

Voting Results

Date of NCLT Convened Meeting	15.03.2022
Total number of shareholders on record date: (being cut off date for determining shareholders entitled to vote – 08.03.2022)	582
No. of shareholders present either in person or through proxy: Promoters and Promoter Group: Public:	11 21
No. of Shareholders attended the meeting through Video Conferencing/OAVM Promoters and Promoter Group: Public	N.A

Agenda-wise disclosure

Item: Approval of Scheme of Arrangement and Demerger between MIL Industries Limited and MIL Industries & Aerospace Limited and their respective shareholders & creditors under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1987560	1944660	97.84	1944660	-	100	-
	Poll		27050	1.36	27050	-	100	-
	Postal ballot (If applicable)		-	-	-	-	-	-
	Total		1987560	1971710	99.20	1971710	-	100
Public-Institutions	E-Voting	43750	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal ballot (If applicable)		-	-	-	-	-	-
	Total		43750	-	-	-	-	-
Public-Non Institutions	E-Voting	1118690	52330	4.68	52330	-	100	-
	Poll		17050	1.52	17050	-	100	-
	Postal ballot (If applicable)		-	-	-	-	-	-
	Total		1118690	69380	6.20	69380	-	100
Total		3150000	2041090	64.80	2041090	-	100	-

CS NITHYA PASUPATHY
PRACTICING COMPANY SECRETARY

15th March 2022

To
Mr. Balu Sridhar,
The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench.

Subject: Consolidated Scrutinizer's Report of the result of meeting of Equity Shareholders through (i) remote voting and (ii) ballot voting conducted during the meeting in the matter of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited ("Resulting Company") & their respective shareholders and Creditors (CA/793/CAA/2020) before the National Company Law Tribunal, Division Bench – II, Chennai.

Dear Sir,

This is to bring to your attention that, pursuant to the directions of the Hon'ble National Company Law Tribunal passed vide order dated 20th January 2022 read with the order dated 17th November 2021, I am appointed to monitor and scrutinize the voting process being undertaken through (i) remote e-voting and (ii) ballot voting conducted during the meeting of the Equity Shareholders of M/s. MIL Industries Limited (Demerged Company).

On the basis of the E-Voting and ballot voting provided during the meeting, I have prepared my report ("**Scrutinizer Report**") and hereby enclosed the same as **Annexure 1**. Please find herewith enclosed the Scrutinizer Report.

Thanking you,


Ms. Nithya Pasupathy
Practising Company Secretary



ANNEXURE 1

SCRUTINIZER REPORT

15th March 2022

To,
Mr. Balu Sridhar,
The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench.

Subject: Consolidated Scrutinizer's Report of the result of meeting of Equity Shareholders through (i) remote e-voting and (ii) ballot voting conducted during the meeting in the matter of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited ("Resulting Company") & their respective shareholders and Creditors (CA/793/CAA/2020) before the National Company Law Tribunal, Division Bench – II, Chennai.

Dear Sir,

This is to bring to your attention that I, Nithya Pasupathy, Occupation: Practising Company Secretary having office at No. 10/28, Shankaralaya, 2nd Floor, 3rd Cross Street, R.K. Nagar, R.A. Puram, Chennai-28, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("**NCLT**" / "**Tribunal**"), Chennai Bench in the Captioned Company Application, vide order dated 20th January 2022 read with the order dated 17th November, 2021. This appointment is with respect to the scrutiny of the meeting to be conducted for the Equity Shareholders and Unsecured Creditors Meeting of M/s. MIL Industries Limited (Demerged Company) through E-Voting, ending on 14th March 2022, under Sections 230 – 232 of the Companies Act, 2013. The meeting of the Equity shareholders of the Demerged Company had been directed to be conducted through E – Voting for securing the approval of the Scheme of Arrangement of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited (Resulting Company) ("**Scheme**").

