

**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 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 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 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 Paisa 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 Paisa 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,Hsiidc 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.	Balaysys 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-

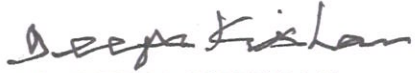
A.

Mand

[Handwritten mark]

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**



MANISH MANOCHA & COMPANY

CHARTERED ACCOUNTANT

SCRUTINIZER'S REPORT

To

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

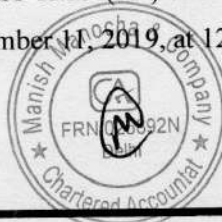
Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Court IV) for the NCLT Convened meeting of the Unsecured Creditors of

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





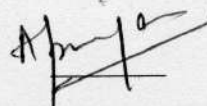
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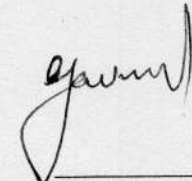
Singhania Auditorium, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi-110016 ('Meeting'), but was however adjourned for half an hour at 12: 10 P.M., due to insufficient quorum and was thereby resumed at 12:40 P.M., pursuant to the said NCLT Order.

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

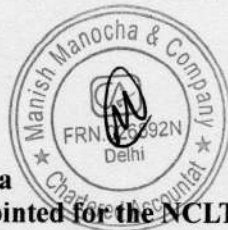
A2: Table showing the Voting Result of NCLT convened meeting of Unsecured Creditors is as under:-

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