

NPS CHAWLA, Company Secretary
(B. Com, FCS, LL.M, MBA)
Central Council Member-ICSI
Co-Founder and Joint Managing Partner – AEKOM LEGAL

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SCRUTINIZER'S REPORT

To,
Shri Dr. V.K. Aggarwal
Chairperson for the NCLT convened meeting of unsecured creditors
Minda Kosei Aluminium Wheel Private Limited

Subject: Scrutinizer's report on the voting conducted at the meeting of unsecured creditors of **Minda Kosei Aluminium Wheel Private Limited ("Company/ Transferor Company- 3")** convened pursuant to the order dated February 26th, 2024, passed by the Hon'ble National Company Law Tribunal, New Delhi Bench-VI, under Company Application bearing no. (CAA)-92/ ND/ 2023.

I, NPS Chawla, Company Secretary, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, New Delhi Bench-VI ("**NCLT**") to scrutinize the votes cast by the unsecured creditors of Minda Kosei Aluminium Wheel Private Limited (Transferor Company- 3) at the meeting convened through video conferencing/ audio-visual means (OAVM) pursuant to the order dated February 26th, 2024 ("**Order**"), passed by the Hon'ble NCLT in CA(CAA)-92/ND/2023 in the matter of scheme of amalgamation amongst M/s. Kosei Minda Aluminium Company Private Limited (Transferor Company No. 1), M/s. Kosei Minda Mould Private Limited (Transferor Company No. 2), Transferor Company No. 3, UNO Minda Limited (Transferee Company) and their shareholders and creditors.


The unsecured creditors were provided with the facility to cast their vote through remote e-voting, postal ballot and e-voting during the meeting (insta poll).

Responsibility of the Management of the Company

The management of the Company was responsible to ensure the compliances prescribed by the Hon'ble NCLT *vide* their Order along with the requirements of the Companies Act, 2013 and rules relating to convening of this meeting including the dispatch of notices of the meeting to the unsecured creditors along with newspaper publication etc.

I do hereby submit my report as under:



1. The unsecured creditors of the Company as on cut-off date fixed (*i.e.* Sunday, October 15th, 2023), were entitled to vote on the proposed resolution as set out in the notice of meeting of the unsecured creditors of the Company.
2. The facility to cast vote through remote e-voting period was made available from Thursday, March 21st, 2024 at 9:00 A.M. to Friday, April 19th, 2024 at 5:00 P.M. (both days inclusive).
3. Since the meeting was convened through video conference/ OAVM, the facility for appointment of proxies by the unsecured creditors was not available for the meeting.
4. Thereafter, the meeting of the unsecured creditors of the Company commenced through video conference/OAVM at 4:00 pm on Saturday, April 20th, 2024. However, the required quorum for the meeting, as prescribed by the Hon'ble NCLT *vide* its Order, *i.e.*, 156, being 2/3rd of the


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unsecured creditors in number was not present. Consequently, the meeting was adjourned for thirty minutes, in terms of para 19 of the Order by the Hon'ble Chairperson appointed for the meeting.

5. At the adjourned meeting at 4:32 pm, 26 unsecured creditors were present through video conference/OAVM and thereafter, the meeting was convened to be in order considering the relaxation provided from the requirement of the quorum under the Order.
6. Those unsecured creditors who could not cast their vote through remote e-voting or postal ballot, were provided the facility to cast their vote through insta poll facility during the meeting on Saturday, April 20th, 2024, at 4:35 pm for 15 minutes.
7. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
 - (i) Ashima Jain 
 - (ii) Anmol Sharma 
8. The Authorised Signatory of the Company has provided a certificate providing details of the voting in relation to the meeting of the unsecured creditors of the Company including the remote e-voting. Copy of the said certificate dated 20.4.2024 is enclosed herewith as **Annexure-B**.
9. Responsibility as a Scrutinizer for the voting process is to submitting the details of the voting to the Hon'ble Chairperson appointed by Hon'ble NCLT including votes cast "in favor" "against" or remain "invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL.
10. The following resolution was considered by the unsecured creditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India Act, 1992 and the Regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“SEBI”) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letters issued by the National Stock Exchange of India Limited and the BSE Limited, dated October 17, 2023 and October 18, 2023, respectively, the Memorandum and Articles of Association of Minda Kosei Aluminum Wheel Private Limited (“Company”) and subject to the approval of the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT”), and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (“Board”), which term shall be deemed to mean and include one or more


