

**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**

*mand*

**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 8<sup>th</sup> day of November, 2019, which was held on Wednesday, 11<sup>th</sup> 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 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 25<sup>th</sup> 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.

*mand*

*[Signature]*

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

Dated this 18<sup>th</sup> Day of December, 2019

  
MS. DEEPA KRISHAN

  
MR. ABHISHEK ANAND

**CHAIRPERSON APPOINTED FOR  
THE MEETING**

**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 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 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, 1<sup>st</sup> 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 25<sup>th</sup> 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 Singhanian Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipced Campus,



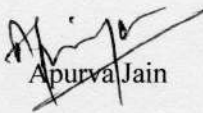
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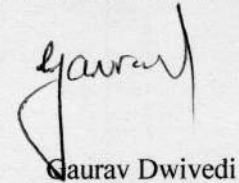
Hauz Khas, New Delhi-110016 ('Meeting'), but was however adjourned for half an hour, due to insufficient quorum and was thereby resumed at 01:30 P.M., pursuant to the said NCLT Order.

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