

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

Date : 20 December, 2019

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

Sub: - Scheme of Arrangement/Amalgamation under Section 230 -232 of the Companies Act, 2013 between M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited, Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective Shareholders and Creditors (hereinafter referred to as 'Scheme')

Dear Sirs,

This is in continuation of our earlier letters dated 09/12/2019 and 10/12/2019 on the subject matter cited above, we wish to inform that the Chairperson, appointed by the Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the following meetings: -

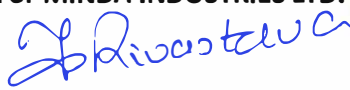
S.No.	Name of the Meeting	Meeting held on
1	Equity Shareholders Meeting of Minda Industries Limited	09/12/2019
2	Unsecured Creditors Meeting of MJ Casting Limited	11/12/2019
3	Unsecured Creditors Meeting of Minda Distribution and Services Limited	
4	Unsecured Creditors Meeting of Minda Auto Components Limited	
5	Unsecured Creditors Meeting of Minda Rinder Private Limited	16/12/2019

for the above stated WOS merger have signed/ given their Report(s) and filed with NCLT, New Delhi on 19/12/2019, alongwith Scrutinizer's Report(s) of these meetings. We are sharing copy of the said Report(s).

This is for your information and records please.

Yours faithfully,

For **MINDA INDUSTRIES LTD.**


Tarun Kumar Srivastava
Company Secretary & Compliance Officer



Encl: As above.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

**COMPANY APPLICATION NO. C.A. (CAA) – 133 (ND)/ 2019
CONNECTED WITH
COMPANY APPLICATION NO. CA – 1906 (PB)/ 2019**

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION
OF**

M J CASTING LIMITED

TRANSFEROR COMPANY NO. 1/ APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

TRANSFEREE COMPANY/ APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE CREDITORS AND SHAREHOLDERS

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THROUGH:
AUTHORISED REPRESENTATIVE FOR THE APPLICANTS

Devesh Kumar Vasisht

Sanjay Grover/ Devesh Kumar Vasisht/ Apurva Jain
Company Secretary in Practice/ Advocate
B-88, 1st Floor, Defence Colony, New Delhi- 110024
Mobile No.- 9810144530
Email Id- sanjaygrover7@gmail.com

Place: New Delhi

Date: 19th day of December, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

COMPANY APPLICATION NO. CA (CAA) No. -133(ND)/2019

CONNECTED WITH

COMPANY APPLICATION NO. C.A. 1906 (PB)/2019

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

OF

M J CASTING LIMITED

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

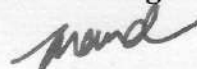
...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

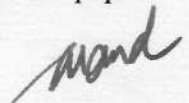
**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF
M J CASTING LIMITED BY THE CHAIRPERSON**

I, Deepa Krishan, Former NCLT Member, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October 25, 2019, to act as **Chairperson for the meeting of Unsecured Creditors of M J Casting**

Limited (Transferor Company No. 1/ Applicant Company No. 1), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Wednesday, 11th day of December, 2019 at Lakshmipat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 11:00 A.M. (IST) but due to want of quorum, it was adjourned for half an hour and resumed at 11:30 A.M. (IST).
2. That out of 386 (Three Hundred and Eighty-Six) unsecured creditors, the meeting was attended by 16 (Sixteen) unsecured creditors. As per the directions of the Hon'ble Tribunal vide its order dated 25th October, 2019, the requisite quorum for the meeting has been fixed as 95 (Ninety Five) in numbers. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the unsecured creditors present at the meeting were deemed to be considered as quorum and the meeting was called to order.
3. That the voting rights of Unsecured Creditors have been reckoned in proportion to their outstanding unsecured debt due by the Company as on May 31, 2019 (cut-off date) i.e. Rs. 42,67,52,230/- (Rupees Forty-Two Crore Sixty-Seven Lakhs Fifty-Two Thousand Two Hundred and Thirty Only) and therefore, total 16 (Sixteen) Unsecured Creditors having an outstanding unsecured debt of Rs. 4,71,05,421/- (Rupees Four Crore Seventy-One Lakhs Five Thousand Four Hundred and Twenty-One Only) representing 11.03 % of the total outstanding unsecured debt of the Company, attended the meeting.
4. That the Scheme of Amalgamation was read out and explained by me at the meeting, and the question submitted to the said meeting was whether the unsecured creditors of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of unsecured creditors who were present at the meeting through ballot papers made available at the meeting.



5. That 13 (Thirteen) Unsecured Creditors of the Company representing 93.22 % in value, out of total presence in the meeting, were of the opinion that the Scheme of Amalgamation **should be approved and agreed to**. The result of the voting upon the said question was as follows:-

— The under-mentioned Unsecured Creditors voted in favour of the Scheme of Amalgamation being adopted and carried into effect:-

SER. NO.	NAME OF CREDITOR	ADDRESS	VALUE OF DEBT	NUMBER OF VOTES
1.	Lubrikote Specialities Private Limited.	804, Oceanic Carter Road, Bandra, Mumbai-400050	27,64,675	27,64,675
2.	Minda Industries Limited	B-64/1, Wazirpur, Industrial Area Delhi-110052	45,09,126	45,09,126
3.	Sumit Industries	35, Gali No.1 Basai Indl Area Gurgaon-122016	31,270	31,270
4.	Tool Tech Technologies	TB-226, Capital Galeria Bhiwadi Alwar, Rajasthan - 301019	3,75,301	3,75,301
5.	Sai Polypack And Trading Company	Rewari-Bawal Main Road Jaliawas Rewari Haryana-123501	3,82,662	3,82,662
6.	Hi-Tech Bearing Enterprises	Shop No.3, Satyam Plaza, Gurgaon Civil Lines, Haryana - 120002	4,09,641	4,09,641
7.	Accurate Cutting Tools	Plot No. 2218, Near Chacha Faridabad Chowk, Haryana-121005	5,76,376	5,76,376
8.	Om Tulsi Electricals	45 th Milestone, NH-8 Main Delhi Jaipur Highway, Sector-82A Tehsil Manesar, Gurgaon Village Rampura, Post Shikohpur, Haryana-122004	7,16,477	7,16,477
9.	Pacific Technoproducts India Private Limited	86/9 Rattan Garden, Gurgaon, Haryana -122001	10,84,727	10,84,727
10.	Shree Balaji Alumnicast Private Limited	202/3 & 203/2, Periyamadagondapalli, Hosur, Tamil Nadu- 635114	3,01,70,550	3,01,70,550
11.	Shri Ram Neha Industry	Plot No. 232, Sector 3, IMT Bawal Rewari, Haryana - 123501	7,56,126	7,56,126
12.	Raje Industrial Services	Shri Sidhi Society Societ Gurgaon GH.1, SEC-1 Manesar- 122050	13,64,588	13,64,588

13.	Shiv Shakti Traders	KH. No. 489/1 Opp. Chaman, Gurugram, Haryana -122006	7,70,304	7,70,304
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— The under-mentioned Unsecured Creditors voted against the Scheme of Amalgamation being adopted and carried into effect:-


Sr. No.	Name of Creditor	Address	Value of debt	Number of votes
NIL				

- 3 (Three) ballot papers representing Rs. 31,93,600/- (Rupees Thirty-One Lakh Ninety Three Thousand and Six Hundred Only) in value which constitutes 6.77 % of total presence were considered as invalid.
6. The Scrutinizer appointed by the Hon'ble Tribunal has also provided its report. Scrutinizer's Report for the meeting is also annexed herewith and marked as **Annexure-A**.

Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019


MS. DEEPA KRISHAN


MR. ABHISHEK ANAND

**CHAIRPERSON APPOINTED
FOR THE MEETING**

**ALTERNATE CHAIRPERSON
APPOINTED FOR THE MEETING**



Annexure 'A' 7

MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

**Ms. Deepa Krishan,
Former NCLT Member,**

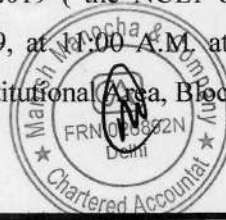
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

M J Casting Limited (CIN: U28900DL2010PLC211731)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the result of Voting by way of Ballot paper at the venue of NCLT Convened Meeting of the Unsecured Creditors of M J Casting Limited held on December 11, 2019 at Lakshmipat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016 conducted as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25, 2019 for approval of the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company).

