



**SCRUTINIZER'S REPORT**

*(Pursuant to the Section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable)*

To

Mrs. Vibhooti Malhotra,

Alternate Chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench (Hon'ble NCLT) For the NCLT Convened meeting of Secured Creditors of Minda Corporation Limited

Held at PHD Chambers of Commerce & Industry, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipeed Campus, Haus Khas, New Delhi - 110016

**Sub: Scrutinizer's Report on Voting Results of the meeting of Secured Creditors of Minda Corporation Limited ("the Company") convened as per the directions of Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble NCLT") for approval of the Scheme of Amalgamation of Minda Management Services Limited (Transferor Company No. 1), Minda SAI Limited (Transferor Company No. 2), Minda Automotive Solutions Limited (Transferor Company No. 3), Minda Autoelektrik Limited (Transferor Company No. 4) and Minda Telematics and Electric Mobility Solutions Private Limited (Transferor Company No. 5) with Minda Corporation Limited (Transferee Company)**

Dear Ma'am,

Pursuant to the directions of Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") vide Order dated January 23, 2019, I, Aditi Gupta, Company Secretary in Practice, having office at 2<sup>nd</sup> Floor, Manish Chambers, LSC, Mayur Vihar Phase-II, New Delhi-110091,



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was appointed as scrutinizer for the purpose of scrutinizing the voting conducted through Poll at the meeting of Secured Creditors of the Company convened pursuant to the said NCLT Order, on Tuesday, February 26, 2018, at 09:30 A.M. at PHD Chambers of Commerce & Industry, PHD House, 4/2, August Kranti Marg, Siri Institutional Area, Block A, Nipeed Campus, Haus Khas, New Delhi - 110016 (“Meeting”).

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act 2013, and rules made thereunder relating to voting through Poll at the Meeting. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to issue Report on the basis of total votes cast by the Secured Creditors on the resolution contained in the Notice dated January 24, 2019 (“Notice”).

I submit my report as under:

1. The Notice dated January 24, 2019 along with the explanatory statement setting out material facts under Section 230–232 read with Section 102 and other applicable provisions, if any, of the Companies Act, 2013, was sent to the Secured Creditors whose names appeared in the Chartered Accountant’s certificate certifying the amount of Secured debt as on August 31, 2018 and only those Secured Creditors were entitled to vote at the Meeting.
2. The Advertisement with respect to Notice of the Meeting was published by the Company on January 25, 2019, in the Financial Express (Delhi edition in English Language) and Jansatta (Delhi edition in Hindi Language), in compliance with the directions of Hon’ble NCLT.
3. For casting of votes through ballot papers by the Secured Creditors, One ballot box was kept for polling and the ballot box was locked in my presence.





4. After the completion of voting through Poll at the Meeting, the ballot box was opened in the presence of two witnesses, Mr. Nishant Jain and Ms. Shubhi Khaitan, who were not in the employment of the Company.
5. Thereafter, the ballot papers were diligently scrutinized and reconciled with the records maintained by the Company.
6. Total Number of Secured Creditors as on August 31, 2018 were 6 (Six) representing total secured debt (working capital and term loan) amounting to INR 2,52,29,29,528.11/- (Rupees Two Hundred Fifty Two Crore Twenty Nine Lacs Twenty Nine Thousand Five Hundred Twenty Eight and Eleven paisa Only).
7. I have not found any ballot paper as incomplete and/or defective, hence, no ballot paper has been treated as invalid.
8. I have not received any defaced or mutilated ballot papers. No duplicate ballot papers were issued by the Company.
9. The summary of voting results through Poll conducted at the Meeting is as under:
  - A. Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of **Minda Management Services Limited** (Transferor Company No. 1), **Minda SAI Limited** (Transferor Company No. 2), **Minda Automotive Solutions Limited** (Transferor Company No. 3), **Minda Autoelektrik Limited** (Transferor Company No. 4) and **Minda Telematics and Electric Mobility Solutions Private Limited** (Transferor Company No. 5) with **Minda Corporation Limited** (Transferee Company)



Particulars	Polling Papers (No. of Secured Creditors)	Amount of Secured debt represented by them	Percentage
Assent	6	2,52,29,29,528.11/-	100
Dissent	0	0	0
Invalid	0	0	0
Total	6	2,52,29,29,528.11/-	100

10. All the relevant papers and records relating to voting were handed over to the Alternate Chairperson of the Meeting.

Thanking you,  
Yours faithfully,

for Aditi Agarwal & Associates, Company Secretaries

*Aditi Gupta*

(Aditi Gupta)  
Scrutinizer  
M.No. 9410  
C.P. No. 10512



Date: 07/03/2019  
Place: New Delhi