

**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**

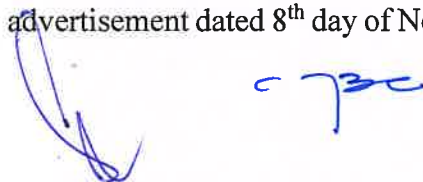
**...TRANSFEREE COMPANY / APPLICANT COMPANY NO. 5**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

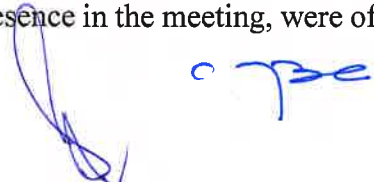
**REPORT OF RESULT OF MEETING OF UNSECURED CREDITORS OF MINDA  
RINDER PRIVATE LIMITED BY THE CHAIRPERSON**

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



16<sup>th</sup> 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 25<sup>th</sup> 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 Paise 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 Paise 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 Paise) 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 16<sup>th</sup> Day of December, 2019

**MR. SATISH SEKHRI**

**CHAIRPERSON APPOINTED  
FOR THE MEETING**

**MR. MILIND KASODEKAR**

**ALTERNATE CHAIRPERSON  
APPOINTED FOR THE MEETING**

**SCRUTINIZER'S REPORT**

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 25<sup>th</sup> 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 25<sup>th</sup> 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 16<sup>th</sup> 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.



A handwritten signature in blue 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 31<sup>st</sup> 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 31<sup>st</sup> 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
<b>Total</b>	<b>24*</b>	<b>100</b>	<b>30,11,98,472.36</b>	<b>100</b>

\*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 16<sup>th</sup> 2019