

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

Date : 17 February, 2022

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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Sub: - Voting Results of the NCLT Convened Meeting of the Equity Shareholders and Unsecured Creditors of Minda Industries Limited (Transferee Company) alongwith Scrutinizer's Report

Dear Sirs,

It is informed that NCLT Convened meeting of the Equity Shareholders and Unsecured Creditors of Minda Industries Limited (Transferee Company) was held on 16 February, 2022, through Video Conferencing, from the Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016, in the matter of amalgamation of Minda I Connect Private Limited (Transferor Company) with Minda Industries 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 NCLT convened meeting of the equity shareholders, pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.
- 2) Consolidated Scrutinizer's Report dated 17 February, 2022, on the voting/e-voting done by the Equity Shareholders, issued by the NCLT appointed Scrutinizer, CA Roshan Lal Jain.
- 3) Scrutinizer's Report dated 17 February, 2022 on the evoting done by the Equity Public Shareholders, issued by the NCLT appointed Scrutinizer, CA Roshan Lal Jain.
- 4) Scrutinizer Report dated 17 February, 2022 on the evoting done by the Unsecured Creditors of Minda Industries Limited, issued by the NCLT appointed Scrutinizer, CA Roshan Lal Jain.

This is for your information and records please.

Thanking you.

Yours faithfully,

For Minda Industries Ltd.



Tarun Kumar Srivastava

Company Secretary & Compliance Officer

Encl. As above



Minda Industries Limited								
Voting Results of NCLT Convened Meeting of the Equity Shareholders								
Details of remote e-voting and e-voting during the meeting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:								
Date of the Meeting							16.02.2022	
Total number of shareholders as on the "Record Date" i.e. 07.01.2022							1,07,494	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							N.A.	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							9 129	
<u>1. Special Resolution: To approve the Scheme of Amalgamation of Minda I Connect Private Limited (Transferor Company) with Minda Industries Limited (Transferee Company) and their respective Shareholders and Creditors.</u>								
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes	
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 Group	Remote E-voting	19,27,05,697	19,26,67,697	99.9803	19,26,67,697	0	100.0000	0.0000
	E-voting during the meeting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		38,000	0.0197	38,000	0	100.0000	0.0000
	Total		19,27,05,697	100.0000	19,27,05,697	0	100.0000	0.0000
Public-Institutions	Remote E-voting	6,56,46,651	6,13,89,519	93.5151	5,99,28,188	14,61,331	97.6196	2.3804
	E-voting during the meeting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,13,89,519	93.5151	5,99,28,188	14,61,331	97.6196	2.3804
Public-Non Institutions	Remote E-voting	2,72,68,093	96,53,879	35.4036	96,39,137	14,742	99.8473	0.1527
	E-voting during the meeting		1,40,961	0.5169	1,40,961	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		97,94,840	35.9205	97,80,098	14,742	99.8495	0.1505
Total		28,56,20,441	26,38,90,056	92.3919	26,24,13,983	14,76,073	99.4406	0.5594

Pravastava



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CONSOLIDATED SCRUTINIZER'S REPORT

To,

Mr. Santosh Kumar Sahewala,

Chairperson appointed by the Hon'ble National

Company Law Tribunal, New Delhi (Court-II)

For the NCLT convened meeting of the Equity Shareholders of

Minda Industries Limited (CIN: L74899DL1992PLC050333)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the Meeting of the Equity Shareholders of Minda Industries Limited (Transferee Company) held on Wednesday, 16th day of February, 2022 at 10.30 A.M. through video conferencing or other audio visual means at Lakshmi Pat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016 (NCLT Convened Meeting) conducted as per the directions issued by the Hon'ble National Company Law Tribunal, New Delhi vide its orders dated 31.08.2021 & 20.10.2021 in Company Application No. - CA (CAA) No. 66/ND/2021 read with the order passed by Hon'ble National Company Law Appellate Tribunal dated 23.12.2021 (collectively referred as 'the Orders')



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I, Roshan Lal Jain, Chartered Accountant, having office at AN-46B, Shalimar Bagh, North West Delhi-110088 (IBBI Registration No. IBBI/PA-001/IP-P00966/2017-18/11587) was appointed as Scrutinizer for the purpose of scrutinizing voting process for the NCLT Convened Meeting of equity shareholders held as per the directions issued under the aforesaid Orders. I submit my report as under:-

1. Notice of the aforesaid meeting was sent on January 14, 2022 to the equity shareholders of the Transferee Company who were shareholders of the Company as on cut-off date i.e. January 7, 2022, through email to 1,03,165 Equity Shareholders on their registered E-mail Id's by NSDL for those shareholders whose e-mail ids were registered with depositories and through Registered Post to 4,329 Equity Shareholders on their registered addresses as available with the Transferee Company for those shareholders whose e-mail ids were not registered with the depositories.
2. The compliances in relation to dispatch of notices for the NCLT convened meeting to the Equity Shareholders and other compliances related to applicable provisions of the Companies Act, 2013 and rules made there under, the Secretarial Standard-2 on General Meeting and the directions mentioned in the Orders are the responsibility of the management of the Transferee Company.
3. The Transferee Company has advertised the notice of the meeting in the newspapers "Business Standard" in English Daily (Delhi Edition) and in "Jansatta" in Hindi Language (Delhi Edition) on 15th day of January, 2022.

