

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., Fxchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Scrip Code : 532539	Scrip Code: MINDAIND

Sub: - Submission of the signed minutes of NCLT Convened Meetings

Ref: - Composite Scheme of Amalgamation amongst Harita Limited ("Transferor Company 1") and Harita Venu Private Limited ("Transferor Company 2") and Harita Cheema Private Limited ("Transferor Company 3") and Harita Financial Services Limited ("Transferor Company 4") and Harita Seating Systems Limited ("Transferor Company 5") and Minda Industries limited (Transferee Company) and their respective Shareholders ("Scheme").

Dear Sirs,

This is in continuation of our earlier letters dated 19/11/2019 and 21/11/2019 in relation to the captioned subject matter, we are also sharing the minutes of the NCLT Convened Meetings of the Shareholders and Unsecured Creditors of Minda Industries Limited held on 19 November, 2019, signed by Mr. Rajiv Shankar Divedi, Chairman of the meetings, appointed by National Company Law Tribunal, New Delhi Bench (Court VI).

This is for your information and records please.

Yours faithfully,

For MINDA INDUSTRIES LTD.



Tarun Kumar Srivastava

Company Secretary & Compliance Officer



Encl: As above.



MINUTES OF THE MEETING OF THE EQUITY SHAREHOLDERS OF MINDA INDUSTRIES LIMITED CONVENED PURSUANT TO THE ORDER DATED 24TH SEPTEMBER, 2019, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AT NEW DELHI ('THE TRIBUNAL') IN COMPANY SCHEME APPLICATION NO. CA (CAA) No. 130 (ND) of 2019, HELD ON TUESDAY, 19TH NOVEMBER 2019, AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, NEW DELHI-110016 COMMENCED AT 11:00 A.M. AND THEREAFTER ADJOURNED TILL 11:30 A.M.

Present

Advocate Rajiv Shankar Dvivedi	Chairman of the Tribunal Convened Meeting
Advocate Somansh Babbar	Alternate Chairman of the Tribunal Convened Meeting
Mr. Prasant Kumar Sarkar	Scrutinizer
Mr. Tarun Kr Srivastava	Company Secretary & Compliance Officer (CS & CO)

The attendance of the members was as follows: -

Members who voted through Ballot at venue-	197
Members who voted through e-voting-	261
Members who voted through Postal Ballot-	80

1. Introduction

The Meeting started with an announcement informing the members about the safety arrangements inside the meeting hall, in case of any emergency.

In accordance with the order dated 24th September, 2019, of the Tribunal in Company Scheme Application No. CA (CAA) No. 130 (ND) of 2019 ('Order'), Mr. Rajiv Shankar Dvivedi, the Tribunal appointed Chairman took the Chair.

The Chairman extended a warm welcome to the equity shareholders attending the meeting convened by the Order of the Tribunal for the purpose of considering & approving the composite scheme of amalgamation of Harita Limited ('Transferor Company 1') and Harita Venu Private Limited ('Transferor Company 2') and Harita Cheema Private Limited ('Transferor Company 3') and Harita Financial Services

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Limited ('Transferor Company 4') and Harita Seating Systems Limited ('Transferor Company 5') with Minda Industries Limited ('Transferee Company'). ('The Scheme')

2. Quorum

The Chairman informed that the requisite quorum as fixed by the Order is 1,000 in number or 75% in value.

Since the requisite quorum was not present the meeting was adjourned by half an hour in accordance with the directions of the Tribunal as mentioned in its Order.

ADJOURNMENT OF THE MEETING

In accordance with the Order, the meeting was adjourned and was reassembled after half an hour wherein the members present in person or through proxy were deemed to constitute the quorum.



