

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH

FORM NO. CAA 4 [Pursuant to Rule 13(2) and Rule 14]

COMPANY APPLICATION NO. 449 OF 2017

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013;

And

In the matter of Scheme of Amalgamation of L&T Access Distribution Services Limited (Transferor Company) and L&T Capital Markets Limited (Transferee Company)



L&T Capital Markets Limited, a Company )  
incorporated under the Companies Act, 1956 )  
having its Registered office at L&T House, )  
Narottam Morarji Marg, Ballard Estate, )  
Mumbai- 400001. ) ...Applicant Company

**REPORT OF RESULT OF MEETING BY CHAIRPERSON**

I, Raju Dodti, Indian Inhabitant, appointed Chairperson of the Meeting of the Equity Shareholders of the Applicant Company having my office at Brindavan, Plot No. 177, CST Road, Kalina, Santacruz (East), Mumbai- 400098 do hereby report to this Hon'ble Tribunal as follows:

1. By an order made by this Hon'ble Tribunal on 28<sup>th</sup> April, 2017 in the above matter, I was appointed as Chairperson to preside over the

meeting of the Equity Shareholders of the Applicant Company ordered to be convened at Brindavan, Plot No. 177, CST Road, Kalina, Santacruz (East), Mumbai- 400098, on 9<sup>th</sup> June, 2017 at 3:00 P.M.

2. As directed by the Hon'ble Tribunal vide its order dated 28<sup>th</sup> April 2017 individual notices convening the meeting were sent to all the Equity Shareholders of the Applicant Company on 9<sup>th</sup> May 2017, by Hand Delivery to five Equity Shareholders and by Courier to the remaining two Equity Shareholders of the Applicant Company. In addition, advertisements containing notice of the aforesaid meeting was published in the following two newspapers, in accordance with the directions of the Court:

- i. Free Press Journal (English) on 9<sup>th</sup> May 2017;
- ii. Navshakti (Marathi translation) on 9<sup>th</sup> May 2017

Hereto annexed and marked as Exhibit "A" is a copy of the acknowledgment of Affidavit of Service of the Chairperson dated 19<sup>th</sup> May 2017.

3. In compliance of the order of this Hon'ble Tribunal, a meeting of the Equity Shareholders of the Applicant Company was convened on Friday, 9<sup>th</sup> June, 2017 at 3:00 p.m. at the aforesaid venue and as directed by this Hon'ble Tribunal, I presided over at the said meeting. The quorum fixed for the meeting was 5 (Five) Equity Shareholders present in person. Since the required quorum was present, the said meeting was called "to order".



4. The Scheme of Amalgamation was read out and explained by me at the meeting, and the question submitted at the said meeting was whether the Equity Shareholders of the said company agreed to the arrangement submitted at the meeting and agreed thereto.
5. With regard to the approval of the Resolution for the Scheme of Amalgamation, on scrutiny by the Scrutinizer, 5 (Five) Shareholders who attended personally or through representation representing 4,97,49,998 Equity Shares having total value of Rs. 49,74,99,980/- out of which all shareholders voted "In favour" of the resolution for the Scheme of Amalgamation. The Resolution for the Scheme of Amalgamation was approved.
6. The under-mentioned Equity Shareholders voted in favour of the proposed amalgamation being adopted and carried into effect:

Name of Member	Address	No. of equity shares held	Number of votes	Percentage
Mr. Dinanath Mohandas Dubhashi *	Brindavan Building, CST Road, Kalina, Sanataacruz (East), Mumbai 400 098	1	1	0
Mr. Sachinn Joshi *	L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001	1	1	0
Mr. Sunil Prabhune*	L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001	1	1	0
Mr. Raju Dodti*	L&T House, N. M. Marg,	1	1	0



	Ballard Estate, Mumbai 400 001			
Mr. Ankit Sheth, authorised representative of L&T Finance Holdings Limited	L&T House, N. M. Marg, Ballard Estate, Mumbai 400 001	4,97,49,994	4,97,49,994	100%
	<b>Total</b>	4,97,49,998	4,97,49,998	100%

\*Held Jointly with L&T Finance Holdings Limited

I say that the Attendance slips of the Equity Shareholders have been handed over to me and the voting papers in connection with the aforesaid Equity Shareholders meeting are at present in the custody of the Applicant Company.

Dated this 12<sup>th</sup> day of June, 2017

Sd/-



Mr. Raju Dodti

Chairperson appointed for the meeting



VBT/RDB/RJ 2667

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH  
CSA No. 449 of 2017

L&T Capital Markets Limited

...Applicant Company

To,  
The Registrar,  
National Company Law Tribunal,  
Mumbai.



Sir,

We are concerned for our client, L&T Capital Markets Limited, the Applicant Company abovenamed.

Be pleased to take on record affidavit proving service of Mr. Sunil Prabhune in the captioned matter.

Dated this 19<sup>th</sup> day of May, 2017.

Yours faithfully,  
M/s. Manilal Kher Ambalal & Co.

Partner  
Advocates for Applicant Company

Encl: a.a.

TRUE COPY

MANILAL KHER AMBALAL & CO.  
ADVOCATES, SOLICITORS & NOTARY





VBT/RDB/LRU 2819

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH

Company Application No. 449 of 2017  
(under Sections 230-232 of the Companies Act, 2013)

L&T Capital Markets Limited

...Applicant Company

To,  
The Registrar,  
National Company Law Tribunal,  
Mumbai.



Sir,

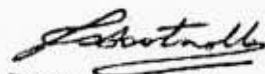
We are concerned for our client, L&T Capital Markets Limited, the Applicant Company abovenamed.

We have vide our letter bearing no. VBT/RDB/RJ/2667 dated 19<sup>th</sup> May 2017 filed Affidavit proving service of Mr. Sunil Prabhune dated 18<sup>th</sup> May 2017 in the captioned matter.

Be pleased to take on file the CD with respect to the abovementioned Affidavit proving service of of Mr. Sunil Prabhune in the captioned matter.

Dated this 5<sup>th</sup> day June, 2017.

Yours faithfully,  
M/s. Manilal Kher Ambalal & Co.

  
Partner  
Advocates for Applicant Company  
Encl: a.a.

TRUE COPY

  
M. MANILAL KHER AMBALAL & CO.  
ADVOCATES, SOLICITORS & NOTARY



BEFORE THE NATIONAL COMPANY  
LAW TRIBUNAL  
MUMBAI BENCH, MUMBAI  
COMPANY APPLICATION NO. 449 OF 2017

In the matter of the Companies Act,  
2013 (18 of 2013) & etc.

L&T Capital Markets Limited  
...Applicant Company

**REPORT OF RESULT OF MEETING BY  
CHAIRPERSON**

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Dated this 12<sup>th</sup> day of June, 2017



M/s. Manilal Kher Ambalal & Co.,  
Advocates for the Applicant Company