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4. The Equity Shareholders of the Transferee Company as on the cut-off date were entitled to vote at the NCLT convened meeting on the resolution contained in the Notice either through remote E-Voting or Postal Ballot or e-voting during the meeting.
5. The postal ballot and e-voting period for remote e-voting commenced on Monday, January 17, 2022 at 9:00 A.M. (IST) and ended on Tuesday, February 15, 2022 at 5:00 P.M. (IST). The e-voting platform has been provided by National Securities Depositories Limited ('NSDL') through its designated website <https://www.evoting.nsdl.com>.
6. The Equity Shareholders of the Transferee Company were also entitled to vote on the proposed resolution mentioned in the notice through e-voting during the Meeting if they had not cast their votes through remote e-voting or through postal ballot.
7. As per the attendance records provided by NSDL, there were 138 Equity Shareholders who have attended the meeting.
8. The data of e-voting and postal ballot was reconciled with the details provided by the Transferee Company / RTA of Transferee Company.



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9. For the shareholder who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
10. After the conclusion of meeting, the e-voting done by Equity Shareholders was unblocked by me in the presence of two witnesses i.e. Ms. Priyanka and Mr. Rishab Kansal, who are not in the employment of the Transferee Company.
11. The summary of result of voting by Equity Shareholders through remote e-voting, through postal ballot and through e-voting at the NCLT Convened Meeting is as under:-

Approval of Scheme of Amalgamation between Minda I Connect Private Limited (Transferor Company) and Minda Industries Limited (Transferee Company) and their respective Shareholders and Creditors.

Summary of voting through remote e-voting, postal ballot and e-Voting during the meeting:

Particulars	Number of valid votes			Percentage (%)	
	Remote e-voting	e-voting during the meeting	Postal Ballot		
Assent	26,22,35,022	1,40,961	38,000	26,24,13,983	99.4406
Dissent	14,76,073	0	0	14,76,073	0.5594
Total	26,37,11,095	1,40,961	38,000	26,38,90,056	100.0000



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Details of bifurcation of aforesaid voting are as under:-

A: Details of Equity Shareholders who voted through Remote e- Voting:-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total e-votes cast	846	26,37,11,095	100.0000
Less: Invalid votes	0	0	0
Net Valid e-votes cast	846	26,37,11,095	100.0000
E-votes with assent	805*	26,22,35,022	99.4403
E-votes with dissent	42*	14,76,073	0.5597

**There was 1 (One) Equity Shareholder who had voted partially in favour of the resolution and partially against the resolution.*

B: Details of Equity Shareholders who voted through postal ballot :-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total votes cast	1	38,000	100
Less: Invalid votes	0	0	0
Net Valid votes cast	1	38,000	100
E-votes with assent	1	38,000	100
E-votes with dissent	0	0	0

C: Details of Equity Shareholders who voted through e- Voting during the meeting:-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total e-Votes cast	21	1,40,961	100
Less: Invalid votes	0	0	0
Net Valid e-votes cast	21	1,40,961	100
Votes with assent	21	1,40,961	100
Votes with dissent	0	0	0

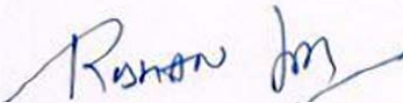


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12. Accordingly, the aforesaid resolution has been approved by the requisite majority of the Equity Shareholders of the Transferor Company.
13. In accordance with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, 97.93 % public shareholders have approved the scheme of amalgamation. A separate report with regard to the result of voting done by Public shareholders is annexed herewith and marked as Annexure-A.
14. The relevant records relating to meeting have been handed over to the Chairperson of the meeting after its conclusion.