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MINUTES OF THE ADJOURNED MEETING IN CONTINUATION OF ORIGINAL MEETING OF THE EQUITY SHAREHOLDERS OF MINDA INDUSTRIES LIMITED CONVENED PURSUANT TO THE ORDER DATED 24TH SEPTEMBER, 2019, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AT NEW DELHI ('THE TRIBUNAL') IN COMPANY SCHEME APPLICATION NO. CA (CAA) No. 130 (ND) of 2019, HELD ON TUESDAY, 19TH NOVEMBER 2019, AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, NEW DELHI-110016 COMMENCED AT 11:30 A.M. AND CONCLUDED AT 12:00 NOON

3. Registers and Documents

The Statutory Registers, as required to be kept open under the provisions of Companies Act, 2013 during the continuance of this Meeting, original copy of the signed notice convening this meeting, copy of the Order, Scheme, Memorandum and Articles of Association of all the companies, audited financial results of all the companies for the financial year ended 31 March 2019, Statutory Auditors' certificate dated 14 February 2019 issued by M/s. B S R & Co. LLP, to the effect that the accounting treatment, if any in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and such other documents as required under the applicable laws were available for inspection by the Members during the continuance of the meeting.

4. Notice Convening the Meeting

With the consent of the members present, the Notice convening the Tribunal Convened Meeting along with the enclosures was taken as read at the Tribunal Convened Meeting. It was stated that the Explanatory Statement, circulated along with the Notice sets out in detail the rationale of the proposed Scheme.

5. Voting Process

Upon the request of the Chairman, Mr. Prasant Kumar Sarkar, Scrutinizer briefed the shareholders on the voting procedure. He informed that pursuant to Section 108 and 110 of the Companies Act, 2013, the Company has provided remote e-voting facility and voting through postal ballot between Sunday, 20th October, 2019 at 9:00 a.m. (IST) to Monday, 18th November, 2019 at 5:00 p.m. (IST) to enable them to cast their votes.

The Scrutinizer further informed that those equity shareholders who had not exercised their vote through e voting or Postal Ballot process can vote through ballot paper at the venue.

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6. Business of the Meeting

The members were explained about the objective/implications of the resolution of the Notice and then the following resolution was moved to be passed with requisite majority

Approval to the composite scheme of amalgamation of Harita Limited (Transferor Company 1) and Harita Venu Private Limited (Transferor Company 2) and Harita Cheema Private Limited (Transferor Company 3) and Harita Financial Services Limited (Transferor Company 4) and Harita Seating Systems Limited (Transferor Company 5) with Minda Industries Limited (Transferee Company). ('The Scheme')

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and/ or modifications which may otherwise be considered necessary, desirable or appropriate by the parties or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the NCLT or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of



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resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

7. Question and Answers

The Chairman interacted with the members with their queries, comments, suggestions etc. There were no specific queries raised by the members present.

8. Conduct of Poll

Ballot box was kept at the AGM Hall. The members present in the meeting casted their vote through ballot papers. The duly signed ballot papers were dropped by them in the ballot box.

After ensuring that all members including proxies, representatives had casted their vote, the Scrutinizer took custody of the ballot box.

The Chairman informed that combined results of electronic voting, voting through postal ballot and ballot papers at the venue of the Tribunal Convened Meeting would be announced and displayed on the website of the Company, on the website of Link Intime India Pvt. Ltd. and also on the website of the Stock Exchanges in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Alternate Chairman thanked the members for smooth conduct of the meeting and the Chairman declared the Tribunal Convened Meeting closed.

The results of the e-voting (attached as Annexure I) was declared on 21st November, 2019 based on the report of the scrutinizers dated 21st November, 2019.

9. Vote of Thanks

Meeting was concluded with a vote of thanks to the chair.

Date of Entry: 17th December, 2019

Date of Signing: 17th December, 2019

Place: Delhi



Chairman



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Annexure I

TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS HELD ON 19th NOVEMBER, 2019**Declaration of Results of Remote e-voting and electronic voting at the Meeting**

Pursuant to the order dated 24th September, 2019 ('Order') passed by the Hon'ble National Company Law Tribunal at New Delhi ('The Tribunal') in Company Scheme Application No. CA (CAA) No. 130 (ND) of 2019, the Tribunal Convened Meeting of the Equity Shareholders of the Company was held on 19th November, 2019 at 11:00 a.m. at Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility and voting through Postal Ballot to its equity shareholders. The remote e-voting was open from 20th October, 2019 to 18th November, 2019.