As the Scrutinizer, I am required to monitor and scrutinize the voting process being undertaken through remote e-voting, conducted from Friday, 11th March 2022 at 9:00 A.M. (Indian Standard Time) to Monday 14th March 2022 at 5.00 P.M. (Indian Standard Time) and Ballot Voting conducted during the meeting of the Equity Shareholders of the Demerged Company on 15th March, 2022 and submit the Scrutinizer Report on the result of voting process. Accordingly, vide discussions held on various dates with the Counsel of the Demerged Company, the Scheme was explained to me, as to be approved by the Equity shareholders of the Demerged Company. Further, I have obtained all requisite assistance from persons well-versed with the electronic voting system, who are not related to the Demerged Company. Therefore, I am acquainted with the facts concerning the matter, and submitting this Scrutinizer Report.



A handwritten signature in black ink, appearing to be "Nithya".

E- E-VOTING PROCESS and BALLOT VOTING:

1. I was provided a registered account on the website of NSDL, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.
2. The remote e-voting commenced on Friday, 11th March 2022 at 9:00 A.M. (Indian Standard Time) and ended on Monday 14th March 2022 at 5.00 P.M. (Indian Standard Time) after which the voting was automatically disbanded on the website of NSDL and no further votes were recorded by the system.
3. I unblocked the E-Voting results on the NSDL platform on Tuesday, 15th March, 2022 at 11:45AM and report was generated on the polled votes of Equity Shareholders of the Demerged Company by the system. The reports generated in the system of NSDL were downloaded from NSDL e-voting site immediately.
4. I have relied on the information provided by NSDL, with regard to details provided through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN".
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me.
6. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the by the Company along with the authorizations/proxies lodged with the company
7. The Quorum for the said meeting of the equity shareholders of the Demerged Company as fixed by the Hon'ble Tribunal, Bench-II, Chennai is 15 (Fifteen) in number. Equity Shareholders or Authorised Representative of Body Corporate attending the Meeting shall be counted for the purpose of reckoning the quorum. The prescribed quorum for the meeting was present.
8. There were 32 Equity shareholders attended the meeting in person/proxy/authorised Representative.
9. My Responsibility as a Scrutinizer, is to ensure the voting process by remote e-voting and by use of ballot at the meeting are conducted in a fair and transparent manner and render a combined Scrutinizer's Report of the total of Votes cast in favour or against if any to the chairman, based on the reports generated from electronic voting system provided by NSDL.




RESULT OF VOTING:

Details of the votes casted by way of E-Voting and ballot Voting with respect to the Resolutions proposed for the purpose of Voting ("**Resolutions**") are summarized below. The Resolutions as voted upon are reproduced below.

RESOLUTION – To approve the Scheme of Arrangement Between MIL Industries Limited (Demerged Company) and MIL Industries & Aerospace Limited (Resulting Company) and their respective Shareholders and Creditors under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any.

REPORT ON THE RESULTS OF THE E-VOTING AND BALLOT VOTING OF EQUITY SHAREHOLDERS OF THE COMPANY ON THE RESOLUTION:

Net votes cast by the Equity Shareholders:

Particulars	Number of Equity shareholders voted	No. of Votes (In Shares)
Total Votes Casted		
E-Voting	25	1996990
Physical Ballot	13	44300
Total	38	2041290
"Less Invalid Votes Cast" Cases	1	200
"Abstained" Cases	0	0
Net Votes Casted	37	2041090

Votes cast by Equity Shareholders in favour of the Resolution:

Manner of Voting	Number of Equity shareholders voted	Number of votes	Percentage
E-Voting	25	1996990	100%
Physical	12	44100	
Total	37	2041090	

Votes cast by Equity shareholders against the Resolution:

Manner of Voting	Number of Equity shareholders voted	Number of votes	Percentage
E-Voting	NIL	0	-
Physical	NIL	0	
Total	NIL	0	




Votes Invalid *

Manner of Voting	No of Equity shareholders	Number of Votes	Percentage
E-Voting	NIL	0	-
Physical	1	200	
Total	1	200	

** The votes casted at the meeting by way of physical ballot were treated as invalid as the same shareholder had already exercised their e- voting.*

My responsibility as a scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to render this Scrutinizer Report, based on the reports generated from the electronic voting platform provided by NSDL.