I, Manish Manocha, Chartered Accountant, having office at Room No 115, 1st Floor, Pooja Complex, Veer Savarkar block, Shakarpur, New Delhi 110092, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated November 01, 2019 for the meeting of **Unsecured Creditors of M J Casting Limited** (Transferor Company No. 1 / the Company) as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi Bench Court IV vide its orders dated 25th October, 2019 in Company Application No. C.A (CAA)-132 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled to be convened on Wednesday, December 11, 2019, at 11:00 A.M. at Lakshmipat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas,



ADD.- ROOM NO-115, FIRST FLOOR, POOJA COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR, DELHI-110092
Mobile No. - 9899127929, 9212760601, Email Id: - manishkumar1004@gmail.com



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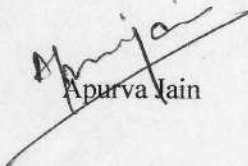
MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

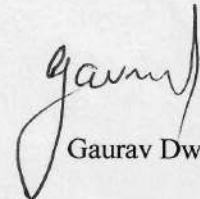
New Delhi-110016 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 11:30 A.M., pursuant to the said NCLT Order.

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all Unsecured Creditors of the Company whose names appear in the Chartered Accountant Certificate certifying the list of Unsecured Creditors as on May 31, 2019 in accordance with the directions issued in the NCLT orders.
2. The Unsecured Creditors of the Company as on the "cut-off date" i.e. May 31, 2019 were entitled to vote through Ballot paper at the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting. voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Company as on May 31, 2019 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 Re. 1/- (Rupee One only).
3. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. 1 (One) ballot box was kept at the meeting and the ballot box was locked in my presence.
4. After the completion of poll at the NCLT Convened Meeting, the ballot box was opened in my presence and in the presence of two witnesses, namely, Apurva Jain and Gaurav Dwivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.


Apurva Jain




Gaurav Dwivedi



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MANISH MANOCHA & COMPANY


CHARTERED ACCOUNTANT

5. Thereafter, the Ballot papers were diligently scrutinized and the same were reconciled with the records maintained by the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers which have been treated as invalid and were kept separately.
6. The compliances in relation to dispatch of notices 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, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.
7. **The summary of result of voting by Unsecured Creditors through Ballot Paper at the NCLT Convened Meeting is as under:-**

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective shareholders and creditors.

A1: Details of Unsecured Creditors who voted through Ballot Paper at the meeting:-

Total number of Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	16
Total amount outstanding of the Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	4,71,05,421
Total Number of Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	3
Total amount outstanding, as on cut-off date, Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	31,93,600





MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

Total number of Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	13
Total amount outstanding of the Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	4,39,11,821

A2: Table showing the Voting Result of NCLT convened meeting of Unsecured Creditors is as under:-

Particulars	No. of Unsecured Creditors voted (through Ballot paper)	% of Total No. of Unsecured Creditors voted (through Ballot paper)	Value of Unsecured Creditors voted (through Ballot paper) (In Rs.)	% of Value of Unsecured Creditors voted (through Ballot paper)
Assent	13	100%	4,39,11,821	100%
Dissent	0	0	0	0
Total	13	100%	4,39,11,821	100%

Based on the aforesaid, the aforesaid resolution has been approved with requisite majority in number and in value.

The Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,



Manish Manocha
Scrutinizer appointed for the NCLT
Convened meeting
CP No.: 528520
Firm Registration No: 026892N

Place: New Delhi
Date: December 11, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

COMPANY APPLICATION NO. CA (CAA) No. -133(ND)/2019

CONNECTED WITH

COMPANY APPLICATION NO. C.A. 1906 (PB)/2019

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

OF

M J CASTING LIMITED

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

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...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

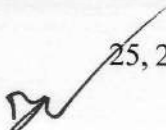
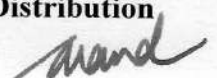
...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

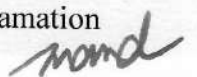
**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF
MINDA DISTRIBUTION AND SERVICES LIMITED BY THE
CHAIRPERSON**

I, Deepa Krishan, Former NCLT Member, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October 25, 2019, to act as **Chairperson for the meeting of Unsecured Creditors of Minda Distribution**

and Services Limited (Transferor Company No. 2/ Applicant Company No. 2), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Wednesday, 11th day of December, 2019 at Lakshmiapat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 12:00 Noon (IST) but due to want of quorum, it was adjourned for half an hour at 12:10 P.M. and resumed at 12:40 P.M. (IST).
2. That out of 61 (Sixty One) unsecured creditors, the meeting was attended by 18 (Eighteen) unsecured creditors. As per the directions of the Hon'ble Tribunal vide its orders dated 25th day of October, 2019, the requisite quorum for the meeting has been fixed as 15 (Fifteen) in numbers. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the quorum as per the NCLT Order was present and then the meeting was called to order.
3. That the voting rights of Unsecured Creditors have been reckoned in proportion to their outstanding unsecured debt due by the Company as on May 31, 2019 (cut-off date) i.e. Rs. 57,05,16,396.74/- (Rupees Fifty Seven Crore Five Lakh Sixteen Thousand Three Hundred Ninety Six and Seventy Four Paise Only) and therefore, total 18 (Eighteen) Unsecured Creditors having an outstanding unsecured debt of Rs. 15,76,78,593.10/- (Rupees Fifteen Crore Seventy Six Lakhs Seventy Eight Thousand Five Hundred Ninety Three and Ten Paise Only) representing 27.64 % of the total outstanding unsecured debt of the Company, attended the meeting.
4. That the Scheme of Amalgamation was read out and explained by me at the meeting, and the question submitted to the said meeting was whether the unsecured creditors of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of unsecured creditors who were present at the meeting through ballot papers made available at the meeting.
5. That 18 (Eighteen) Unsecured Creditors of the Company representing 100 % in value, out of total presence in the meeting, were of the opinion that the Scheme of Amalgamation



should be approved and agreed to. The result of the voting upon the said question was as follows:-

— The under-mentioned Unsecured Creditors voted in favour of the Scheme of Amalgamation being adopted and carried into effect:-

SR. NO.	NAME OF CREDITOR	ADDRESS	VALUE OF DEBT	NUMBER OF VOTES
1.	Suman Auto Parts Ltd. (Gurgaon)	Plot No.169, Sec-3, Imt Manesar, Gurgaon, Haryana-122050	77,83,915.93	77,83,916
2.	Minda Onkyo India Pvt Ltd.	Plot No.192 E,Sector-4,Hsiide Bawal, Distt Rewari-123501haryana	6,27,880.41	6,27,880
3.	Minda Rinder Private Limited	Gat No.148, Mhalunge Ingale Tal : Khed Distt Pune Off Chakan Talegaon Road	1,01,35,342.27	1,01,35,342
4.	Appexigo Technologies Pvt Ltd	C-436, Sec-19,Noida, 201301	29,430.00	29,430
5.	Balays Infotech	1 st Floor, Sanjay Complex Rajpurpara, Main Road Rajkot, Gujrat 360001	36,612.00	36,612
6.	Jai Ambey Trading Company	C-416, Ist Floor Sec-10 , Noida Up 201301	25,168.00	25,168
7.	Lavitra Industries	3855, Chawri Bazar, Delhi 110006	4,58,527.00	4,58,527
8.	Microrent (India)	B-3/18 Janakpuri, New Delhi 110058	55,100.00	55,100
9.	P.S.V. Packaging	H. No-228, Bhalswa Village Near Meetha Kua, Delhi - 110033	4,00,013.00	4,00,013
10.	Shree Giriraj Packaging Industries	A-209 Sector A-4 Tronica City Ghaziabad - 201102	7,99,503.94	7,99,504
11.	Universal Liaison & Logistics	41, Vaishali Dwarka, New Delhi-110045	4,47,223.00	4,47,223

12.	B & K Sellers	D-7 Krishna Nagar, Near Chhcachi Building Opposite Ratan Devi School, Delhi-110051	24,840.00	24,840
13.	Jehlum Goods Transport Co.(Regd)	Shop-17, Qutub Road Delhi-110006	2,08,613.00	2,08,613
14.	Max Engineering Co.	Ground Floor, 5930, Gali No-1, Block No- 4,Dev Nagar, Karol Bagh, New Delhi-110005	40,179.00	40,179
15.	Osaka Industries	E-4, Sector-2, Bawana Industrial Area, Delhi-110039	60,502.00	60,502
16.	Rivigo Services Private Ltd	Khasra No. 319 And 320, Lal Dora Village, Hamidpur, North - West Delhi, Delhi- 110036	58,28,500.00	58,28,500
17.	Value Freight (Delhi) Pvt. Ltd.	25, 1st Floor, East Of Kailash, Community Centre, New Delhi-110065	1,94,114.00	1,94,114
18.	Minda Industries Limited	B-64/1, Wazirpur Industrial Area, Delhi-110052	13,05,23,129.55	13,05,23,130

— The under-mentioned Unsecured Creditors voted against the Scheme of Amalgamation being adopted and carried into effect:-

Sr. No.	Name of Creditor	Address	Value of debt	Number of votes
NIL				

— NIL Ballot Papers were considered as Invalid.