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Committee(s) constituted/to be constituted by the Board or any other person authorized by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Amalgamation between Kosei Minda Aluminum Company Private Limited, Kosei Minda Mould Private Limited, Minda Kosei Aluminum Wheel Private Limited and Uno Minda Limited and their respective shareholders and creditors (“Scheme”), as enclosed with this Notice of the NCLT Convened Meeting of the unsecured creditors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT or its appellate authority(ies) while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to modify, amend, withdraw, terminate or abandon the Scheme or any part thereof at any stage, for any reason(s) as may be deemed fit by the Board without the need for any subsequent / further approval by the unsecured creditors of the Company, including, but not limited to, in case any changes and/ or modifications suggested/ required to be made in the Scheme or any condition imposed, whether by any shareholder, creditor, NCLT, Stock Exchange(s), SEBI and/ or any other relevant statutory authority, are in their view not in the interest of the Company, and/ or if the Scheme cannot be implemented otherwise and any such modification or alteration shall be reported to the Stock Exchange(s) as and where applicable.”

11. Report on the voting at the NCLT convened meeting of the unsecured creditors of the Company including the remote e-voting is as under:

Mode	No. of unsecured creditors voted	No. of votes casted by them	Favour		Against		Invalid votes	
			No. of unsecured creditors	No. of votes	No. of unsecured creditors	No. of votes	No. of unsecured creditors	No. of votes
E-voting	30	368611763.8	30	368611763.8	0	0	0	0
Postal Ballot	19	16655699.96	19	16655699.96	0	0	6	36860956.7
Instapo II	5	796712.26	5	796712.26	0	0	0	0
Total	54	386064176	54	386064176	0	0	6	36860956.7

*While verifying the postal ballots received, it has come to the attention of undersigned that there was a difference in the amounts of debt mentioned by such unsecured creditors vis-a-vis debt outstanding as on the cut-off date.

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Considering the fact that the company is going concern and there can be differences in amount due to ongoing business of the company, accordingly, those ballot papers have been counted as valid.


(a) Voted in **favour** of the resolution:

Particulars	No. of unsecured creditors voted	No. of votes cast by them	% of total number of valid votes cast
E-voting	30	368611763.8	95.47
Postal Ballot	19	16655699.96	4.31
Instapoll	5	796712.26	0.21
Total	54	386064176	100

(b) Voted **against** the resolution:

Particulars	No. of unsecured creditors voted	No. of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Postal Ballot	0	0	0
Instapoll	0	0	0
Total	0	0	0

12. The postal ballot along with electronic data & other relevant records relating to the meeting are under our safe custody and have been handed over to the Company.


NPS Chawla
Company Secretary
Membership No. F-6987
Scrutinizer of the meeting

Countersigned by the Chairperson

Shri V.K. Aggarwal

Date: 20.04.2024

Minda Kosei Wheels Aluminium Private Limited- Unsecured Creditors:

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Attendant Shareholders : 14

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Sr. No.	EVEN	ISIN	User ID	User Name	Type	Date / Time	IP Address
1	128094	INDUCMMKW123	128094MKA205	S.R ENTERPRISES	LIVESTREAMVOTE	2024-04-20 15:56:25.495	223.225.170.5
2	128094	INDUCMMKW123	128094MKA229	ACXA ENTERPRISES	LIVESTREAMVOTE	2024-04-20 15:51:20.086	117.210.141.51
3	128094	INDUCMMKW123	128094MKA006	UML 2W ALUMIN.WHEEL	LIVESTREAMVOTE	2024-04-20 15:49:56.383	14.98.67.130
4	128094	INDUCMMKW123	128094MKA232	LEAN THERMAL SYSTEM	LIVESTREAMVOTE	2024-04-20 15:45:52.081	117.252.4.74
5	128094	INDUCMMKW123	128094MKA156	KOSEI MINDA ALUMINIUM	LIVESTREAMVOTE	2024-04-20 15:40:34.344	103.48.47.205
6	128094	INDUCMMKW123	128094MKA098	GINNI ENTERPRISES	LIVESTREAMVOTE	2024-04-20 15:38:00.522	103.48.47.205

