

L&T CAPITAL MARKETS LIMITED

Regd. Office: L&T House, Ballard Estate, Mumbai 400 001.

CIN: U67190MH2013PLC240261

Tel No: 022-66217300/400 Fax No: 022-6627515

Email: secretarial@ltfinance.com website: www.ltfs.com

SCRUTINIZER'S REPORT

**POLL ON THE PROPOSAL IN THE NOTICE OF THE
MEETING OF EQUITY SHAREHOLDERS OF
L&T CAPITAL MARKETS LIMITED CONVENED BY THE
NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
ON
FRIDAY, JUNE 9, 2017**

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel:022-28125781; Mob: 09820465195; 09819334743

Email: alwyn.co@gmail.com Website: www.alwynjay.com

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743
Email : alwyn.co@gmail.com Website:www.alwynjay.com

Report of Scrutinizer

To,

The Chairperson

of the Meeting of the Equity Shareholders of L&T Capital Markets Limited Convened
by the National Company Law Tribunal held on Friday, June 9, 2017 at 3.00 P.M at
Brindavan, Plot No.177, CST Road, Kalina, Santacruz East, Mumbai 400098.

Dear Sir,

I, Alwyn D'souza, Practising Company Secretary of M/s. Alwyn Dsouza & Co.,
Company Secretaries, Mumbai appointed as Scrutinizer(s) for the purpose of the poll
taken on the below mentioned resolution, at the National Company Law Tribunal
Convened Meeting of the Equity Shareholders of L&T Capital Markets Limited held on
Friday, June 9, 2017 at 3.00 P.M. at Brindavan, Plot No.177, CST Road, Kalina,
Santacruz East, Mumbai 400098, submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, 1 (one) ballot
box kept for polling was locked in my presence with due identification marks
placed by me.
2. The locked ballot box was subsequently opened in my presence and in the
presence of two witnesses, whose details are given below, and who are not in
the employment of the Company and poll papers were diligently scrutinized.
The poll papers were reconciled with the records maintained by the Company
and the authorizations lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

Resolution to consider and approve the scheme of amalgamation between
L&T Access Distribution Services Limited ("Transferor Company") and L&T
Capital Markets Limited ("Transferee Company or "Applicant Company")
under Sections 230-232 of the Companies Act, 2013.

R

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	4,97,49,998	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the proposal is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / ~~Director~~ authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary
Place : Mumbai
Date : June 9, 2017

We the undersigned witnesseth that the votes were counted in our presence on June 9, 2017 at the venue of the meeting at Brindavan, Plot No.177, CST Road, Kalina, Santacruz East, Mumbai 400098..



Ms Shweta More
Flat No. 001, Gr. Floor, A Wing
Shram Sapalya Miraroad E. 401107



Mr. Krishnakant Adagale
Row House No.18, Mansi Row House CHS Ltd
Mira Road East, Thane 401107