6. The Scrutinizer appointed by the Hon'ble Tribunal has also provided its report. Scrutinizer's Report for the meeting is also annexed herewith and marked as **Annexure-A**.


mand

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Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019


MS. DEEPA KRISHAN


MR. ABHISHEK ANAND

**CHAIRPERSON APPOINTED
FOR THE MEETING**

**ALTERNATE CHAIRPERSON
APPOINTED FOR THE MEETING**



Annexure 'A' 16

MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

**Ms. Deepa Krishan,
Former NCLT Member,**

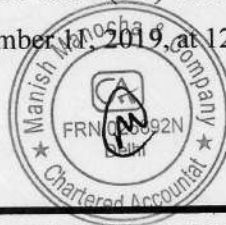
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

Minda Distribution and Services Limited (CIN: U34300DL2011PLC227272)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the result of Voting by way of Ballot paper at the venue of NCLT Convened Meeting of the Unsecured Creditors of Minda Distribution and Services Limited held on December 11, 2019 at Lakshmiapat Singhanian Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Hauz Khas, New Delhi-110016 conducted as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25, 2019 for approval of the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company).

I, Manish Manocha, Chartered Accountant, having office at Room No. 115, 1st Floor, Pooja Complex, Veer Savarkar Block, Shakarpur, New Delhi 110092, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated November 01, 2019 for the meeting of **Unsecured Creditors of Minda Distribution and Services Limited** (Transferor Company No. 2 / the Company) as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi Bench Court IV vide its orders dated 25th October, 2019 in Company Application No. C.A (CAA)-132 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled to be convened on Wednesday, December 11, 2019, at 12:00 Noon. at Lakshmiapat





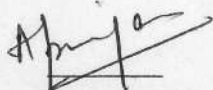
MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

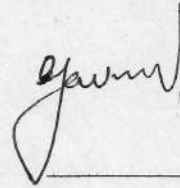
Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Hauz Khas, New Delhi-110016 ('Meeting'), but was however adjourned for half an hour at 12: 10 P.M., due to insufficient quorum and was thereby resumed at 12:40 P.M., pursuant to the said NCLT Order.

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all the Unsecured Creditors of the Company whose names appear in the Chartered Accountant Certificate certifying the list of Unsecured Creditors as on May 31, 2019 in accordance with the directions issued in the NCLT orders.
2. The Unsecured Creditors of the Company as on the "cut-off date" i.e. May 31, 2019 were entitled to vote through Ballot paper at the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting. The voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Company as on May 31, 2019 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 Re. 1/- (Rupee One only).
3. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. 1 (One) ballot box was kept at the meeting and the ballot box was locked in my presence.
4. After the completion of poll at the NCLT Convened Meeting, the ballot box was opened in my presence and in the presence of two witnesses, namely, Apurva Jain and Gaurav Dwivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.


(APURVA JAIN)




C GAURAV DWIVEDI



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5. Thereafter, the Ballot papers were diligently scrutinized and the same were reconciled with the records maintained by the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers which have been treated as invalid and were kept separately.
6. The compliances in relation to dispatch of notices 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, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.
7. **The summary of result of voting by Unsecured Creditors through Ballot Paper at the NCLT Convened Meeting is as under:-**

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective shareholders and creditors.

A1: Details of Unsecured Creditors who voted through Ballot Paper at the meeting:-

Total number of Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	18
Total amount outstanding of the Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	157,678,593.10
Total Number of Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL
Total amount outstanding, as on cut-off date, Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL





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Total number of Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	18
Total amount outstanding of the Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	157,678,593.10

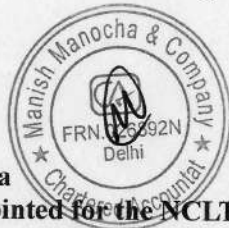
A2: Table showing the Voting Result of NCLT convened meeting of Unsecured Creditors is as under:-

Particulars	No. of Unsecured Creditors voted (through Ballot paper)	% of Total No. of Unsecured Creditors voted (through Ballot paper)	Value of Unsecured Creditors voted (through Ballot paper) (In Rs.)	% of Value of Unsecured Creditors voted (through Ballot paper)
Assent	18	100%	157,678,593.10	100%
Dissent	0	0	0	0
Total	18	100%	157,678,593.10	100%

Based on the aforesaid, the aforesaid resolution has been approved with requisite majority in number and in value.

The Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,



Manish Manocha
Scrutinizer appointed for the NCLT Convened meeting
CP No.: 528520
Firm Registration Number: 026892N

Place: New Delhi
Date: December 11, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

**COMPANY APPLICATION NO. CA (CAA) NO. -133(ND)/2019
CONNECTED WITH
COMPANY APPLICATION NO. C.A. 1906 (PB)/2019**

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION
OF
M J CASTING LIMITED**

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF
MINDA AUTO COMPONENTS LIMITED BY THE CHAIRPERSON**

I, Deepa Krishan, Former NCLT Member, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October 25, 2019, to act as **Chairperson for the meeting of Unsecured Creditors of Minda Auto**




Components Limited (Transferor Company No. 3/ Applicant Company No. 3), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Wednesday, 11th day of December, 2019 at Lakshmipat Singhanian Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 01:00 P.M. (IST) but due to want of quorum, it was adjourned for half an hour and resumed at 01:30 P.M. (IST).
2. That out of 68 (Sixty Eight) unsecured creditors, the meeting was attended by 5 (Five) unsecured creditors. As per the directions of the Hon'ble Tribunal vide its order dated 25th day of October, 2019, the requisite quorum for the meeting has been fixed as 17 (Seventeen) in number. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the unsecured creditors present at the meeting were considered as quorum and the meeting was called to order.
3. That the voting rights of Unsecured Creditors have been reckoned in proportion to their outstanding unsecured debt due by the Company as on May 31, 2019 (cut-off date) i.e. Rs. 13,25,81,024.26/- (Rupees Thirteen Crore Twenty Five Lakh Eighty One Thousand Twenty Four and Twenty Six Paise Only) and therefore, total 5 (Five) Unsecured Creditors having an outstanding unsecured debt of Rs. 7,93,12,123.23/- (Rupees Seven Crore Ninety Three Lakh Twelve Thousand One Hundred Twenty Three and Twenty Three paise Only) representing 59.82% of the total outstanding unsecured debt of the Company, attended the meeting.
4. That the Scheme of Amalgamation was read out and explained by me at the meeting, and the question submitted to the said meeting was whether the unsecured creditors of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of unsecured creditors who were present at the meeting through ballot papers made available at the meeting.

5. That 5 (Five) Unsecured Creditors of the Company representing 100% in value, out of total presence in the meeting, were of the opinion that the Scheme of Amalgamation **should be approved and agreed to**. The result of the voting upon the said question was as follows:-

— The under-mentioned Unsecured Creditors voted in favour of the Scheme of Amalgamation being adopted and carried into effect:-

Sr. No.	Name of Creditor	Address	Value of Debt	Number of Votes
1.	HGI Automotives Private Limited	Plot No.19 Sector-58, Faridabad - 121001	3,20,849.92	3,20,850
2.	Minda Industries Limited	Village Nawada Fatehpur, P.O. Sikanderpur Badda, - 122004	3,80,578.64	3,80,579
3.	Minda Rinder Private Limited	Plot No. 12 & 13, Sector - 16, Bahadurghar - 124507	6,99,45,025.26	6,99,45,025
4.	Shankar Moulding Limited	Plot No. 36A, Rahasthani, New Delhi -122051	7,794.10	7,794
5.	Suprajit Engineering Limited. (Raj)	Sp 4-887, Pathredi Industrial Area Alwar, Alwar - 301019	86,57,875.31	86,57,875

— The under-mentioned Unsecured Creditors voted against the Scheme of Amalgamation being adopted and carried into effect:-

Sr. No.	Name of Creditor	Address	Value of debt	Number of votes
NIL				

— NIL ballot papers were considered as invalid.

