

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

Date : 30 March, 2018

BSE Ltd. Regd. Office : Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. BSE Script: 532539	National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE Script: MINDAIND
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Dear Sirs,

Sub: - Declaration of Results of Postal Ballot Voting

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter dated 26 February, 2018, 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) read with section 110, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, for Consent of the members to approve transfer of Business/ Assets of 2 Wheeler (2W) Lighting Division, Rasoi Sonapat to the wholly owned subsidiary, Rinder India Private Limited (RIPL).
- 2) Ordinary Resolution under Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, for consent of the members to re-appoint Mr. Nirmal K. Minda, as Chairman & Managing Director of the Company and to fix his remuneration.

The results of the Postal Ballot has been announced today i.e. 30 March, 2018 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 13 February, 2018 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- 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
Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxation &
Company Secretary

Encl: As above. 

Results of Postal Ballot

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 resolution:									
Date of declaration of result of Postal Ballot		30.03.2018							
Total number of shareholders on cut-off date (i.e. 16.02.2018)		32,898							
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:		NA							
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:		NA							
Resolution No. 1		To approve transfer of business/ Assets of 2 wheeler (2W) Lighting Division at Rasoi, Sonapat to the wholly owned subsidiary, Rinder India Private limited (RIPL).							
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100	NO
Promoters and Prcmoter Group	E-voting	(1)	0	0.0000	0	0	0.0000	0.0000	
	Postal ballot	6,18,73,205	6,18,73,205	100.0000	6,18,73,205	0	100.0000	0.0000	
	Total		6,18,73,205	100.0000	6,18,73,205	0	100.0000	0.0000	
Public-Institutions	E-voting	1,31,76,387	22,57,856	17.1356	22,57,856	0	100.0000	0.0000	
	Postal ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		22,57,856	17.1356	22,57,856	0	100.0000	0.0000	
Public-Non Institutions	E-voting		6,647	0.0006	5,646	1001	84.9406	15.0594	
	Postal ballot	1,16,60,563	2,54,182	2.1798	2,54,182	0	100.0000	0.0000	
	Total		2,60,829	2.2368	2,59,828	1001	99.6162	0.3838	
Total		8,67,10,155	6,43,91,890	74.2611	6,43,90,889	1001	99.9984	0.0016	

For MINDA INDUSTRIES LTD.

H.C. DHAMIJA

Vice President - Group Accounts,
Legal Secretary, Indirect Taxes &
Company Secretary




Resolution No. 2	To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration.									
Whether promoter/ promoter group are interested 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	NO	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
Promoters and Promoter Group	E-voting		0	0.0000	0		0.0000	0.0000		
	Postal ballot	6,18,73,205	6,18,73,205	100.0000	6,18,73,205	0	100.0000	0.0000		
	Total		6,18,73,205	100.0000	6,18,73,205	0	100.0000	0.0000		
Public-Institutions	E-voting		22,57,856	17.1356	21,67,166	90,690	95.9834	4.0166		
	Postal ballot	1,31,76,387	0	0.0000	0		0.0000	0.0000		
	Total		22,57,856	17.1356	21,67,166	90,690	95.9834	4.0166		
Public-Non Institutions	E-voting		6,261	0.0537	6,181	80	98.7222	1.2778		
	Postal ballot	1,16,60,563	2,54,182	2.1798	2,54,182	0	100.0000	0.0000		
	Total		2,60,443	2.2335	2,60,363	80	99.9693	0.0307		
Total		8,67,10,155	6,43,91,504	74.2606	6,43,00,734	90,770	99.8590	0.1410		

For MINDA INDUSTRIES LTD.

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H.C. DHAMIJA

Vice President - Group Accounts,
Legal, Secretarial, Indirect Taxes &
Company Secretary

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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
New Delhi- 110052

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, 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 approved by the Central Government and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **MINDA INDUSTRIES LIMITED** ('the Company') in their meeting held on Tuesday, February 13, 2018 to conduct the Postal Ballot/ e-Voting process in a fair and transparent manner in respect of the following resolutions



S.No.	Type of Resolution	Particulars
1.	Special Resolution	To approve transfer of Business/ Assets of 2 wheeler (2W) Lighting Division at Rasoi, Sonapat to wholly owned subsidiary. Rinder India Private limited.
2.	Ordinary Resolution	To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration.

I submit my report as under:


1. The Company completed dispatch of Postal Ballot Notice and forms on Monday, February 26, 2018 to its Members, whose names appeared in the Register of Members as on Friday, February 16, 2018 in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and
 - b) through physical mode, along with a self-addressed postage prepaid businessreply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Edition Newspaper "Financial Express" and in Hindi Edition Newspaper "Jansatta" on Tuesday, February 27, 2018.
3. The Members of the Company had an option to vote either through the postal ballot form or through the e-voting facility. Members who opted for e-voting facility have cast their votes on the designated website of National Securities Depository Limited ("NSDL") e-voting platform viz. www.evoting.nsdl.com.



