

The Officer-In-Charge (Listing)
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: MINDACORP

Head - Listing Operations,
BSE Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 538962

Sub: Information under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding acquisition of shares in Minda Corporation Limited pursuant to scheme of amalgamation

Dear Sir,

We would like to inform that the Minda Capital private Limited is a part of Promoter group of Minda Corporation Limited. Further, we would like to inform that thirteen Companies have been merged with Minda Capital Private Limited pursuant to order passed by the Hon'ble NCLT, New Delhi on February 08, 2019. A copy of the said NCLT Order was received and filed with Registrar of Companies on March 15th, 2019. The copy of order has been attached for your kind reference.

As a consequence of the aforesaid amalgamation, the shareholding of Minda Capital Private Limited has increased from 07.00% to 16.97% in Minda Corporation Limited, due to amalgamation of following entities which were holding shares in Minda Corporation Limited prior to Merger:

Sl. No.	Name(S) of the Amalgamated Companies	No. of Shares	Percentage of shares	Whether Promoter Group or Non- Promoter
1	Tech Aid Engineering Pvt. Ltd.	8381800	3.69	Promoter Group
2	Minda S. M. Technocast Pvt. Ltd	2950000	1.30	Promoter Group
3	Blest Marketing & Advertising Pvt. Ltd.	4555000	2.00	Promoter Group
4	Buzz Infotech Private Limited	2235336	0.98	Non-Promoter
5	RNS Tyres Private Limited	4555000	2.00	Non-Promoter
	Total	22677136	09.97	

Therefore, the shareholding of the promoter group of Minda Corporation Ltd. has changed/increased from 147611242 Equity Shares (64.96%) to 154401578 Equity Shares (67.94%).

A report in the prescribed format is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,

For Minda Capital Private Limited



Parth Tripathi
Company Secretary

ICSI Membership No.: A54188



MINDA CAPITAL PRIVATE LIMITED

CIN : U31300DL1996PTC083438

TEL: 011-27213326, E-MAIL : info@mindacapital.co.in

Registered Office: A-15, Ashok Vihar, Phase-I, Delhi - 110052 Website: www.minda.co.in

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Minda Corporation Limited																														
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Minda Capital Private Limited (Due to Merger of following Companies with Minda Capital Private Limited: 1) Tech Aid Engineering Pvt. Ltd. 2) Minda S M Technocast Pvt. Ltd 3) Blest Marketing & Advertising Pvt. Ltd. 4) Buzz Infotech Private Limited 5) RNS Tyres Private Limited)																														
3. Whether the acquirer belongs to Promoter/Promoter group	Yes																														
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange (N.S.E.) Bombay Stock Exchange (B.S.E.)																														
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital																												
<u>Before the acquisition/disposal under consideration, holding of:</u>																															
a) Shares carrying voting rights	15904162	07.00%	N.A																												
b) Voting rights (VR) otherwise than by shares	-	-	-																												
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-																												
Total (a+b+c)	15904162	07.00%	-																												
<u>Details of acquisition/sale</u>																															
a) Shares carrying voting rights acquired/sold	22677136	09.97%	-																												
(Due to merger of Following companies with Minda Capital Private Limited:																															
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Companies</th> <th>No. of Shares Acquired</th> <th>% of Shares</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tech Aid Engineering Pvt. Ltd.</td> <td>8381800</td> <td>3.69</td> </tr> <tr> <td>2</td> <td>Minda S M Technocast Pvt. Ltd</td> <td>2950000</td> <td>1.30</td> </tr> <tr> <td>3</td> <td>Blest Marketing & Advertising Pvt. Ltd.</td> <td>4555000</td> <td>2.00</td> </tr> <tr> <td>4</td> <td>Buzz Infotech Private Limited</td> <td>2235336</td> <td>0.98</td> </tr> <tr> <td>5</td> <td>RNS Tyres Private Limited</td> <td>4555000</td> <td>2.00</td> </tr> <tr> <td></td> <td>Total</td> <td>22677136</td> <td>09.97</td> </tr> </tbody> </table>	S. No.	Name of the Companies	No. of Shares Acquired	% of Shares	1	Tech Aid Engineering Pvt. Ltd.	8381800	3.69	2	Minda S M Technocast Pvt. Ltd	2950000	1.30	3	Blest Marketing & Advertising Pvt. Ltd.	4555000	2.00	4	Buzz Infotech Private Limited	2235336	0.98	5	RNS Tyres Private Limited	4555000	2.00		Total	22677136	09.97			
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b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
Total (a+b+c)	22677136	09.97%	-
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	38581298	16.97%	
(The shareholding of the Promoters and Promoter's Group of Minda Corporation Ltd. has changed/increased from 147611242 Equity Shares (64.96%) to 154401578 Equity Shares (67.94%).)	-	-	
b) VRs otherwise than by shares	-	-	
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	
Total (a+b+c)	38581298	16.97%	
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Through Merger as approved by the NCLT, Vide Order No. CAA-105(PB) 2018 dated 08.02.2019. Copy of the order is enclosed.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	15.03.2019		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	22,72,22,285 Equity Shares of ₹ 2 each I,e Total ₹ 45,44,44,570/-		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	22,72,22,285 Equity Shares of ₹ 2 each I,e Total ₹ 45,44,44,570/-		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A		