Post-adjourment:

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Attendant Shareholders : 26

Refresh Attendance Report

Sr. No.	EVEN	ISIN	User ID	User Name	Type	Date / Time	IP Address
1	128094	INDUCMMKW123	128094MKA100	DEMAND MACHINE TOOLS & GAUGES	LIVESTREAMVOTE	2024-04-20 16:27:39.14	103.48.47.205
2	128094	INDUCMMKW123	128094MKA193	SHREE GANESH TRADING CO.	LIVESTREAMVOTE	2024-04-20 16:27:31.664	152.59.91.222
3	128094	INDUCMMKW123	128094MKA121	NITIN ENTERPRISES	LIVESTREAMVOTE	2024-04-20 16:22:59.549	27.59.69.198
4	128094	INDUCMMKW123	128094MKA149	DYNAMIC ENGINEERING	LIVESTREAMVOTE	2024-04-20 16:20:44.815	117.252.4.74
5	128094	INDUCMMKW123	128094MKA137	B SECURE INDUSTRIES	LIVESTREAMVOTE	2024-04-20 16:14:21.185	103.48.47.205
6	128094	INDUCMMKW123	128094MKA167	AYANSH ENGINEERING SERVICES	LIVESTREAMVOTE	2024-04-20 16:13:51.745	103.48.47.205
7	128094	INDUCMMKW123	128094MKA202	KST ENGINEERING SOLUTION	LIVESTREAMVOTE	2024-04-20 16:12:16.264	106.207.138.237



To,
Mr. NPS Chawla.
Hon'ble NCLT appointed Scrutinizer
G-29 (LGF), Block D, Lajpat Nagar III,
Lajpat Nagar, New Delhi,
Delhi 110024

ANNEXURE - B

Sub: Certificate for compliance of voting

Ref: NCLT Convened Meeting of the Unsecured Creditors of Minda Kosei Aluminum Wheel Private Limited held on Saturday, April 20, 2024 at 4:00 PM.

Minda Kosei Aluminum Wheel Private Limited (the Company) has appointed NSDL to provide the facility of remote e-voting prior to the meeting as well as e-voting and webcast service through video conferencing, during the NCLT convened meeting of the Unsecured Creditors of **Minda Kosei Aluminum Wheel Private Limited** held on Saturday, April 20, 2024 at 4:00 PM held through video conferencing/ other audio-video means ("**Meeting**"). We the Company and hereby declare and confirm that:

1. The remote e-voting facility prior to the Meeting commenced on Thursday, March 21, 2024 at 9:00 A.M. (IST) and ended on Friday, April 19, 2024 at 5:00 P.M. (IST) (both days inclusive).
2. The details of the unsecured creditors as on October 15, 2023 such as amount outstanding as per books of the company as on that date their address and email id (to the extent available with the Company) has been registered with NSDL.
3. That the unsecured creditors of the Company as on October 15, 2023, being the cut-off date, were provided electronic access to the Meeting and allowed to vote on the resolution proposed at the Meeting.
4. We have verified the data of voting downloaded by Mr. NPS Chawla, Scrutinizer appointed by Hon'ble NCLT from the portal of NSDL.

For and on behalf of
Minda Kosei Aluminum Wheel Private Limited

Handwritten signature of T. K. Srivastava in blue ink.

T. K Srivastava
Authorised Signatory
Date - April 20, 2024
Place - Delhi

Minda Kosei Aluminum Wheel Pvt. Ltd.

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Factory: Plot No. 384, Sector-3, IMT Bawal - 123501, Haryana, India
Contact: +91 9910266119 CIN: U29130DL2015PTC278233
Email: csmka@unominda.com