SANJAY GROVER & ASSOCIATES

4. The postal ballot forms received by post/ courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by NSDL in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by National Securities Depository Limited ("NSDL") on its designated website i.e. www.evoting.nsdl.com.
6. The e-votes were unblocked on Wednesday, March 28, 2018 after 05:00 P.M. in the presence of two witnesses, Ms. Daljeet Kaur, R/o 207/15, Prakash Colony, East of Kailash, New Delhi- 110065 and Ms. Palak Chopra, R/o 314, Main Market Sant Nagar, Burari, Delhi-110084 and who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Daljeet Kaur


Palak Chopra

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 05:00 P.M Wednesday, March 28, 2018 i.e. the last date and time fixed by the Company for voting through postal ballot forms or e-voting, were considered and none of the envelopes containing postal ballot form(s) received after 05:00 P.M. on Wednesday, March 28, 2018 were considered for the purpose of this report.



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9. The postal ballot forms and electronic ballots were matched with the Register of members/ beneficiary data of the Company as on Friday, February 16, 2018 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records.
10. There were no envelopes containing postal ballot form(s) which were returned undelivered.
11. The Members exercised their voting either by e-voting or physical mode. There was no Member who opted for both the facilities.
12. The total issued and paid-up Equity Share Capital of the Company as on Friday, February 16, 2018 was Rs.17,34,20,310/- (Rupees Seventeen Crore Thirty Four Lakh Twenty Thousand Three Hundred and Ten only) divided into 8,67,10,155 (Eight Crore Sixty Seven Lakh Ten Thousand One Hundred and Fifty Five) Equity Shares of Rs. 2/- (Rupees Two only) each.
13. Para No. 11 to the Instructions to remote e-voting in the Notice of Postal ballot provides that *Corporate/ institutional shareholders are required to send a scanned copy (pdf/ JPG format) of the relevant board resolution/ authority via e-mail at sanjaygrover7@gmail.com with a copy marked to <https://evoting.nsdl.com>*. However, there were 42 (Forty two) shareholders/ folios holding 80,09,375 (Eighty Lakh Nine Three Hundred Seventy Five) equity shares of Rs. 2/- (Rupees Two only) each neither sent a scanned copy (pdf/ JPG format) of the relevant board resolution/ authority at sanjaygrover7@gmail.com nor uploaded the same at the <https://evoting.nsdl.com>. Hence, their voting via electronic means has been considered as Invalid for the purpose of result of the below-mentioned resolutions.



14. A summary of the postal ballots/ e-voting are as under:

1. To approve transfer of business / Assets of 2 wheeler (2W) Lighting Division at Rasoi, Sonapat to the wholly owned subsidiary, Rinder India Private Limited.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	22,63,502	6,21,27,387	6,43,90,889	99.9984
Dissent	1,001	0	1,001	0.0016
Total	22,64,503	6,21,27,387	6,43,91,890	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.



- II. To re-appoint Mr. Nirmal K Minda, as Chairman and Managing Director of the Company and to fix his remuneration.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	21,73,347	6,21,27,387	6,43,00,734	99.8590
Dissent	90,770	0	90,770	0.1410
Total	22,64,117	6,21,27,387	6,43,91,504	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

15. The resolution shall be deemed to have been passed on Wednesday, March 28, 2018, being the last date of receipt of Postal Ballot forms from the members of the Company.
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/ Authorised Signatory of the Company.



SANJAY GROVER & ASSOCIATES

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

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

COUNTERSIGNED BY



Sanjay Grover
Scrutinizer
C.P. No.: 3850
Date: March 30, 2018
Place: New Delhi



Chairman/ Authorised Signatory



A detailed summary of the Postal ballot & e-voting result is given herein below:

A1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	158	1,02,73,878	2,05,47,756
b) Less: Invalid votes*	42	80,09,375	1,60,18,750
c) Net Valid votes cast	116	22,64,503	45,29,006
d) Votes with assent for the resolution	107	22,63,502	45,27,004
e) Votes with dissent for the resolution	9	1,001	2,002

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.)
a) Total votes received	64	6,21,30,790	12,42,61,580
b) Less: Invalid votes	4	3,403	6,806
c) Net Valid votes cast	60	6,21,27,387	12,42,54,774
d) Votes with assent for the resolution	60	6,21,27,387	12,42,54,774
e) Votes with dissent for the resolution	0	0	0



A detailed summary of the Postal ballot & e-voting result is given herein below:

B1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	158	1,02,73,492	2,05,46,984
b) Less: Invalid votes*	42	80,09,375	1,60,18,750
c) Net Valid votes cast	116	22,64,117	45,28,234
d) Votes with assent for the resolution	107	21,73,347	43,46,694
e) Votes with dissent for the resolution	9	90,770	1,81,540

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.)
a) Total votes received	64	6,21,30,790	12,42,61,580
b) Less: Invalid votes	4	3,403	6,806
c) Net Valid votes cast	60	6,21,27,387	12,42,54,774
d) Votes with assent for the resolution	60	6,21,27,387	12,42,54,774
e) Votes with dissent for the resolution	0	0	0

