

**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

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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%

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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%

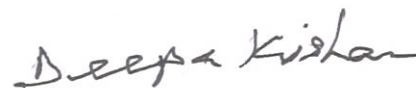
Based on the aforesaid voting, the resolution has been **approved by requisite majority in number and value.**

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.**

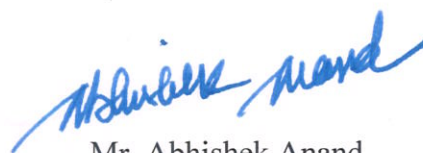
Submitted for kind consideration of the Hon'ble Tribunal, New Delhi

Dated this 18th Day of December, 2019



Ms. Deepa Krishan

Chairperson appointed for the meeting



Mr. Abhishek Anand

Alternate Chairperson appointed for the meeting



MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

Ms. Deepa Krishan,

Former NCLT Member,

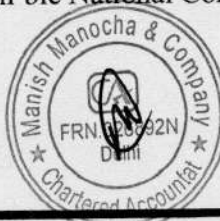
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of Equity Shareholders of

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 LakshmiPat 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





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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 Singhanian 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.





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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.





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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





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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.





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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