# **Uno Minda Limited**

(Formerly known as Minda Industries Limited)

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

Date : 23 April, 2024



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

Sub: - Voting Results of the NCLT Convened Meeting of the Equity Shareholders of Uno Minda Limited (Transferee Company) alongwith Scrutinizer's Report.

Dear Sirs,

It is informed that NCLT Convened meeting of the Equity Shareholders, Unsecured Creditors of Uno Minda Limited (Transferee Company) and NCLT Convened meetings of the Unsecured Creditors of the Transferor companies, given below, were held on 20 April, 2024, through Video Conferencing, from the premises of PHD Chamber of Commerce and Industry, PHD House, New Delhi-110016 in the matter of amalgamation of Kosei Minda Aluminum Company Private Limited (Transferor Company1), Kosei Minda Mould Private Limited (Transferor Company2), Minda Kosei Aluminum Wheel Private Limited (Transferor Company3) and Uno Minda Limited (Transferee Company) and their respective Shareholders and Creditors. In this regard, we are enclosing herewith the following, duly signed: -

- 1) The details regarding voting results of the meeting of equity shareholders of Uno Minda Limited, pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.
- Scrutinizer's Report dated 20 April, 2024, on the voting/e-voting done by the Equity Shareholders of Uno Minda Limited, issued by the NCLT appointed Scrutinizer, Mr. NPS Chawla, Company Secretary of Aekom Legal, New Delhi.

As per the Report of the Scrutinizer, the resolution has been passed with requisite majority.

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This is for your information and records please.

Thanking you. Yours faithfully,

For Uno Minda Limited

Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Encl. As above

## **Uno Minda Limited**

## **Voting Results of NCLT Convened Meeting**

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

Date of the Postal Ballot	
Total number of shareholders on Cut-off date i.e. 14 March, 2024	173,223
No. of shareholders present in the meeting either in person or through Proxy:	
Promoters and Promoters Group:	NA NA
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group:	10
Public:	183

To approve the Scheme of Amalgamation between Kosei Minda Aluminum Company Private Limited ("Transferor Company 1"), Kosei Minda Mould Private Limited ("Transferor Company 2"), Minda Kosei Aluminum Wheel Private Limited ("Transferor Company 3") and Uno Minda Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Act

Whether promot	er/ promoter group	are intersted in the	Agenda/resolution	n			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
	E-voting		394754841	100.0000	394754841	0	100.0000	0.0000
Promoters and Promoter Group	Poll	204 754 941	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	394,754,841	0	0.0000	0	0	0.0000	0.0000
	Total		394754841	100.0000	394754841	0	100.0000	0.0000
	E-voting		122545744	85.9018	122545744	0	100.0000	0.0000
Public-	Poll	142 (57 076	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	142,657,976	0	0.0000	0	0	0.0000	0.0000
	Total	i i	122545744	85.9018	122545744	0	100.0000	0.0000
	E-voting		2906158	7.9347	2899429	6729	99.7685	0.2315
Public-Non	Poll	20,000,450	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	36,626,158	608	0.0017	608	0	0.0000	0.0000
	Total		2906766	7.9363	2900037	6729	99.7685	0.2315
Total		574,038,975	520207351	90.6223	520200622	6729	99.9987	0.0013

For Uno Minda Limited

T. K. Srivastava

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#### **SCRUTINIZER'S REPORT**

To,
Shri Dr. V.K. Aggarwal
Chairperson for the NCLT convened meeting of equity shareholders
UNO Minda Limited

**Subject:** Scrutinizer's report on the voting conducted at the meeting of equity shareholders of **UNO Minda Limited** ("*Company/ Transferee Company"*) convened pursuant to the order dated February 26<sup>th</sup>, 2024, passed by the Hon'ble National Company Law Tribunal, New Delhi Bench-VI, under Company Application bearing no. (CAA)-92/ND/2023.