The NCLT had appointed Mr. Prasant Kumar Sarkar, Practising Company Secretary, as the Scrutiniser for the Tribunal Convened Meeting. The Scrutiniser has carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 18th November, 2019 and votes cast through postal ballot and through poll at the Tribunal Convened Meeting and had submitted his Report on 21st November, 2019.

The Consolidated Results as per the Scrutinisers' Report dated 21st November, 2019 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes Against
1.	Approval to the composite scheme of amalgamation of Harita Limited (Transferor Company 1) and Harita Venu Private Limited (Transferor Company 2) and Harita Cheema Private Limited (Transferor Company 3) and Harita Financial Services Limited (Transferor Company 4) and Harita Seating Systems Limited (Transferor Company 5) with Minda Industries Limited (Transferee Company). ('The Scheme')	99.99%	0.01%

Based on the Report of the Scrutiniser, the Resolution as set out in the Notice of Tribunal Convened Meeting of Equity Shareholders have been duly approved by the Shareholders with requisite majority.



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MINUTES OF THE MEETING OF UNSECURED CREDITORS OF MINDA INDUSTRIES LIMITED CONVENED PURSUANT TO THE ORDER DATED 24TH SEPTEMBER, 2019, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AT NEW DELHI ('TRIBUNAL') IN COMPANY SCHEME APPLICATION NO. CA (CAA) No. 130 (ND) of 2019, HELD ON TUESDAY, 19TH NOVEMBER 2019, AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, NEW DELHI-110016 COMMENCED AT 01:00 P.M. AND THEREAFTER ADJOURNED TILL 01:30 P.M.

Present:

Advocate Rajiv Shankar Dvivedi	Chairman of the Tribunal Convened Meeting
Advocate Somansh Babbar	Alternate Chairman of the Tribunal Convened Meeting
Mr. Prasant Kumar Sarkar	Scrutinizer
Mr. Tarun Kr Srivastava	Company Secretary & Compliance Officer (CS & CO)

1. Introduction

The Meeting started with an announcement informing the Unsecured Creditors about the safety arrangements inside the meeting hall, in case of any emergency.

In accordance with the order dated 24th September, 2019, of the Tribunal in Company Scheme Application No. CA (CAA) No. 130 (ND) of 2019 ('Order'), Mr. Rajiv Shankar Dvivedi, the Tribunal appointed Chairman took the Chair.

The Chairman extended a warm welcome to the Unsecured Creditors attending the meeting convened by the Order of the Tribunal for the purpose of considering & approving the composite scheme of amalgamation of Harita Limited (Transferor Company 1) and Harita Venu Private Limited (Transferor Company 2) and Harita Cheema Private Limited (Transferor Company 3) and Harita Financial Services Limited (Transferor Company 4) and Harita Seating Systems Limited (Transferor Company 5) with Minda Industries Limited (Transferee Company). ('The Scheme')

2. Quorum

The Chairman informed that the requisite quorum as fixed by the Order is 600 in number or 75% in value.


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Since the requisite quorum was not present at the meeting, the meeting was adjourned by half an hour in accordance with the directions of the Tribunal as mentioned in its Order.

ADJOURNMENT OF THE MEETING

In accordance with the Order, the meeting was adjourned and was reassembled after half an hour wherein the Unsecured Creditors present at the meeting were deemed to constitute the quorum.



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MINUTES OF THE ADJOURNED MEETING IN CONTINUATION OF ORIGINAL MEETING OF THE UNSECURED CREDITORS OF MINDA INDUSTRIES LIMITED CONVENED PURSUANT TO THE ORDER DATED 24TH SEPTEMBER, 2019, OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL AT NEW DELHI ('THE TRIBUNAL') IN COMPANY SCHEME APPLICATION NO. CA (CAA) No. 130 (ND) of 2019, HELD ON TUESDAY, 19TH NOVEMBER 2019, AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD HOUSE, OPPOSITE ASIAN GAMES VILLAGE, NEW DELHI-110016 COMMENCED AT 01:30 P.M. AND CONCLUDED AT 02:00 P.M.

3. Registers and Documents

The copy of the Order passed by the Tribunal, the Scheme, Memorandum and Articles of Association of all the companies, audited financial results of all the companies for the financial year ended 31 March 2019, Statutory Auditors' certificate dated 14 February 2019 issued by M/s. B S R & Co. LLP, to the effect that the accounting treatment, if any, scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and such other documents as required under the applicable laws were available for inspection by the Unsecured Creditors during the continuance of this meeting.