Accordingly, I hereby submit this Scrutinizer Report, reporting the results of the remote-voting and Ballot Voting conducted during the meeting of the Equity shareholders of the Demerged Company, conducted for the approval of the Scheme. As per the said results, the Resolution with respect to the same have been approved unanimously of the Equity shareholders of the Demerged Company without any modifications.

Place: Chennai
Date: 15/03/2022


Nithya Pasupathy,
Practising Company Secretary,
M.NO. F 10601
CP NO. 22562
UDIN:F010601C002941751

CS NITHYA PASUPATHY
PRACTICING COMPANY SECRETARY

15th March 2022

To
Mr. Balu Sridhar,
The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench.

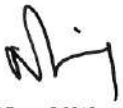
Subject: Consolidated Scrutinizer's Report of the result of meeting of Unsecured Creditors through (i) remote e-voting and (ii) ballot voting conducted during the meeting in the matter of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited ("Resulting Company") & their respective shareholders and Unsecured Creditors (CA/793/CAA/2020) before the National Company Law Tribunal, Division Bench – II, Chennai.

Dear Sir,

This is to bring to your attention that, pursuant to the directions of the Hon'ble National Company Law Tribunal passed vide order dated 20th January 2022 read with the order dated 17th November 2021, I am appointed to monitor and scrutinize the voting process being undertaken through (i) remote e-voting and (ii) ballot voting conducted during the meeting of the Unsecured Creditors of M/s. MIL Industries Limited (Demerged Company).

On the basis of the E-Voting and ballot voting provided during the meeting, I have prepared my report ("**Scrutinizer Report**") and hereby enclosed the same as an **Annexure 1**. Please find herewith enclosed the Scrutinizer Report.

Thanking you,



Ms. Nithya Pasupathy
Practising Company Secretary



ANNEXURE 1

SCRUTINIZER REPORT

15th March
2022

To,
Mr. Balu Sridhar,
The Chairperson appointed by the Hon'ble NCLT,
Chennai Bench.

Subject: Consolidated Scrutinizer's Report of the result of meeting of Unsecured Creditors through (i) remote e-voting and (ii) ballot voting during the meeting conducted during the meeting in the matter of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited ("Resulting Company") & their respective shareholders and Creditors (CA/793/CAA/2020) before the National Company Law Tribunal, Division Bench – II, Chennai.



Dear Sir,

This is to bring to your attention that I, Nithya Pasupathy, Occupation: Practising Company Secretary having office at No. 10/28, Shankaralaya, 2nd Floor, 3rd Cross Street, R.K. Nagar, R.A. Puram, Chennai-28, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"/" Tribunal"), Chennai Bench in the Captioned Company Application, vide order dated 20th January 2022 read with the order dated 17th November, 2021. This appointment is with respect to the scrutiny of the meeting to be conducted for the Equity Shareholders and Unsecured Creditors Meeting of M/s. MIL Industries Limited (Demerged Company) through E-Voting, ending on 14th March 2022, under Sections 230 – 232 of the Companies Act, 2013. The meeting of the Unsecured Creditors of the Demerged Company had been directed to be conducted through E – Voting for securing the approval of the Scheme of Arrangement of M/s. MIL Industries Limited (Demerged Company) and M/s. MIL Industries & Aerospace Limited (Resulting Company) ("**Scheme**").

As the Scrutinizer, I am appointed to monitor and scrutinize the voting process being undertaken through remote e-voting, conducted from Friday, 11th March 2022 at 9:00 A.M. (Indian Standard Time) to Monday 14th March 2022 at 5.00 P.M. (Indian Standard Time) and Ballot Voting conducted during the meeting of the Unsecured Creditors of the Demerged Company on 15th March, 2022 and submit the Scrutinizer Report on the result of voting process. Accordingly, vide discussions held on various dates with the Counsel of the Demerged Company, the Scheme was explained to me, as to be approved by the Unsecured Creditors of the Demerged Company. Further, I have obtained all requisite assistance from NSDL in relation to the electronic voting system. Therefore, I am acquainted with the facts concerning the matter, and submitting this Scrutinizer Report.