Thanking you,



CA. Roshan Lal Jain,
FCA, IP

M. No.: 504582

IBBI Registration No. IBBI/IPA-001/IP-P00966/2017-18/11587

Scrutinizer appointed by the Hon'ble NCLT

Place: New Delhi

Date: 17.02.2022

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Annexure-A

SCRUTINIZER'S REPORT
FOR THE VOTING DONE BY PUBLIC EQUITY SHAREHOLDERS

To,

Mr. Santosh Kumar Sahewala,

**Chairperson appointed by the Hon'ble National
Company Law Tribunal, New Delhi (Court-II)**

**For the NCLT convened meeting of the Equity Shareholders of
Minda Industries Limited (CIN: L74899DL1992PLC050333)**

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the Meeting of the Equity Shareholders of Minda Industries Limited (Transferee Company) held on Wednesday, 16th day of February, 2022 at 10.30 A.M. through video conferencing or other audio visual means at Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016 (NCLT Convened Meeting) conducted as per the directions issued by the Hon'ble National Company Law Tribunal, New Delhi vide its orders dated 31.08.2021 & 20.10.2021 in Company Application No. - CA (CAA) No. 66/ND/2021 read with the order passed by Hon'ble National Company Law Appellate Tribunal dated 23.12.2021 (collectively referred as 'the Orders')

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I, Roshan Lal Jain, Chartered Accountant, having office at AN-46B, Shalimar Bagh, North West Delhi-110088 (IBBI Registration No. IBBI/IPA-001/IP-P00966/2017-18/11587) was appointed as Scrutinizer for the purpose of scrutinizing voting process for the NCLT Convened Meeting of Equity Shareholders held as per the directions issued under the aforesaid Orders. I submit my report as under:-

1. This report is only with regards to the voting done by Public Equity Shareholders of the Company as an annexure to the Consolidated Scrutinizer's Report:-

Approval of Scheme of Amalgamation between Minda I Connect Private Limited (Transferor Company) and Minda Industries Limited (Transferee Company) and their respective Shareholders and Creditors.

Summary of voting done by Public Equity Shareholders through remote e-voting, postal ballot and e- Voting during the meeting:

Particulars	Number of valid votes				Percentage (%)
	Remote e-voting	e-voting during the meeting	Postal Ballot	Total	
Assent	6,95,67,325	1,40,961	0	6,97,08,286	97.9264
Dissent	14,76,073	0	0	14,76,073	2.0736
Total	7,10,43,398	1,40,961	0	7,11,84,359	100.0000

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Details of bifurcation of aforesaid votings are as under:-

A: Details of Public Equity Shareholders who voted through remote e- Voting :-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total e-votes cast	837	7,10,43,398	100.0000
Less: Invalid votes	0	0	0
Net Valid e-votes cast	837	7,10,43,398	100.0000
E-votes with assent	796*	6,95,67,325	97.9223
E-votes with dissent	42*	14,76,073	2.0777

**There was 1 (One) shareholder who had voted partially in favour of the resolution and partially against the resolution.*

B: Details of Public Equity Shareholders who voted through postal ballot :-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total votes cast	0	0	0
Less: Invalid votes	0	0	0
Net Valid votes cast	0	0	0
Votes with assent	0	0	0
Votes with dissent	0	0	0



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C: Details of Public Equity Shareholders who voted through e- Voting during the meeting:-

Particulars	Number of voters	No. of equity shares	Percentage (%)
Total e-votes cast	21	1,40,961	100
Invalid votes	0	0	0
Net Valid e-votes cast	21	1,40,961	100
Votes with assent	21	1,40,961	100
Votes with dissent	0	0	0

2. Accordingly, the aforesaid resolution has been approved by the Public Equity Shareholders with requisite majority.
3. The relevant records relating to meeting have been handed over to the Chairperson of the meeting after its conclusion.

Thanking you,



CA. Roshan Lal Jain,
FCA, IP

M. No.: 504582

IBBI Registration No. IBBI/IPA-001/IP-P00966/2017-18/11587

Scrutinizer appointed by the Hon'ble NCLT

Place: New Delhi

Date: 17.02.2022



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SCRUTINIZER'S REPORT

To,

Mr. Santosh Kumar Sahewala,

Chairperson appointed by the Hon'ble National

Company Law Tribunal, New Delhi (Court-II)

For the NCLT convened meeting of the Unsecured Creditors of
Minda Industries Limited (CIN: L74899DL1992PLC050333)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the Meeting of the Unsecured Creditors of Minda Industries Limited (Transferee Company) held on Wednesday, 16th day of February, 2022 at 12.30 P.M. through video conferencing or other audio visual means at Lakshmiapat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016 (NCLT Convened Meeting) conducted as per the directions issued by the Hon'ble National Company Law Tribunal, New Delhi vide its orders dated 31.08.2021 & 20.10.2021 in Company Application No. - CA (CAA) No. 66/ND/2021 read with the order passed by Hon'ble National Company Law Appellate Tribunal dated 23.12.2021 (collectively referred as 'the Orders')



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I, Roshan Lal Jain, Chartered Accountant, having office at AN-46B, Shalimar Bagh, North West Delhi-110088 (IBBI Registration No. IBBI/IPA-001/IP-P00966/2017-18/11587) was appointed as Scrutinizer for the purpose of scrutinizing voting process for the NCLT Convened Meeting of Unsecured Creditors held as per the directions issued under the aforesaid Orders. I submit my report as under:-