4. Notice Convening the Meeting

With the consent of the unsecured creditors present, the Notice convening the Tribunal Convened Meeting along with the enclosures was taken as read at the Tribunal Convened Meeting. It was stated that the Explanatory Statement, circulated along with the Notice sets out in detail the rationale of the proposed Scheme.

5. Voting Process

Upon the request of the Chairman, Mr. Prasant Kumar Sarkar, Scrutinizer briefed the unsecured creditors on the voting procedure. He informed that pursuant to the provisions of Companies Act, 2013, the Company has arranged for poll on the resolution proposed in the Notice.

6. Business of the Meeting

The unsecured creditors were explained about the objective/implications of the resolution of the Notice and then the following resolution was moved to be passed with requisite majority



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Approval to the composite scheme of amalgamation of Harita Limited (Transferor Company 1) and Harita Venu Private Limited (Transferor Company 2) and Harita Cheema Private Limited (Transferor Company 3) and Harita Financial Services Limited (Transferor Company 4) and Harita Seating Systems Limited (Transferor Company 5) with Minda Industries Limited (Transferee Company). ('The Scheme')

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and/ or modifications which may otherwise be considered necessary, desirable or appropriate by the parties or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

7. Question and Answers

The Chairman interacted with the Unsecured Creditors with their queries, comments, suggestions etc. There were no specific queries raised by Unsecured Creditors present.


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8. Conduct of Poll

Ballot box was kept at the AGM Hall. The unsecured creditors present in the meeting casted their vote through ballot papers. The duly signed ballot papers were dropped by them in the ballot box.

After ensuring that all unsecured creditors, their representatives had casted their vote, the Scrutinizer took custody of the ballot box.

The Alternate Chairman thanked the unsecured creditors for smooth conduct of the meeting and the Chairman declared this Tribunal Convened Meeting closed.

In aggregate, 34 Unsecured Creditors were present in person/proxy/authorized representatives.

The results of the voting of Meeting of Unsecured Creditors of Minda Industries Limited convened pursuant to the Order dated 24th September, 2019 of The Tribunal is attached as Annexure -I.

9. Vote of Thanks

Meeting was concluded with a vote of thanks to the chair.

Date of Entry: 17th December, 2019

Date of Signing: 17th December, 2019

Place: Delhi



Chairman



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TRIBUNAL CONVENED MEETING OF UNSECURED CREDITORS HELD ON 19th NOVEMBER, 2019

Result of the Poll at the Meeting of unsecured creditors held on 19th November, 2019

Pursuant to the order dated 24th September, 2019 ('Order') passed by the Hon'ble National Company Law Tribunal at New Delhi ('The Tribunal') in Company Scheme Application No. CA (CAA) No. 130 (ND) of 2019, the Tribunal Convened Meeting of the Unsecured creditors of the Company was held on 19th November, 2019 at 01::00 p.m. at Lakshmipat. Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016.

As per the requirements of the Companies Act, 2013, the Company had provided voting through Ballot Papers to its unsecured creditors.

The NCLT had appointed Mr. Prasant Kumar Sarkar, Practising Company Secretary, as the Scrutiniser for this Tribunal Convened Meeting. The Scrutiniser has carried out the scrutiny of all the votes casted through poll at the Tribunal Convened Meeting.

The Results of voting at the Tribunal Convened Meeting of Unsecured Creditors are as follows:

Sl. No.	Particulars	Voted through ballot paper at the meeting	
		Number	Value of debt as on September 15, 2019 <i>(Amount in Rs.)</i>
1.	Votes exercised	34	54,87,69,549
2.	Valid votes	32	53,89,87,704
3.	Invalid votes	2	97,81,845
4.	Votes in favour of resolution	32	53,89,87,704
5.	Votes against resolution	Nil	Nil

Based on the Report of the Scrutiniser, the Resolution as set out in the Notice of Tribunal Convened Meeting of Unsecured creditors have been duly approved by the Unsecured creditors with requisite majority.



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