6. The Scrutinizer appointed by the Hon'ble Tribunal has also provided its report. Scrutinizer's Report for the meeting is also annexed herewith and marked as **Annexure-**

A.

Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019

Deepa Krishan
MS. DEEPA KRISHAN

Abhishek Anand
MR. ABHISHEK ANAND

**CHAIRPERSON APPOINTED FOR
THE MEETING**

**ALTERNATE CHAIRPERSON
APPOINTED FOR THE
MEETING**



Annexure A 24

MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

Ms. Deepa Krishan,
Former NCLT Member,

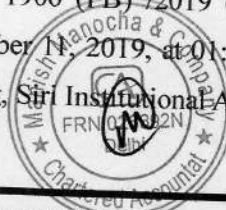
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

Minda Auto Components Limited (CIN: U25209DL1996PLC083240)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the result of Voting by way of Ballot paper at the venue of NCLT Convened Meeting of the Unsecured Creditors of Minda Auto Components Limited held on December 11, 2019 at Lakshmipat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016 conducted as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25, 2019 for approval of the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company).

I, Manish Manocha, Chartered Accountant, having office at Room No. 115, 1st Floor, Pooja Complex, Veer Savarkar Block, Shakarpur, New Delhi- 110092, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated November 01, 2019 for the meeting of **Unsecured Creditors of Minda Auto Components Limited** (Transferor Company No. 3 / the Company) as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi Bench Court IV vide its orders dated 25th October, 2019 in Company Application No. C.A (CAA)-132 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled to be convened on Wednesday, December 11, 2019, at 01:00 P.M. at Lakshmipat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus,



ADD.: - ROOM NO-115, FIRST FLOOR, POOJA COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR, DELHI-110092
Mobile No. - 9899127929, 9212760601, Email Id: - manishkumar1004@gmail.com



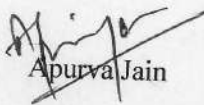
MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

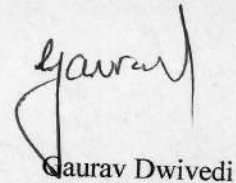
Hauz Khas, New Delhi-110016 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 01:30 P.M., pursuant to the said NCLT Order.

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all Unsecured Creditors of the Company whose names appear in the Chartered Accountant Certificate certifying the list of Unsecured Creditors as on May 31, 2019 in accordance with the directions issued in the NCLT orders.
2. The Unsecured Creditors of the Company as on the "cut-off date" i.e. May 31, 2019 were entitled to vote through Ballot paper at the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting. The voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Company as on May 31, 2019 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 Re. 1/- (Rupee One only).
3. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. 1 (One) ballot box was kept at the meeting and the ballot box was locked in my presence.
4. After the completion of poll at the NCLT Convened Meeting, the ballot box was opened in my presence and in the presence of two witnesses, namely, Ms. Apurva Jain and Mr. Gaurav Dwivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.


Apurva Jain




Gaurav Dwivedi



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5. Thereafter, the Ballot papers were diligently scrutinized and the same were reconciled with the records maintained by the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers which have been treated as invalid and were kept separately.
6. The compliances in relation to dispatch of notices 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, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.
7. **The summary of result of voting by Unsecured Creditors through Ballot Paper at the NCLT Convened Meeting is as under:-**

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective shareholders and creditors.

A1: Details of Unsecured Creditors who voted through Ballot Paper at the meeting:-

Total number of Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	5
Total amount outstanding of the Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	7,93,12,123.23
Total Number of Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL
Total amount outstanding, as on cut-off date, Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL
Total number of Unsecured Creditors present	5





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in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	
Total amount outstanding of the Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	7,93,12,123.23

A2: Table showing the Voting Result of NCLT convened meeting of Unsecured Creditors is as under:-

Particulars	No. of Unsecured Creditors voted (through Ballot paper)	% of Total No. of Unsecured Creditors voted (through Ballot paper)	Value of Unsecured Creditors voted (through Ballot paper) (In Rs.)	% of Value of Unsecured Creditors voted (through Ballot paper)
Assent	5	100%	7,93,12,123.23	100%
Dissent	0	0	0	0
Total	5	100%	7,93,12,123.23	100%

Based on the aforesaid, the aforesaid resolution has been approved with requisite majority in number and in value.

The Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,



Manish Manocha
Scrutinizer appointed for the NCLT
Convened meeting
CP No.: 528520
Firm Registration Number: 026892N

Place: New Delhi
Date: December 11, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

COMPANY APPLICATION NO. CA (CAA) NO. -133(ND)/2019

CONNECTED WITH

COMPANY APPLICATION NO. C.A. 1906 (PB)/2019

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

OF

M J CASTING LIMITED

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED



...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF MINDA
RINDER PRIVATE LIMITED BY THE CHAIRPERSON**

I, Satish Sekhri, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October 25, 2019, to act as **Chairperson for the meeting of Unsecured Creditors of Minda Rinder Private Limited** (Transferor Company No. 4), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Wednesday,

16th day of December, 2019 at Hotel Matrix Inn, besides Indian Oil Pump, Chakan-Telegaon Road, Kharabwadi, Chakan, Pune-410501, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 11:30 A.M. (IST) but due to want of quorum, it was adjourned for half an hour and resumed at 12:00 Noon (IST).
2. That out of 672 (Six Hundred and Seventy-Two) unsecured creditors, the meeting was attended by 24 (Twenty-Four) unsecured creditors. As per the directions of the Hon'ble Tribunal vide its orders dated 25th day of October, 2019, the requisite quorum for the meeting has been fixed as 168 (One Hundred and Sixty Eight) in number. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the unsecured creditors present at the meeting were deemed to be considered as quorum and the meeting was called to order.
3. That the voting rights of Unsecured Creditors have been reckoned in proportion to their outstanding unsecured debt due by the Company as on May 31, 2019 (cut-off date) i.e. Rs. 1,15,18,70,822.41/- (Rupees One Hundred and Fifteen Crore Eighteen Lakh Seventy Thousand Eight Hundred Twenty-Two and Forty-One Paisa Only) and therefore, total 24 (Twenty-Four) Unsecured Creditors having an outstanding unsecured debt of Rs. 30,11,98,472.36/- (Rupees Thirty Crore Eleven Lakh Ninety Eight Thousand Four Hundred Seventy Two and Thirty Six Paisa Only) representing 26.14.% of the total outstanding unsecured debt of the Company, attended the meeting.
4. That the Scheme of Amalgamation was taken as read at the meeting, as the copy of the said scheme was sent to the unsecured creditors along with the Notice of the Meeting. The question submitted to the said meeting was whether the unsecured creditors of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of unsecured creditors who were present at the meeting through ballot papers made available at the meeting.
5. That 21 (Twenty-One) Unsecured Creditors of the Company representing 98.63% in value, out of total presence in the meeting, were of the opinion that the Scheme of Amalgamation



should be approved and agreed to. The result of the voting upon the said question was as follows:-

— The under-mentioned Unsecured Creditors voted in favour of the Scheme of Amalgamation being adopted and carried into effect:-