I, NPS Chawla, Company Secretary, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, New Delhi Bench-VI ("NCLT") to scrutinize the votes cast by the equity shareholders of UNO Minda Limited (Transferee Company) at the meeting convened through video conferencing/ audiovisual means (OAVM) pursuant to the order dated February 26<sup>th</sup>, 2024 ("Order"), passed by the Hon'ble NCLT in CA(CAA)-92/ND/2023 in the matter of scheme of amalgamation amongst M/s. Kosei Minda Aluminium Company Private Limited (Transferor Company No. 1), M/s. Kosei Minda Mould Private Limited (Transferor Company No. 2), M/s. Minda Kosei Aluminium Wheel Private Limited (Transferor Company No. 3), Transferee Company and their shareholders and creditors.

The equity shareholders were provided with the facility to cast their vote through remote e-voting, postal ballot and e-voting during the meeting (insta poll).

#### Responsibility of the Management of the Company

The management of the Company was responsible to ensure the compliances prescribed by the Hon'ble NCLT *vide* their Order along with the requirements of the Companies Act, 2013 and rules relating to convening of this meeting including the dispatch of notices of the meeting to the equity shareholders along with newspaper publication etc.

#### I do hereby submit my report as under:

- 1. The equity shareholders of the Company as on cut-off date fixed (*i.e.* Thursday, March 14<sup>th</sup>, 2024), were entitled to vote on the proposed resolution as set out in the notice of meeting of the equity shareholders of the Company.
- 2. The facility to cast vote through remote e-voting and postal ballot facility was made available from Thursday, March 21<sup>st</sup>, 2024 at 9:00 A.M. to Friday, April 19<sup>th</sup>, 2024 at 5:00 P.M. (both days inclusive).
- 3. Since the meeting was convened through video conference/ OAVM, the facility for appointment of proxies by the equity shareholders was not available for the meeting.
- 4. The meeting of the equity shareholders of the Company commenced through video conference/OAVM at 10.00 a.m on Saturday, April 20<sup>th</sup>, 2024. However, the required quorum for the meeting, as prescribed by the Hon'ble NCLT *vide* its Order, *i.e.*, 2/3<sup>rd</sup> of the equity shareholders

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in number as on the cut-off date (1,15,482 equity shareholders) were not present. Consequently, the meeting was adjourned for thirty minutes, in terms of para 19 of the Order by the Hon'ble Chairperson appointed for the meeting.

- 5. After the adjournment of thirty minutes as referred herein before, an attendance report was downloaded by the Company Secretary of the Company from the portal of NSDL which stated that 168 equity shareholders of the Company were present through video conference/OAVM at that time (10:32 a.m.). Thereafter, the meeting was convened to be in order by the Hon'ble Chairman considering the relaxation provided from the requirement of the quorum under the Order. Screenshot of the NSDL portal depicting the presence of 168 shareholders at 10.32 am is attached herewith and marked as **Annexure A**.
- 6. Those equity shareholders who could not cast their vote through remote e-voting or postal ballot, were provided the facility to cast their vote through insta poll facility during the meeting on Saturday, April 20<sup>th</sup>, 2024 at 10:38 A.M. for 15 minutes.
- 7. After the conclusion of voting at the Meeting (including the votes already cast by e-voting, postal ballot and instapoll facility), I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:

(i) Ashima Jain

(ii) Anmol Sharma

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- 8. RTA has provided a certificate providing details of the voting in relation to the meeting of the equity shareholders of the Company including the remote e-voting and insta-poll. Copy of the said certificate of the RTA dated April 20, 2024 is enclosed herewith as **Annexure B**.
- 9. Responsibility as a Scrutinizer for the voting process is to submit the details of the voting to the Hon'ble Chairperson appointed by Hon'ble NCLT including votes cast "in favor" "against" or remain "invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL.
- 10. The following resolution was considered by the equity shareholders of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India Act, 1992 and the Regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("SEBI") Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letters issued by the National Stock Exchange of India Limited and the BSE Limited, dated October 17, 2023 and October 18, 2023, respectively, the Memorandum and Articles of Association of Uno Minda Limited (formerly known as Minda Industries Limited) ("Company") and subject to the approval of the Hon'ble National