E-VOTING PROCESS and BALLOT VOTING:

1. I was provided a registered account on the website of NSDL, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a

Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.

1. The remote e-voting commenced on Friday, 11th March 2022 at 9:00 A.M. (Indian Standard Time) and ended on Monday 14th March 2022 at 5.00 P.M. (Indian Standard Time) after which the voting was automatically disbanded on the website of NSDL and no further votes were recorded by the system.
2. I unblocked the E-Voting results on the NSDL platform on Tuesday, 15th March at 12:30 PM and report was generated on the polled votes of Unsecured Creditors of the Demerged Company by the system. The reports generated in the system of NSDL were downloaded from NSDL E-Voting site immediately.
3. I have relied on the information provided by NSDL, with regard to details provided through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN".
4. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me.
5. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the by the Company along with the authorizations/proxies lodged with the company
6. The Quorum for the said meeting of the unsecured creditor of the Demerged Company as fixed by the Hon'ble Tribunal is 10 (Ten) in number. The Unsecured Creditors or Authorised Representative of Body Corporate attending the Meeting shall be counted for the purpose of reckoning the quorum. The prescribed quorum for the meeting was present.
7. The Meeting was attended by 28 unsecured creditors by in person/proxy/authorised representative.
8. My Responsibility as a Scrutinizer, is to ensure the voting process by remote e-voting and by use of ballot at the meeting are conducted in a fair and transparent manner and render a combined Scrutinizer's Report of the total of Votes cast in favour or against if any to the chairman, based on the reports generated from electronic voting system provided by NSDL.

RESULT OF VOTING:

Details of the votes casted by way of E-Voting and ballot Voting with respect to the Resolutions proposed for the purpose of Voting ("**Resolutions**") are summarized below. The Resolutions as voted upon are reproduced below.




RESOLUTION – To approve the Scheme of Arrangement Between MIL Industries Limited (Demerged Company) and MIL Industries & Aerospace Limited (Resulting Company) and their respective Shareholders and Creditors under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any.

REPORT ON THE RESULTS OF THE E-VOTING AND BALLOT VOTING OF UNSECURED CREDITORS OF THE COMPANY ON THE RESOLUTION:

Net votes cast by the Unsecured Creditors:

Particulars	Number of Unsecured Creditors voted	No. of votes cast by them as per value of debt
Total Votes Casted		
E-Voting	18	11524537
Physical Ballot	21	5714940
Total	39	17239477
“Less Invalid Votes Cast” Cases	4	981848
“Abstained” Cases	0	0
Net Votes Casted	35	16257629

Votes cast by Unsecured Creditors in favour of the Resolution:

Manner of Voting	Number of Unsecured Creditors voted	Number of votes	Percentage
E-Voting	18	11524537	100%
Physical	17	4733092	
Total	35	16257629	

Votes cast by Unsecured Creditors against the Resolution:

Manner of Voting	Number of Unsecured Creditors voted	Number of votes	Percentage
E-Voting	NIL	0	-
Physical	NIL	0	
Total	NIL	0	



Votes Invalid *

Manner of Voting	No of Unsecured Creditors	Number of Votes	Percentage
E-Voting	0	0	-
Physical	4	981848	
Total	4	981848	

* *The votes casted at the meeting by way of physical ballot were treated as invalid as the same Unsecured creditors had already exercised their e- voting.*

My responsibility as a scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to render this Scrutinizer Report, based on the reports generated from the electronic voting platform provided by NSDL.

Accordingly, I hereby submit this Scrutinizer Report, reporting the results of the remote e-voting and Ballot Voting conducted during the meeting of the Unsecured Creditors of the Demerged Company, conducted for the approval of the Scheme. As per the said results, the Resolution with respect to the same have been approved unanimously of the Unsecured Creditors of the Demerged Company without any modifications.

Place: Chennai
Date: 15/03/2022



Nithya Pasupathy,
Practising Company Secretary,
M.NO. F 10601
CP NO. 22562
UDIN: F010601C002941837