SR. NO	NAME OF CREDITOR	ADDRESS	VALUE OF DEBT	NUMBER OF VOTES
1	Kajol Enterprises	Sai Industrial Estate, Pune-411039, India	10,50,996.50	10,50,997
2	Balaji Industries	S No.65/3b, Pune-411033, India	13,72,994.86	13,72,995
3	Piyush Enterprises	Gat No.1613,Dehu Alandi Road, Pune-411062, India	29,41,218.66	29,41,219
4	Shree Swami Samarth Engin	Plot No. J-477/2, Pune-411026, India	30,80,163.28	30,80,163
5	Shankar Moulding Limited	Plot No.36 A, Rahasthani, Delhi-110033, India	36,29,577.36	36,29,577
6	Sharp Auto Pvt. Ltd.	Plot No. W-207 (F), Pune-411026, India	59,65,596.80	59,65,597
7	Minda Industries Limited	Village Naharpur Kasan / 122050 Haryana-Gurgaon, Gurugram-122050, India	6,25,61,883.55	6,25,61,884
8	S.N. Casting Ltd.	Gat No. 202 Mahalunge (Ingle) Tal., Pune-410501, India	48,231.21	48,231
9	Mitil Polymer Private Limited	Gat No-134/2, Near Atlas Capco, Tal. Khed Pune-410501, India	14,64,66,306.45	14,64,66,306
10	Suman Auto Parts Ltd	Plot No 169 Sec-3 IMT Manesar, Gurgaon-122001, India	3,40,464.00	3,40,464
11	TN Packaging Pvt. Ltd.	Survey No 208/1; Kharabwa, Pune-410501, India	15,05,005.28	15,05,005
12	AGS Enterprises	E-06, Supermart-II, DLF-IV, Gurgaon-122002, India	1,50,85,828.50	1,50,85,829
13	Mayuresh Plastics	Gat No. 77, Plot No 06,, Pune-411062, India	7,96,711.90	7,96,712
14	Minda Projects Ltd.	Village Naharpur Kasan, Po Nakhrola, Gurgaon-122004, India	11,68,172.46	11,68,172
15	Rubber Craft Industries	J-294, M.I.D.C., Bhosari, Pune-411026, India	27,30,623.84	27,30,624
16	Suniti Holdings Pvt. Ltd	Shriram Warehousing, Pune-411033, India	1,72,89,068.52	1,72,89,069
17	S. P. Max Enterprises	Shop No.11 Shaukat, Pune-411018, India	6,89,903.52	6,89,904
18	Saransh Enterprises	Shop No.2, Arya Prism Bui, Pune-410501, India	7,670.00	7,670
19	Shaligram Plastocraft Ad	Gat O 613/1/3 Village Kur, Chakan, Pune-410501, India	1,52,65,970.08	1,52,65,970

20	Vedant Enterprises	B-46, MIDC. Waluj, Aurangabad-431136, India	52,27,425.96	52,27,426
21	Sam Manufacturing Ltd.	Gat No 343, Plot No 13 To 19,, Chakan, Talagaon Road Pune-410501, India	98,61,840.04	98,61,840

- The under-mentioned Unsecured Creditors voted against the Scheme of Amalgamation being adopted and carried into effect:- **NIL**
- 3 (Three) ballot papers representing Rs. 41,12,819.59 (Rupees Forty-One Lakh Twelve Thousand Eight Hundred Nineteen and Fifty Nine Paisa) in value which constitutes 1.37% of total presence were considered as invalid.
6. The Scrutinizer appointed by the Hon'ble Tribunal has also provided its report. Scrutinizer's Report for the meeting is also annexed herewith and marked as **Annexure-A**.

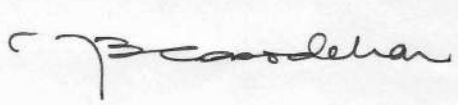
Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 16th Day of December, 2019


MR. SATISH SEKHRI

**CHAIRPERSON APPOINTED
FOR THE MEETING**

MR. MILIND KASODEKAR


**ALTERNATE CHAIRPERSON
APPOINTED FOR THE MEETING**

Company Secretaries

First Floor, Dnyan Sudha Apartments,
77, Vijayanagar Colony, 2147, Sadashiv Peth,
Pune 411 030.

Telefax : + 91 20 2432 5075, 2432 0368, 2432 4288 **E-mail :** info@mrmcs.Com **Website :** www.mrmcs.com

SCRUTINIZER'S REPORTAnnexure 'A'

To

Mr. Satish Sekhri,

Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

Minda Rinder Private Limited (CIN: U31506PN1988PTC045915)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the result of Voting by way of Ballot paper at the venue of NCLT Convened Meeting of the Unsecured Creditors of Minda Rinder Private Limited held on December 16, 2019 at Hotel Matrix Inn, besides Indian Oil Pump, Chakan-Telegaon Road, Kharabwadi, Chakan, Pune-410501 conducted as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25th 2019 for approval of the Scheme of Amalgamation of;

**M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and
Minda Rinder Private Limited ("Transferor Companies")**

with

Minda Industries Limited ("Transferee Company").

I, Shilpa Dixit, Practicing Company Secretary (FCS: 5819,CP: 7464), having office at First Floor, Dnyan Sudha Apartments, 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune - 411030, was appointed as a Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Ballot paper at the venue of NCLT Convened Meeting, on the resolution of mentioned in the Notice dated November 01, 2019 for the meeting of **Unsecured Creditors of Minda Rinder Private Limited** (Transferor Company No. 4 / the Company) as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) vide its orders dated October 25th 2019 in Company Application No. C.A (CAA)-133 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled convened on Monday, December 16th 2019, at 11:30 A.M. at Hotel Matrix Inn, besides Indian Oil Pump, Chakan-Telegaon Road, Kharabwadi, Chakan, Pune-410501 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 12:00 Noon, pursuant to the said NCLT Order.

1 | Page



A handwritten signature in black ink, appearing to be "Shilpa K. Dixit".

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all Unsecured Creditors of the Company whose names appear in the Chartered Accountant Certificate certifying the list of Unsecured Creditors as on May 31st 2019 in accordance with the directions issued in the NCLT order.
2. The Unsecured Creditors of the Company as on the "cut-off date" i.e. May 31, 2019 were entitled to vote through Ballot paper at the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting. The voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Company as on May 31st 2019 i.e. 1 (One) vote for value of debt of Re. 1/- (Rupee One only)
3. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. 1 (One) ballot box was kept at the meeting and the ballot box was locked in my presence.
4. After the completion of poll at the NCLT Convened Meeting, the ballot box was opened in my presence and in the presence of two witnesses, namely, Ms Apoorva Jain and Mr. Ganesh Awaghade who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

Apoorva

Ganesh Awaghade

5. Thereafter, the Ballot papers were diligently scrutinized and the same were reconciled with the records maintained by the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers which have been treated as invalid were kept separately.
6. The compliances in relation to dispatch of notices 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, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.



[Signature]

7. The summary of result of voting by Unsecured Creditors through Ballot Paper at the NCLT Convened Meeting is as under:-

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited ("Transferor Companies") with Minda Industries Limited ("Transferee Company") and their respective shareholders and creditors.

Details of Unsecured Creditors who voted through Ballot Paper at the meeting:-

Sr. No.	Details	Particulars
1.	Total number of Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance sheets maintained separately)	24
2	Total amount outstanding of the Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance sheets maintained separately)	Rs. 301198472.36
3	Total Number of Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid	3
4	Total amount outstanding, as on cut-off date, Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid	Rs. 4112819.59
5	Total number of Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	21
6	Total amount outstanding of the Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	Rs. 297085652.77



A2: Table showing the Voting Results of NCLT convened meeting of Unsecured Creditors is as under:-

Particulars	No. of Unsecured Creditors attended and voted (through Ballot paper)	% of Total No. of Unsecured Creditors attended and voted (through Ballot paper)	Value of Unsecured Creditors attended and voted (through Ballot paper) (In Rs.)	% of Value of Unsecured Creditors attended and voted (through Ballot paper)
Assent	21	87.50	297085652.77	98.63
Dissent	0	0.00	0	0
Invalid	3	12.50	41,12,819.59	1.37
Total	24*	100	30,11,98,472.36	100

*Unsecured creditors holding more than one outstanding amounts under separate heads with Minda Rinder Private Limited i.e. Transferor Company no.4, have been considered as one Unsecured Creditor.

Based on the aforesaid, the aforesaid resolution has been approved with requisite majority in number and in value.

The Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.




CS Shilpa Dixit
Scrutinizer appointed for the NCLT Convened meeting
CP No.: 7464
Place: Pune
Date: December 16th 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

**COMPANY APPLICATION NO. CA (CAA) No. -133(ND)/2019
CONNECTED WITH
COMPANY APPLICATION NO. C.A. 1906 (PB)/2019**

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION
OF
M J CASTING LIMITED**

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

...TRANSFeree COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**REPORT OF RESULT OF MEETING OF EQUITY SHAREHOLDERS OF
MINDA INDUSTRIES LIMITED BY THE CHAIRPERSON**