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Company Law Tribunal, New Delhi Bench ("NCLT"), and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company ("Board"), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation between Kosei Minda Aluminum Company Private Limited, Kosei Minda Mould Private Limited, Minda Kosei Aluminum Wheel Private Limited and the Company and their respective shareholders and creditors ("Scheme"), as enclosed with this Notice of the NCLT Convened Meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT or its appellate authority(ies) while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to modify, amend, withdraw, terminate or abandon the Scheme or any part thereof at any stage, for any reason(s) as may be deemed fit by the Board without the need for any subsequent / further approval by the equity shareholders of the Company, including, but not limited to, in case any changes and/ or modifications suggested/ required to be made in the Scheme or any condition imposed, whether by any shareholder, creditor, NCLT, Stock Exchange(s), SEBI and/ or any other relevant statutory authority, are in their view not in the interest of the Company, and/ or if the Scheme cannot be implemented otherwise and any such modification or alteration shall be reported to the Stock Exchange(s) as and where applicable."

11. Results on the voting at the NCLT convened meeting of the equity shareholders of the Company including the remote e-voting and postal ballot as required under the provisions of section 230(6) of the Companies Act. 2013 is as under:

Mode	No. of	No. of	Favour	our Against			Invalid votes		
	members voted	votes casted by them	No. of member	No. of votes	No. of members	No. of votes	No. of members	No. of votes	
E-voting	1353	520193007	1323	520186288	30	6719	0	0	
Postal Ballot	1	608	1	608	0	0	0	0	
Instapoll	35	13736	30	13726	5	10	0	0	
Total	1389	520207351	1354	520200622	35	6729	0	0	

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# (a) Voted in favour of the resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
E-voting	1323	520186288	99.99
Postal Ballot	111	608	0.00
Instapoll	30	13726	0.00
Total	1354	520200622	99.99

# (b) Voted against the resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
E-voting	30	6719	0.0.1
Postal Ballot	0	0	0
Instapoll	5	10	0.00
Total	35	6729	0.01

12. Further, the result of the voting at the NCLT convened meeting of the equity shareholders of the Company by public and promoter category of shareholders as prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under:

Category	Mod e of Voti ng	No. of share s held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Again st	% 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
Promoter s and Promoter Group	E- votin	39475 4841	3947548 41	100.0000	3947548 41	0	100.0000	0.0000
	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		3947548 41	100.0000	3947548 41	0	100.0000	0.0000
Public- Institutio ns	E- votin	14265 7976	1225457 44	85.9018	1225457 44	0	100.0000	0.0000

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# NPS CHAWLA, Company Secretary (B. Com, FCS, LL.M, MBA)

Central Council Member-ICSI

Co-Founder and Joint Managing Partner - AEKOM LEGAL

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	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1225457 44	85.9018	1225457 44	0	100.0000	0.0000
Public- Non Institutio ns	E- votin g	36626 158	2906158	7.9347	2899429	6729	99.7685	0.2315
	Post al Ballo t		0	0.0000	0	0	0.0000	0.0000
	Poll		608	0.0017	608	0	0.0000	0.0000
	Total		2906766	7.9363	2900037	6729	99.7685	0.2315
Total		57403 8975	5202073 51	90.6223	5202006 22	6729	99.9987	0.0013

13. The postal ballots received from shareholders and other relevant electronic data & records relating to the meeting are under our safe custody and have been handed over to the Company.