(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Minda Capital Private Limited

Parth Tripathi

Parth Tripathi
Company Secretary

ICSI Membership No.: A54188



Place: Delhi

Date: 15.03.2019

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH,

AT NEW DELHI

COMPANY PETITION NO. (CAA)-105 (PB) 2018

Connected with

Company Application No. (CAA) 40/PB/2018

No. 193
Date of Presentation
of application for Copy... 15/02/19
No. of Pages... 12
Registration & Postage Fee...
Total ₹... 500/-
Date of Receipt &
Record of Copy...
Date of Preparation of Copy... 22/02/19
Date of Delivery of Copy... 22/02/19

DD/DR/AR/Court Officer
National Company Law Tribunal
New Delhi

Judgment Delivered on: 08.02.2019

CORAM:

CHIEF JUSTICE (Rtd.) M.M. KUMAR,

HON'BLE PRESIDENT

DR. DEEPTI MUKESHI,

HON'BLE MEMBER (I)

Under Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

In the matter of

SCHEME OF AMALGAMATION

BETWEEN

Blest Marketing & Advertising Private Limited

Petitioner/Transferor Company No.1

Buzz Infotech Private Limited

Petitioner/Transferor Company No.2

CAA-105(PB) 2018



Kshitij Buildhome Private Limited

Petitioner/Transferor Company No. 3

Minda Plastic Solutions India Limited

Petitioner/Transferor Company No. 4

Minda S.M. Technocast Private Limited

Petitioner/Transferor Company No. 5

RNS Tyres Private Limited

Petitioner/Transferor Company No. 6

Sunvision Automotives Private Limited

Petitioner/Transferor Company No. 7

Tech-Aid Engineering Private Limited

Petitioner/Transferor Company No. 8

Tuff Engineering Private Limited

Petitioner/Transferor Company No. 9

Kartikeya Building Solutions Private Limited

Petitioner/Transferor Company No. 10

New Delhi Infratech Private Limited

Petitioner/Transferor Company No. 11

Real Life Constructions Private Limited

Petitioner/Transferor Company No. 12

Ashna Krshan Creations Private Limited

Petitioner/Transferor Company No. 13

With

Minda Capital Private Limited

Petitioner/Transferee Company

For Petitioners: Mr. Saurabh Kalia, Advocate with Mr. Sanjay Grover, PCS

For the RD: Ms. C. Balooni, CP

For the OL: Mr. Shubham Pandey, Advocate

For the ITD: Ms. Easha Kadain, Advocate for Ms. Lakshmi Gurung Standing Counsel for Income Tax Department

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ORDER

DR. DEEPTI MUKESH, MEMBER (J)

1. This Joint petition has been filed by the Petitioner Companies under Sections 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation of Transferor Companies into Transferee Company.
2. A perusal of the petition discloses that initially the First Motion joint application seeking direction for dispensing/convening the meeting of the Equity Shareholders, Unsecured Creditors of the all the Petitioner Companies and Secured Creditors of the Transferor Company No. 9 and the Transferee Company was filed before this Tribunal vide CA (CAA)-40(PB)2018 and based on such joint application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by this Tribunal, wherein the


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meetings of the Equity Shareholders and the Unsecured Creditors of all the Petitioner Companies, and the Secured Creditors of the Transferor Company No. 9 and the Transferee Company were dispensed with vide order dated 06.07.2018.

3. Thereafter 2nd motion petition was filed on 13.07.2018 vide CAA -105 (PB)/2018 within prescribed time limit and on 30.08.2018 the Petitioners were directed to carry out publication in the newspaper 'Business Standard' (English Delhi Edition) and Business Standard in (Hindi, Delhi Edition). In addition to the public notices, notices were directed to be served on to the Regional Director (Northern Region), Ministry of Corporate Affairs, Registrar of Companies, NCT of Delhi and Haryana, the Income Tax Department, Official Liquidator and to the other relevant sectoral regulators.
4. It is seen from the records that all the Petitioners have filed an affidavit dated 19.09.2018 affirming compliance of the order passed by the tribunal dated 30.08.2018. A perusal of the affidavit disclose that the Petitioners have



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affected the newspaper publication as directed in one issue of the 'Business Standard' (English Delhi Edition) and Business Standard in (Hindi, Delhi Edition) both on 13.09.2018 in relation to the date of hearing of the petition. Further, the Petitioners have also affirmed that the copy of petition have been duly served upon the Registrar of Companies, Regional Director, Northern Region and Income Tax Department, Official Liquidator in compliance of the order and in proof of the same acknowledgment from the respective offices have also been placed on record.

5. The Regional Director filed its representation dated 26.09.2018 and has observed that compliance to Sections 232(3)(B)(i) read with 233(11) and 233(12) of the Companies Act, 2013 be ensured by the transferee company.
6. In response of the aforesaid observations of the Regional Director, the petitioner companies filed their a rejoinder affidavit dated 31.10.2018 and have undertaken to comply with Sections 232(3)(B)(i) read with 233(11)

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and 233(12) of the Companies Act, 2013.