I, Deepa Krishan, Former NCLT Member, the person appointed by this Hon'ble National Company
Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October

mand

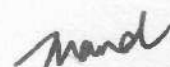

25, 2019, to act as **Chairperson for the meeting of Equity Shareholders of Minda Industries Limited** (Transferee Company/ Applicant Company No. 5), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Monday, 09th day of December, 2019 at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 09:30 A.M. (IST) but due to want of quorum, it was adjourned for half an hour and resumed at 10:00 A.M. (IST).
2. That out of 50,776 (Fifty Thousand Seven Hundred and Seventy Six) equity shareholders, the meeting was attended by 139 (One Hundred and Thirty Nine) equity shareholders. As per the directions of the Hon'ble Tribunal vide its orders dated 25th day of October, 2019, the requisite quorum for the meeting has been fixed as 10,000 (Ten Thousand) in numbers. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the equity shareholders present at the meeting were considered as quorum and the meeting was called to order.
3. That the total paid-up equity share capital of the Company as on October 25, 2019 (cut-off date) was Rs. 52,44,33,930/- (Rupees Fifty Two Crore Forty Four Lakh Thirty Three Thousand Nine Hundred and Thirty only) divided into 26,22,16,965 (Twenty Six Crore Twenty Two Lakh Sixteen Thousand Nine Hundred and Sixty Five) equity shares of Rs. 2 (Rupees Two) only each. Therefore, 139 (One Hundred and Thirty Nine) equity shareholders holding 80,59,982 (Eighty Lakh Fifty Nine Thousand Nine Hundred Eighty Two) equity shares aggregating to Rs. 1,61,19,964 /- (Rupees One Crore Sixty One Lakh Nineteen Thousand Nine Hundred Sixty Four only) paid-up equity share capital of the Company attended the meeting.
4. That the voting facility via postal ballot and remote e-voting were also provided to the equity shareholders of the Company. The voting period for remote e-voting and postal ballot was commenced on Saturday, 09th November, 2019 at 09:00 A.M. (IST) and



concluded on Sunday, 08th December, 2019 at 05:00 P.M. (IST). The e-voting platform has been provided by National Securities Depository Limited (NSDL) through its designated website i.e. www.evoting.nsdl.com.

5. That the Scheme of Amalgamation was read out and explained by me to the meeting, and the question submitted to the said meeting was whether the equity shareholders of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of equity shareholders who were present at the meeting through ballot papers made available at the meeting.
6. That I report that 55 (Fifty Five) equity shareholders of the Company cast their vote by way of postal ballot.
 - a. 51 (Fifty One) equity shareholders holding 8,60,38,835 (Eight Crore Sixty Lakh Thirty Eight Thousand Eight Hundred and Thirty Five) equity shares aggregating to Rs. 17,20,77,670 (Rupees Seventeen Crore Twenty Lakh Seventy Seven Thousand Six Hundred and Seventy only) voted in **favour** of the resolution.
 - b. NIL equity shareholders voted **against** the resolution.
 - c. Postal ballots of 4 (Four) equity shareholders holding 79,019 (Seventy Nine Thousand and Nineteen) equity shares aggregating to Rs. 1,58,038 (Rupees One Lakh Fifty Eight Thousand and Thirty Eight only) were considered as **invalid**.
7. That I further report that 254 (Two Hundred and Fifty Four) equity shareholders holding in aggregate 15,13,74,314 (Fifteen Crore Thirteen Lakh Seventy Four Thousand Three Hundred and Fourteen) equity shares aggregating to Rs. 30,27,48,628 (Rupees Thirty Crore Twenty Seven Lakh Forty Eight Thousand Six Hundred and Twenty Eight only) availed remote e-voting facility to cast their votes on the resolution. The result of voting through remote e-voting is as under-
 - a. 252 (Two Hundred and Fifty Two) equity shareholders holding 15,13,74,288 (Fifteen Crore Thirteen Lakh Seventy Four Thousand Two Hundred and Eighty Eight) equity shares aggregating to Rs. 30,27,48,576 (Rupees Thirty Crore Twenty



Seven Lakh Forty Eight Thousand Five Hundred and Seventy Six only) voted in **favour** of the resolution.

- b. 2 (Two) equity shareholders holding 26 (Twenty Six) equity shares aggregating to Rs. 52 (Rupees Fifty Two only) voted **against** the resolution.
- c. I did not find any vote cast through remote e-voting as invalid.
8. That I also report that 76 (Seventy Six) equity shareholders holding 673 (Six Hundred and Seventy Three) equity shares aggregating to Rs. 1,346 (Rupees One Thousand Three Hundred and Forty Six) cast their votes through ballot paper at the meeting. The result of voting through ballot papers at the meeting is as under-
- a. 64 (Sixty Four) equity shareholders holding 583 (Five Hundred and Eighty Three) equity shares aggregating to Rs. 1,166 (Rupees One Thousand One Hundred and Sixty Six only) cast vote in **favour** of the resolution.
- b. 3 (Three) equity shareholders holding 3 (Three) equity shares aggregating to Rs. 6 (Rupees Six only) voted **against** the resolution.
- c. Ballot papers of 9 (Nine) equity shareholders holding in aggregate 87 (Eighty Seven) equity shares aggregating to Rs. 174 (Rupees One Hundred and Seventy Four Only) were considered as **invalid**.
9. The combined result of voting through postal ballot, remote e-voting and voting through ballot paper at the meeting is as under-

Particulars	No. of Voters (In number)			Percentage (%)		
	Postal ballot	Remote e-voting	Ballot Papers	Postal ballot	Remote e-voting	Ballot Papers
Net valid Votes	51	254	67	100%	100%	100%
Votes in favour	51	252	64	100%	99.21%	95.52%
Votes against	0	2	3	0	0.79%	4.48%

Particulars	No. of Votes (In value)			Percentage (%)		
	Postal ballot	Remote e-voting	Ballot Papers	Postal ballot	Remote e-voting	Ballot Papers
Net valid Votes	8,60,38,835	15,13,74,314	586	100%	100%	100%
Votes in favour	8,60,38,835	15,13,74,288	583	100%	99.99%	99.49%
Votes against	0	26	3	0	0.01%	0.51%

Based on the aforesaid voting, the resolution has been **approved by requisite majority in number and value.**

10. The Scrutinizer appointed by the Hon'ble Tribunal has also provided his report. Scrutinizer's Report for the meeting is also annexed and marked as **Annexure-A.**

Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019

Deepa Krishan

Ms. Deepa Krishan

Chairperson appointed for the meeting

Abhishek Anand

Mr. Abhishek Anand

Alternate Chairperson appointed for the meeting



Annexure 'A'

41

MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

Ms. Deepa Krishan,

Former NCLT Member,

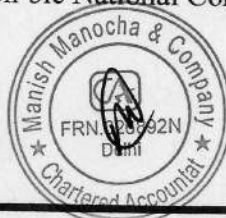
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of Equity Shareholders of

Minda Industries Limited (CIN: L74899DL1992PLC050333)

Hon'ble Chairperson,

Sub: Consolidated Scrutinizer's Report on the result of Voting by way of Postal Ballot, Remote e-Voting and Ballot paper at the venue of NCLT Convened Meeting of the Equity Shareholders of Minda Industries Limited held on December 09, 2019 at Lakshmiptat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016 as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25, 2019 for approval of the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective shareholders and creditors.

I, Manish Manocha, Chartered Accountant, having office at Room No. 115, First Floor, Pooja Complex, Veer Sarvakar Block, Shakarpur, New Delhi-110092 was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Postal Ballot, Remote e-voting and Ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated November 01, 2019 for the meeting of **Equity Shareholders of Minda Industries Limited** ("the Company") as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi





MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

Bench Court IV ("the Tribunal") vide its orders dated 25th October, 2019 in Company Application No. C.A (CAA)-132 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled to be convened on Monday, December 09, 2019, at 09:30 A.M. at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Hauz Khas, New Delhi-110016 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 10:00 A.M., pursuant to the said NCLT Order.

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all equity shareholders of the Company whose names were appearing in Register of Members/ List of beneficial owners maintained by the Company/ Depositories as on "cut-off date" i.e. October 25, 2019, in accordance with the directions issued in the NCLT orders.
2. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 109 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended upto date, the Secretarial Standard-2 on General Meeting and as per the directions issued by the Tribunal in NCLT orders, the Company provided equity shareholders with the facility to cast their vote by way of postal ballot or by way of remote e-voting or by way of Ballot paper at the venue of NCLT Convened Meeting.
3. The equity shareholders of the Company holding equity shares as on the "cut-off date" i.e. October 25, 2019, were entitled to vote on the resolution mentioned in the Notice of NCLT Convened Meeting and accordingly, their voting rights have been reckoned in proportion to their shares in the total amount of paid-up equity share capital of the Company i.e. one vote for one equity share, as on cut-off date.