**NPS** Chawla

Company Secretary Membership No. F-6987

Scrutinizer of the meeting

Countersigned by the Chairperson

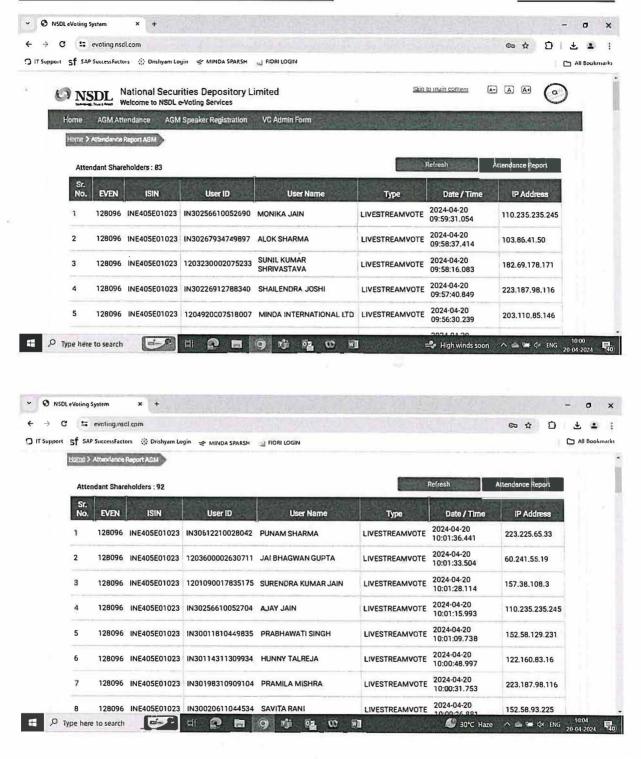
Shri Dr. V.K. Aggarwal

Date: 20.04.24

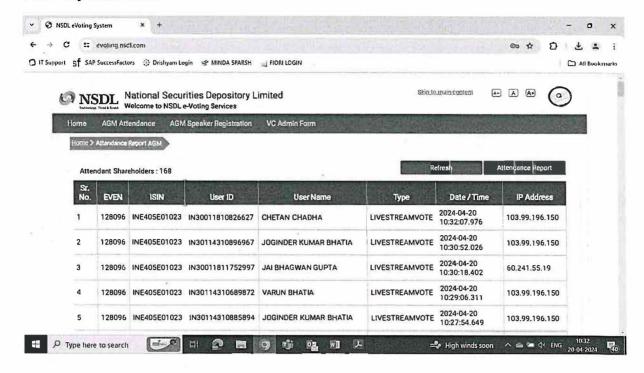
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# **UNO MINDA LIMITED- Equity Shareholders:**

#### **ANNEXURE-A**



# **Post-Adjournment:**





Date: 20th Apr., 2024

To.

Mr. NPS Chawla. Hon'ble NCLT appointed Scrutinizer G-29 (LGF), Block D, Lajpat Nagar III, Lajpat Nagar, New Delhi, Delhi 110024

Unit: UNO MINDA LIMITED

Sub: Certificate for compliance of voting

Ref: NCLT Convened Meeting of the Equity Shareholders of Uno Minda Limited held on Saturday, April 20, 2024 at 10 AM.

Uno Minda Ltd (the Company) has appointed NSDL to provide the facility of remote e-voting prior to the meeting as well as e-voting and webcast service through video conferencing, during the NCLT convened meeting of the Equity Shareholders of Uno Minda Limited held on Saturday, April 20, 2024 at 10.00 AM held through video conferencing/ other audio-video means ("Meeting"). We Alankit Assignments Pvt Ltd are the Registrar & Transfer Agent of the Company and hereby declare and confirm that:

- 1. The remote e-voting facility prior to the Meeting commenced on Thursday, March 21, 2024 at 9:00 A.M. (1ST) and ended on Friday, April 19, 2024 at 5:00 P.M. (1ST) (both days inclusive).
- 2. The details of the shareholders such as their DP ID, number of shares, address and KYC documents has been registered with NSDL.
- 3. That the shareholders as on March 14, 2024, being the cut- off date, were provided electronic access to the Meeting and allowed to vote on the resolution proposed at the Meeting.
- 4. We have verified the data in pursuance of Regulation 44 of the SEBI (listing Obligations & Disclosure Requirements) Regulations, 2015 downloaded by Mr. NPS Chawla, Scrutinizer appointed by Hon'ble NCLT from the portal of NSDL. The said result is reproduced hereunder:

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Category	Mode of Voting	shares held	No of Valid Votes Polled	Polled on Outstanding	Votes in	No. 01 Votes	in favour on Votes	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1) *100	(4)	(5)		(7)=(5)/(2) *100
Promoters	E-voting		394485099	100	394485099	0	100.00	0.00
and Promoter	Postal Ballot	394485099	0	0	0	0	0.00	0.00

SEBI Registration, Nos.

INB230881235, INF230881235, INF230881235, INE230881235, INB010881234, INF010881234, INF010881234, INF010881235, INF01088125, INF

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Group	Poll	a/.	0	0	0	0	0.00	0.00
	Total		394485099	100	394485099	0	100.00	0.00
	E-voting		122545744	85.9017	122545744	0	100.00	0.00
ublic-	Postal Ballot		0	0	0	0	0.00	0.00
nstitutions	Poll		0	0	0	0	0.00	0.00
	Total	142657976	122545744	85.90178232	122545744	0	100.00	0.00
	E-voting		3,175,900	8.607731482	3169171	6729	99.79	0.21
Public-Non	Postal Ballot		608	0	608	0	0.00	0.00
Institutions	Poll		0	О	0	0	0.00	0.00
	Total	36895900	3176508	8.607731482	3169779	6729	99.79	0.21
Γotal		574038975	520207351		520200622	6729	100.00	0.00

5. It has come to our notice that the shareholding of one of the shareholders named M/s Bar Investments & Finance Pvt. Ltd., belonging to promoter category shareholder has been added in public category. Accordingly, the correct result of the voting at the NCLT convened meeting of the equity shareholders of the Company by public and promoter category of shareholders as prescribed under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under:

Category	Mode of Voting	shares held	Votes	Polled on	No. of Votes in	Votes Against	on votes	against on Votes
		(1)	(2)	(3)=(2)/(1) *100	(4)	(5)		(7)=(5)/(2) *100
	E-voting		394754841	100.0000	394754841	0	100.0000	0.0000
and	Postal Ballot	-394754841 -	0	0.0000	0	0	0.0000	0.0000
Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		394754841	100.0000	394754841	0	100.0000	0.0000
	E-voting		122545744	85.9018	122545744	0	100.0000	0.0000
Public-	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Institutions	Poll	142657976	0	0.0000	0	0	0.0000	0.0000
	Total		122545744	85.9018	122545744	0	100.0000	0.0000
	E-voting		2906158	7.9347	2899429	6729	99.7685	0.2315
Public-Non Institutions	Postal Ballot	36626158	0	0.0000	0	0	0.0000	0.0000
	Poll		608	0.0017	608	C	0.0000	0.0000
	Total		2906766	7.9363	2900037	6729	99.7685	0.2315
Total		574038975	520207351	90.6223	520200622	6729	99.9987	0.0013



SEBI Registration. Nos.

INB230881235, INF230881235, INE230881235, INB010881234, INF010881234, INE010881234, INE060881235, INB050881235, INP000001363, IN-DP-NSDL-14-96, IN-DP-CDSL-43-95





Thus, the above updated and corrected data may please be used by your goodself for further reporting on the result of the voting of the meeting.

Thanking You

Yours faithfully,

FOR ALANKIT ASSIGNMENTS LIMITED

**VIRENDER SHARMA AUTHORISED SIGNATORY PLACE: NEW DELHI**