7. The Official Liquidator has filed its report on 26.09.2018 wherein no specific objection has been raised against the approval of the scheme. It is submitted in the report that the Official Liquidator has not received any complaint against the proposed scheme from any person/party interested in the scheme in any manner and that the affairs of the transferor companies do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest.
8. The Income Tax Department has filed its report dated 16.10.2018 with respect to the Transferor/Petitioner Companies. It has been stated that the Transferor/Petitioner Company No. 3 was incorporated on 13.11.2007 i.e. during the AY 2008-2009 and the company has commenced filing return of income from AY 2008-2009. Prior to this, there are no records of ITR filed by the company. The IT department also submitted that since incorporation the company has not reported any income. The company, vide affidavit dated



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01.11.2018 has stated that the since the company was incorporated on 13.11.2007, during the AY 2008-2009, therefore no filing could be done before the AY 2008-2009 and further the company was incurring losses since incorporation therefore no profits could be shown in the income tax returns. With respect to the Transferor/Petitioner Company No. 12, it was observed that a regular demand is pending against the company amounting to Rs.1,25,369/- vide their letter dated 20.09.2018. The Transferor/Petitioner Company No. 12 vide affidavit dated 01.11.2018 has stated that the transferee company undertakes that any liability, demand etc. pending against any of the transferor companies in relation to the Income Tax Department shall be borne and/or indemnify by the transferee company, in particular, the demand of Rs.1,25,369/- pending against the company.

9. In view of the above, it is seen that all observations of the Income Tax Department are duly satisfied. The counsel for the petitioners has further stated that no

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objection from any third party or public at large have been received against the Scheme of Amalgamation.

10. In the joint petition it has been affirmed that no proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 are pending against the Petitioner Companies.

11. Certificates of respective statutory auditors of all the petitioner companies have been placed on record to the effect that accounting treatment proposed in the Scheme of Amalgamation is in conformity with the accounting standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.

12. In view of the foregoing, upon considering the approval accorded by the members and creditors of all the petitioner companies to the propped scheme, as well as the objections filed by the regional director, northern region, Income Tax Department and the official liquidator, being satisfied in view of rejoinder and



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affidavit of undertaking filed by the transferee company, there appears to be no impediment in sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 & 232 of the companies act, 2013. The petitioner however remain bound to comply with the statutory requirements in accordance with law.

13. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme, will not come in the way of action being taken, albeit, in accordance with law, against any of the concerned person, director and officials of the petitioners.

14. While approving the scheme as above, we further clarify that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes, GST, or any other charges, if any, and payment in accordance with law or in respect to any permission/ compliance with any other requirement which may be



specifically required under any law.

15. THIS TRIBUNAL DO FURTHER ORDER(S):

- a) That all the transferor companies shall stand dissolved without following the process of winding up; and
- b) That all the property, rights and powers of all the transferor companies, be transferred without further act or deed, to the transferee company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and vests in the transferee company.
- c) That all the liabilities and duties of the all transferor companies, be transferred without further act or deed, to the transferee company and accordingly the same shall, pursuant to Section 232 of the Act, be transferred to and become the liabilities and duties of the transferee company; and
- d) That all proceeding now pending by or against the transferor company, be continued by or against

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the transferee company; and

- e) That all the employees of all the transferor companies in service, on the date immediately preceding the date on which the scheme takes effect, i.e., the effective date shall become the employees of the transferee company on such date without any break or interruption in services and upon terms and conditions not less favorable than those subsisting in the respective transferor companies on the said date.
- f) That petitioner companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Company for registration and on such certified copy being so delivered all the transferor companies shall stand dissolved and the Registrar of Company shall place all documents relating to all the transferor company registered with him on the file kept by him in relation to the transferee company and the files relating to all the petitioner



companies shall be consolidated accordingly; and

- g) That any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

Sd
(M.M. KUMAR)

08.02.2019

PRESIDENT

Sd
DEEPTI MUKESH

MEMBER (J)

Pronounced today under rule 151 of the NCLT Rules 2016 as Hon'ble Member(J), Dr. Deepti Mukesh is not holding court today.



Nirmala Vincent
(NIRMALA VINCENT)

COURT OFFICER

No. 193
Date of Presentation
of application for Copy... 15/02/19
No. of Pages... 12
Copying Fee... 5/-
Registration & Postage Fee...
Total ₹... 500/-
Date of Receipt &
Record of Copy...
Date of Preparation of Copy... 22/02/19
Date of Delivery of Copy... 22/02/19

✓ *Rajin* : 22/2/2019
DD/DR/AR/Court Officer
CAA-105(PB) 2018, Tribuna
New Delhi

Rajin : 22/2/2019
व.वि.व. राजू V.V.B. RAJU
उप पंजीयक / DEPUTY REGISTRAR
राष्ट्रीय कम्पनी विधि अदालत
NATIONAL COMPANY LAW TRIBUNAL
Block-3, 8th Floor, CGO COMPLEX
LODHI ROAD, NEW DELHI - 110003