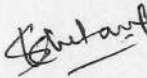


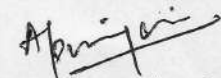


MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

4. The voting period for remote e-voting and postal ballot commenced on Saturday, November 09, 2019 at 9:00 A.M. and ended on Sunday, December 08, 2019 at 05:00 P.M. The e-voting platform has been provided by National Securities Depository Limited (NSDL), through its designated web-site i.e. <https://www.evoting.nsdl.com/>.
5. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. One ballot box was kept for voting at the meeting and the ballot box was locked in my presence. After the completion of voting at the NCLT Convened Meeting, the ballot box was opened in my presence and Ballot papers were diligently scrutinized.
6. Thereafter, Ballot papers and postal ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers and postal ballots which have been treated as Invalid were kept separately.
7. Thereafter, the votes cast through remote e-voting were unblocked after the completion of voting at NCLT Convened meeting in the presence of two witnesses, Shubhi Khetan and Apurva Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.




8. The compliances in relation to dispatch of notices of NCLT convened meeting to the equity shareholders and other compliances related to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and rules made there under, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.





MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

9. The summary of voting by equity shareholders through Remote e-voting, Postal Ballot and through Ballot Paper at the venue of NCLT Convened Meeting is as under:-

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies), with Minda Industries Limited (Transferee Company).

Summary of voting through Remote E-voting, Postal Ballot and through Ballot Paper at the meeting:-

Particulars	Number of Valid Votes				Percentage
	Remote e-voting	Postal Ballot	Poll at meeting	Total	
Assent	15,13,74,288	8,60,38,835	583	23,74,13,706	99.99
Dissent	26	0	3	29	0.01
Total	15,13,74,314	8,60,38,835	586	23,74,13,735	100

Details of bifurcation of aforesaid voting are given below:-

A1. Voting through Remote E-Voting

Particulars	No. of voters	No. of Equity Shares
a) Total votes cast	254	15,13,74,314
b) Less: Invalid votes	0	0
c) Net valid votes cast	254	15,13,74,314
d) Votes with assent	252	15,13,74,288
e) Votes with dissent	2	26





MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

A2. Voting through Postal Ballot

Particulars	No. of voters	No. of Equity Shares
a) Total votes cast	55	8,61,17,854
b) Less: Invalid votes*	4	79,019
c) Net valid votes cast	51	8,60,38,835
d) Votes with assent	51	8,60,38,835
e) Votes with dissent	0	0

***Reason of Invalid Votes-**

- 2 (Two) Equity Shareholders whose signature did not match as per the records maintained with the Company's RTA.
- 1 (One) Equity Shareholder whose particulars in the postal ballot did not match with the details available with the company.
- 1 (One) Equity Shareholder who voted through postal ballot have already voted through remote e-voting.

A3. Voting through Ballot Paper at the meeting

No of Equity Shareholders attended the Meeting	Particulars	No. of voters	No. of Equity Shares
139 [#]	a) Total votes cast	76	673
	b) Less: Invalid votes*	9	87
	c) Net valid votes cast	67	586
	d) Votes with assent	64	583
	e) Votes with dissent	3	3

[#] as per Attendance Register maintained by Registrar and Transfer Agents of the Company i.e. Link Intime India Pvt. Ltd.

***Reason of Invalid Votes-**

- 4 (Four) Equity Shareholders who voted at the meeting through Ballot papers have already voted through remote e-voting and postal ballot.
- 3 (Three) Equity Shareholders have neither given assent nor dissent in the Ballot Paper.
- 2 (Two) Equity Shareholders whose signature did not match as per the records maintained with the Company's RTA.





MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

Based on the above, the above resolution has been passed by equity shareholders with the requisite majority in number and value.

10. The Postal Ballots, Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,

Manish Manocha



Scrutinizer appointed for the NCLT
Convened meeting
CP No.: 528520
Firm Registration No. : 026892N
Place: New Delhi
Date: December 09, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI (COURT IV) BENCH**

COMPANY APPLICATION NO. CA (CAA) NO. -133(ND)/2019

CONNECTED WITH

COMPANY APPLICATION NO. C.A. 1906 (PB)/2019

**IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

OF

M J CASTING LIMITED

...TRANSFEROR COMPANY NO. 1 / APPLICANT COMPANY NO. 1

AND

MINDA DISTRIBUTION AND SERVICES LIMITED

...TRANSFEROR COMPANY NO. 2/ APPLICANT COMPANY NO. 2

AND

MINDA AUTO COMPONENTS LIMITED

...TRANSFEROR COMPANY NO. 3/ APPLICANT COMPANY NO. 3

AND

MINDA RINDER PRIVATE LIMITED

...TRANSFEROR COMPANY NO. 4/ APPLICANT COMPANY NO. 4

WITH

MINDA INDUSTRIES LIMITED

...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF
MINDA INDUSTRIES LIMITED BY THE CHAIRPERSON**

I, Deepa Krishan, Former NCLT Member, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi (Court IV) Bench ("the Hon'ble Tribunal") vide its order dated October

25, 2019, to act as **Chairperson for the meeting of Unsecured Creditors of Minda Industries**

mand

Limited (Transferee Company / Applicant Company No. 5), summoned by notice dated November 01, 2019 served individually upon them and by advertisement dated 8th day of November, 2019, which was held on Wednesday, 11th day of December, 2019 at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016, do hereby report to this Hon'ble Tribunal as follows:

1. That the said meeting was scheduled to be held at 02:00 P.M. (IST) but due to want of quorum, it was adjourned for half an hour and resumed at 02:30 P.M. (IST).
2. That out of 1,648 (One Thousand Six Hundred and Forty Eight) unsecured creditors, the meeting was attended by 26 (Twenty Six) unsecured creditors. As per the directions of the Hon'ble Tribunal vide its order dated 25th day of October, 2019, the requisite quorum for the meeting has been fixed as 412 (Four Hundred and Twelve) in numbers. Since the requisite quorum was not present at the meeting, the meeting was adjourned for half an hour and thereafter, the unsecured creditors present at the meeting were considered as quorum and the meeting was called to order.
3. That the voting rights of Unsecured Creditors have been reckoned in proportion to their outstanding unsecured debt due by the Company as on May 31, 2019 (cut-off date) i.e. Rs. 3,28,74,95,192.51/- (Rupees Three Hundred Twenty Eight Crore Seventy Four Lakh Ninety Five Thousand One Hundred Ninety Two and Fifty One Paisa Only) and therefore, total 26 (Twenty Six) Unsecured Creditors having an outstanding unsecured debt of Rs. 40,96,10,285.74/- (Rupees Forty Crore Ninety Six Lakh Ten Thousand Two Hundred Eighty Five and Seventy Four Paisa Only) representing 12.46% of the total outstanding unsecured debt of the Company, attended the meeting.
4. That the Scheme of Amalgamation was read out and explained by me at the meeting, and the question submitted to the said meeting was whether the unsecured creditors of the Company agreed to the Scheme of Amalgamation. Thereafter, I directed for conducting the voting of unsecured creditors who were present at the meeting through ballot papers made available at the meeting.



5. That 26 (Twenty Six) Unsecured Creditors of the Company representing 100% in value, out of total presence in the meeting, were of the opinion that the Scheme of Amalgamation **should be approved and agreed to**. The result of the voting upon the said question was as follows:-

— The under-mentioned Unsecured Creditors voted in favour of the Scheme of Amalgamation being adopted and carried into effect:-

SR. NO.	NAME OF CREDITOR	ADDRESS	VALUE OF DEBT	NUMBER OF VOTES
1.	Agrawal Metal Works Pvt. Ltd.	Sp-144, RIICO Ind. Area, Phase-1, Bhiwadi-301019	31,02,556.48	31,02,556
2.	BKDJ Enterprises	Village Hayat Pur, P.O. Garhi, Gurgaon-121001	39,57,040.19	39,57,040
3.	BKDJ Packers	Opp. Vijay Fuels Petrol PU, Gurgaon- 123505	43,82,645.62	43,82,646
4.	Eden Motors Ltd.	Plot No-7F, U.S. Nagar- 263153	2,08,17,883.81	2,08,17,884
5.	HGI Automotives (P) Ltd (Unit-Ii)	Plot No: 19, Sec-58, Faridabad- 121005	94,10,632.11	94,10,632
6.	Hobbvel Gear Industries	B-23, Maya Puri Indl. Area, Delhi- 110064	45,430.00	45,430
7.	Lubrikote Specialities Pvt Ltd	Muf2, HSb Warehouse Complex, Gurgaon-125305	8,25,408.55	8,25,409
8.	M. J. Casting Ltd.	Plot No. 323, Phase II, Bawal-Rewar, Haryana 123501	89,46,645.04	89,46,645
9.	Minda Auto Components Ltd.	20A Sipcot Industrial Area, Phase-II, Hosur, Tamil Nadu- 635109	51,03,460.64	51,03,461
10.	Minda Distribution And Services	Khasra No.301 / 223, Mukundpur, Delhi-110042	2,97,136.00	2,97,136
11.	Minda Investments Ltd.	Vill Naharpur Kasan, Po Nakhrola, Manesar, Gurgoan - 122001	98,00,222.88	98,00,223
12.	Minda Nex Gen Tech Ltd.	37-A, Rajasthan Udyog Nagar, Rajasthan Udyog Nagar- 110033	8,644.00	8,644
13.	Minda Projects Limited	B3, SF No 301 & 302, Sipcot, Sriperumbudur-602105	46,01,838.56	46,01,839
14.	Minda Rinder Private Limited	Mhalunge Ingale, Gut No.148, Off Ch,	79,71,050.03	79,71,050

