the Company as on 14<sup>th</sup> November, 2014 was Rs. 15,86,53,560/- (Rupees Fifteen Crore Eighty Six Lacs Fifty Three Thousand Five Hundred Sixty) divided into 1,58,65,356 (One Crore Fifty Eight Lacs Sixty Five Thousand Three Hundred Fifty Six) equity shares of Rs. 10/- (Rupees Ten) each.



**RESOLUTION NO. 1:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	101	14322748	143227480	90.2769
b) Less: Invalid votes*	8	7006	70060	00.0442
c) Net Valid votes casted	93	14315742	143157420	90.2327
d) Votes with assent for the Resolution	83	14315604	143156040	90.2318
e) Votes with dissent for the Resolution	10	138	1380	00.0009

\*This includes votes casted by Mr. Anand Kumar Minda & Mr. H.C. Dhamija who were interested in the above resolution, However their votes are considered as invalid.

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

**RESOLUTION NO. 2:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	103	14322788	143227880	90.2771
b) Less: Invalid votes*	6	3006	30060	00.0189
c) Net Valid votes casted	97	14319782	143197820	90.2582
d) Votes with assent for the Resolution	87	14319663	143196630	90.2574
e) Votes with dissent for the Resolution	10	119	1190	00.0008

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.




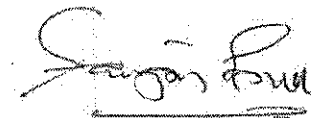
15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) is as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
1	14315742	14315604	99.9990
2	14319782	14319663	99.9992

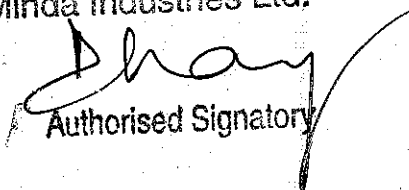
Accordingly, all the above-mentioned resolution(s) have been passed by requisite majority.

16. 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.

17. You may accordingly declare the result of the voting by Postal Ballot.

 <p>Place : New Delhi Date : December 27, 2014</p>	<p>For SANJAY GROVER &amp; ASSOCIATES (COMPANY SECRETARIES)</p>  <p>(SANJAY GROVER) SCRUTINIZER C.P. No.:3850</p>
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Certified True Copy.  
For Minda Industries Ltd.

  
Authorized Signatory



A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

**A1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	24	536,247	5,362,470	3.3800
b) Less : Invalid Votes	1	400	4,000	0.0025
(c) Net Valid Votes Casted	23	535,847	5,358,470	3.3775
(d) Votes with Assent	22	535,827	5,358,270	3.3773
(e) Votes with dissent	1	20	200	0.0001

**A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	77	13,786,501	137,865,010	86.8969
b) Less : Invalid Votes	7	6,606	66,060	0.0416
c) Net Valid Votes casted	70	13,779,895	137,798,950	86.8553
d) Votes with assent for the Resolution	61	13,779,777	137,797,770	86.8545
e) Votes with dissent for the Resolution	9	118	1,180	0.0007





**Annexure-B**

A detailed summary of the postal ballot in respect of Resolution-2 is given herein below:

**B1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)		% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	26	536,287	5,362,870		3.3802
b) Less : Invalid Votes	0	0	0		0.0000
c) Net Valid Votes casted	26	536,287	5,362,870		3.3802
(d) Votes with Assent	25	536,286	5,362,860		3.3802
(e) Votes with dissent	1	1	10		0.0000

**B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)		% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	77	13,786,501	137,865,010		86.8969
b) Less : Invalid Votes	6	3,006	30,060		0.0189
c) Net Valid votes casted	71	13,783,495	137,834,950		86.8779
d) Votes with assent for the Resolution	62	13,783,377	137,833,770		86.8772
e) Votes with dissent for the Resolution	9	118	1,180		0.0007