1. Notice of the aforesaid meeting was sent on January 14, 2022 to 2,228 unsecured creditors of the Transferee Company whose names appeared in the list of Unsecured Creditors as on 30th November, 2020 ('cut-off date'), duly certified by the Chartered Accountant, out of which notice was sent through email to 2,048 unsecured creditors of the Transferee Company on their registered E-mail Id's by NSDL for those Unsecured Creditors whose e-mail ids were available with the Transferee Company and to 180 unsecured creditors through Registered Post on their address as available with the Transferee Company.
2. The compliances in relation to dispatch of notice of NCLT convened meeting to the Unsecured Creditors and other compliances related to applicable provisions of the Companies Act, 2013 and rules made there under, and the directions mentioned in the NCLT orders are the responsibility of the management of the Transferee Company.
3. The Transferee Company has advertised the notice of the meeting in the newspapers "Business Standard" in English Daily (Delhi Edition) and in "Jansatta" in Hindi Language (Delhi Edition) on 15th day of January, 2022.

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4. The Unsecured Creditors of the Transferee Company as on the "cut-off date" i.e. 30th November, 2020 were entitled to vote at the NCLT convened meeting on the resolution contained in the Notice. The voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Transferee Company as on cut-off date i.e. 1 (One) vote for value of debt of Re.1/- (Rupee One only), provided, in case of value of debt is in decimal, the same has been rounded- off to the nearest rupee in multiple of Rs. 1/- (Rupee One only).
5. The Unsecured Creditors of the Transferee Company as on the cut-off date were entitled to vote at the NCLT convened meeting on the resolution contained in the Notice either through remote E-Voting or through e-voting during the meeting which was provided by National Securities Depositories Limited ('NSDL').
6. The voting period for remote e-voting commenced on Saturday, February 12, 2022 at 9:00 A.M. (IST) and ended on Tuesday, February 15, 2022 at 5:00 P.M. (IST). Further, the Unsecured Creditors of the Transferee Company were also entitled to vote through e-voting during the Meeting if they have not cast their votes through remote e-voting facility.
7. As per the attendance records provided by NSDL, there were 19 Unsecured Creditors who attended the meeting.



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8. The data of e-voting was reconciled with the details of unsecured creditors as on cut-off date as per the Chartered Accountant's Certificate.
9. After the conclusion of meeting, the e-voting done by unsecured creditors was unblocked by me in the presence of two witnesses i.e. Ms. Priyanka and Mr. Rishab Kansal, who are not in the employment of the Transferee Company.
10. The summary of result of voting by Unsecured Creditors through remote e-voting as well as through e-voting at the NCLT Convened Meeting is as under:-

Approval of Scheme of Amalgamation between Minda I Connect Private Limited (Transferor Company) and Minda Industries Limited (Transferee Company) and their respective Shareholders and Creditors.

Summary of voting through remote e-voting and e-Voting during the meeting:

Particulars	Number of valid votes			Percentage (%)
	Remote e-voting	e-voting during the meeting	Total	
Assent	70,27,31,231	11,12,66,627	81,39,97,858	99.9862
Dissent	1,12,607	0	1,12,607	0.0138
Total	70,28,43,838	11,12,66,627	81,41,10,465	100.0000



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Details of bifurcation of aforesaid voting are as under:-

A: Details of Unsecured Creditors who voted through remote e- Voting :-

Particulars	Number of voters	Amount represented by voters as on cut-off date	Percentage (%)
Total e-votes cast	37	70,28,43,838	100.0000
Less: Invalid votes	0	0	0
Net Valid e-votes cast	37	70,28,43,838	100.0000
E-votes with assent	36	70,27,31,231	99.9840
E-votes with dissent	1	1,12,607	0.0160

B: Details of Unsecured Creditors who voted through e- Voting during the meeting:-

Particulars	Number of voters	Amount represented by voters as on cut-off date	Percentage (%)
Total e-votes cast	2	11,12,66,627	100
Less: Invalid votes	0	0	0
Net Valid e-votes cast	2	11,12,66,627	100
E-votes with assent	2	11,12,66,627	100
E-votes with dissent	0	0	0



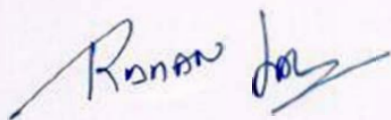
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11. Accordingly, the aforesaid resolution has been approved by the requisite majority of the Unsecured Creditors of the Transferee Company.

12. The relevant records relating to meeting have been handed over to the Chairperson of the meeting after its conclusion.

Thanking you,



CA Roshan Lal Jain,
FCA, IP

M. No.: 504582

IBBI Registration No. IBBI/PA-001/IP-P00966/2017-18/11587

Scrutinizer appointed by the Hon'ble NCLT

Place: New Delhi

Date: 17.02.2022