		Talegaon Road, Chakan, Pune- 410501		
15.	Minda Storage Batteries Private	Plot No.5 Sector-10, IIE, Rudrapur- 263153	6,44,016.00	6,44,016
16.	Mitil Polymer Private Limited	Khata No. 19/24, Nawada Road, Gurgaon- 122004	19,00,31,653.65	19,00,31,654
17.	Om Tulsi Electricals	45th Milestone, Nh-8 Main Delhi Jai, Tehsil Manesar, Gurgaon- 122004	23,76,108.83	23,76,109
18.	Paramount Infra Solution and Service	S.C.O 20, First & Second Floor, Gurgaon- 122001	2,78,523.54	2,78,524
19.	S.N. Casting Ltd.	Gat No. 202 Mahalunge (Ingle) Tal., Pune- 410501	2,92,19,726.16	2,92,19,726
20.	Sai Trading Company	Shop No.9, New Colony More, Gurgaon- 122001	2,50,959.08	2,50,959
21.	Samit Sales (P) Ltd.	Crown Plaza Building Ground Floor, Faridabad- 121001	6,33,305.41	6,33,305
22.	Shankar Moulding Limited	Plot No.36 A, Rahasthani, Delhi- 110033	2,49,92,927.81	2,49,92,928
23.	Shri Ram Neha Industry	Plot No. 232, Sector 3, IMT Bawal, Rewari- 123501	5,66,893.96	5,66,894
24.	Suman Auto Parts Ltd	Plot No 169 Sec-3 IMT Manesar, Gurgaon- 122001	7,83,86,633.00	7,83,86,633
25.	Sumitron Export Pvt. Ltd.	27 Community Centre Ist Floor Naria, Delhi- 110028	28,41,144.39	28,41,144
26.	Tuv Rheinland India Pvt Ltd	Sai-Icon, 2nd Floor, Plot No. 10. N, Pune- 411007	1,17,800.00	1,17,800

— The under-mentioned Unsecured Creditors voted against the Scheme of Amalgamation being adopted and carried into effect:

Sr. No.	Name of Creditor	Address	Value of debt	Number of votes
NIL				

— NIL ballot papers were considered as Invalid.

mand

6. The Scrutinizer appointed by the Hon'ble Tribunal has also provided its report. Scrutinizer's Report for the meeting is also annexed herewith and marked as **Annexure-A**.

Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019

Deepa Krishan

MS. DEEPA KRISHAN

Abhishek Anand

MR. ABHISHEK ANAND

**CHAIRPERSON APPOINTED FOR
THE MEETING**

**ALTERNATE CHAIRPERSON
APPOINTED FOR THE MEETING**



Annexure 'A' 52

MANISH MANOCHA & COMPANY
CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

**Ms. Deepa Krishan,
Former NCLT Member,**

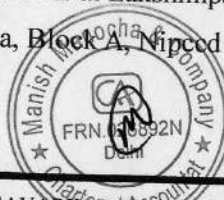
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

Minda Industries Limited (CIN: L74899DL1992PLC050333)

Hon'ble Chairperson,

Sub: Scrutinizer's Report on the result of Voting by way of Ballot paper at the venue of NCLT Convened Meeting of the Unsecured Creditors of Minda Industries Limited held on December 11, 2019 at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Hauz Khas, New Delhi-110016 conducted as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) ("Hon'ble NCLT") vide order dated October 25, 2019 for approval of the Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company).

I, Manish Manocha, Chartered Accountant, having office at Room No. 115, 1st Floor, Pooja Complex, Veer Savarkar block, Shakarpur, New Delhi- 110092, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Ballot paper at the venue of NCLT Convened Meeting, on the resolution mentioned in the Notice dated November 01, 2019 for the meeting of **Unsecured Creditors of Minda Industries Limited** (Transferee Company / the Company) as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi Bench Court IV vide its orders dated 25th October, 2019 in Company Application No. C.A (CAA)-132 (ND)/2019 and Company Application No. C.A 1906 (PB) /2019 ("the NCLT orders") which was scheduled to be convened on Wednesday, December 11, 2019, at 02:00 P.M. at LakshmiPat Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus, Hauz Khas,



ADD.: - ROOM NO-115, FIRST FLOOR, POOJA COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR, DELHI-110092.
Mobile No. - 9899127929, 9212760601, Email Id: - manishkumar1004@gmail.com



MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

New Delhi-110016 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 02:30 P.M., pursuant to the said NCLT Order.

I submit my report as under:-

1. The notice of the NCLT Convened Meeting along with statement setting out material facts under Section 230(3) r/w Section 102 and other applicable provisions of the Companies Act, 2013 were sent to all Unsecured Creditors of the Company whose names appear in the Chartered Accountant Certificate certifying the list of Unsecured Creditors as on May 31, 2019 in accordance with the directions issued in the NCLT orders.
2. The Unsecured Creditors of the Company as on the "cut-off date" i.e. May 31, 2019 were entitled to vote through Ballot paper at the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting. The voting rights of Unsecured Creditors have been reckoned in proportion to their debt in the total amount of Unsecured Creditors of the Company as on May 31, 2019 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 Re. 1/- (Rupee One only).
3. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. 1 (One) ballot box was kept at the meeting and the ballot box was locked in my presence.
4. After the completion of poll at the NCLT Convened Meeting, the ballot box was opened in my presence and in the presence of two witnesses, namely, Ms. Shubhi Khetan and Mr. Gaurav Dwivedi who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

Shubhi Khetan



Gaurav Dwivedi



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5. Thereafter, the Ballot papers were diligently scrutinized and the same were reconciled with the records maintained by the Company and authorizations/ proxies etc. lodged with the Company. The Ballot papers which have been treated as invalid and were kept separately.
6. The compliances in relation to dispatch of notices 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, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT orders are the responsibility of the management of the Company.
7. **The summary of result of voting by Unsecured Creditors through Ballot Paper at the NCLT Convened Meeting is as under:-**

Resolution- Approval of Scheme of Amalgamation of M J Casting Limited, Minda Distribution and Services Limited, Minda Auto Components Limited and Minda Rinder Private Limited (Transferor Companies) with Minda Industries Limited (Transferee Company) and their respective shareholders and creditors.

A1: Details of Unsecured Creditors who voted through Ballot Paper at the meeting:-

Total number of Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	26
Total amount outstanding of the Unsecured Creditors attended the meeting in person or by proxy or by authorised representative (as per attendance register)	40,96,10,285.74
Total Number of Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL
Total amount outstanding, as on cut-off date, Unsecured Creditors present in person or by proxy or by authorised representative whose vote have been considered as Invalid*	NIL





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Total number of Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	26
Total amount outstanding of the Unsecured Creditors present in person or by proxy or by authorised representative who cast their vote either as assent to the resolution or dissent to the resolution	40,96,10,285.74

A2: Table showing the Voting Result of NCLT convened meeting of Unsecured Creditors is as under:-

Particulars	No. of Unsecured Creditors voted (through Ballot paper)	% of Total No. of Unsecured Creditors voted (through Ballot paper)	Value of Unsecured Creditors voted (through Ballot paper) (In Rs.)	% of Value of Unsecured Creditors voted (through Ballot paper)
Assent	26	100%	40,96,10,285.74	100%
Dissent	0	0	0	0
Total	26	100%	40,96,10,285.74	100%

Based on the aforesaid, the aforesaid resolution has been approved with requisite majority in number and in value.

The Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,


Manish Manocha
Scrutinizer appointed for the NCLT
Convened meeting
CP No.: 528520
Firm Registration No.: 026892N
Place: New Delhi
Date: December 11, 2019

