

LKP FINANCE LIMITED

Declaration of Poll Results

As directed by the Hon'ble High Court of Bombay vide order dated 27th November 2015, the meeting of Equity Shareholders of the Company convened and held at Indian Merchants' Chamber, IMC Building, 2nd Floor, Kilachand Conference Room, Churchgate, Mumbai 400 020, Maharashtra, India on Monday, the 11th day of January, 2016 at 11.30 a.m. for the purpose of considering the arrangement embodied in the Composite Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company with LKP SECURITIES LIMITED, the Transferee Company and their respective shareholders and creditors.

I, Mahendra V. Doshi was appointed as Chairman to preside over the aforesaid meeting of the Equity Shareholders.

Mr. Nishant Jawasa, who is a Practicing Company Secretary and Mr. Rakesh Shah as the Second Scrutinizer, who is member of the Company, were appointed as Scrutinizers for scrutinizing the ballot/poll papers.

The following resolutions which were duly proposed & seconded and were put to vote through poll :-

1. Resolution No.1 of the Notice for Approval of the Composite Scheme of Arrangement amongst LKP FINANCE LIMITED (Transferor Company) and LKP Securities Limited (Transferee Company) and their respective shareholders and creditors:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the observation letters issued by BSE Limited dated October 20, 2015, and relevant provisions of applicable laws, and subject to the approval of the High Court of Judicature at Bombay, the Composite Scheme of Arrangement (the "Composite Scheme"), amongst LKP Finance Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at 203 Embassy Centre, Nariman Point, Mumbai 400 021, Maharashtra, India (the "Transferor Company") and LKP Securities Limited a public limited company incorporated under the Companies Act, 1956, having its registered office at 203 Embassy Centre, Nariman Point, Mumbai 400 021, Maharashtra, India (the "Transferee Company") and their respective shareholders and creditors, be and is hereby approved and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the High Court of Judicature at Bombay while sanctioning the Composite Scheme, or by any other authorities under applicable law.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Transferor Company (herein referred to as the "Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the High Court of Judicature at Bombay while sanctioning the Composite Scheme, or by any other authorities under applicable law."

2. Resolution No.2 of the Notice for approval of the members by the LKP FINANCE LIMITED (Transferor Company) for reduction in the Securities Premium Account of the Company and Capital Redemption Reserve on account of buy back of Equity Shares of the Company in terms of the Composite Scheme of Arrangement of, LKP FINANCE LIMITED the Transferor Company, with LKP SECURITIES LIMITED, the Transferee Company and their respective shareholders and creditors:

"RESOLVED THAT pursuant to Article II 37 of the Articles of Association of the Company and pursuant to the provisions of Sections 100 to 103 and other applicable provisions of the Companies Act, 1956, and Section 52 and 55 of the Companies Act, 2013 and all other applicable provisions of Companies Act, if any, read with rules made thereunder, including any statutory modification(s) or re-enactments thereof issued from time to time, and subject to sanction of the Composite Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company with LKP SECURITIES LIMITED, the Transferee Company ("the Composite Scheme") by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 and 55 of the Companies Act, 2013, and all other applicable provisions, if any, and subject to the same becoming effective and further subject to such conditions as may be prescribed by the Hon'ble High Court while granting such approvals, consents, permissions, sanctions, which the Board of Directors (hereinafter referred to as "Board" which term shall include any Director or any individual delegated with powers necessary for the purpose) of the Company may agree and accept, approval of the members be and is hereby accorded for the purpose of confirming and reduction / utilization / adjustment of Securities Premium account of the Company and Capital Redemption Reserve on account of buy back of Equity Shares of the Company as on Appointed Date in terms of the Clause 13 of Composite Scheme of Arrangement and consequently, the Company is not required to add words "And Reduced" as suffix to its existing name.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent of approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approvals thereto expressly by the authority of this resolution."

Mr. Nishant Jawasa, who is a Practicing Company Secretary and Mr. Rakesh Shah as the Second Scrutinizer, submitted "Scrutinizer Report" of voting on poll which is summarized as under in respect of above two resolutions.

Particulars	Number shareholders who cast their votes	Representing No. of equity shares of Rs. 10/- each
Total number of Poll deposited by all equity shareholders	46	8883802
Total No of Shareholders present and voting	46	8883802
In person	33	4520697
proxy holders	0	0
authorized representatives	13	4363105
Less: No. of Polls found to be invalid	0	0
Total No of Valid Polls	46	8883802
Total No of votes FOR the Scheme	43	8883765
Total No of votes AGAINST the Scheme	3	37
Total No of votes Invalid	0	0
% of votes in favour of the Scheme	100%	100%

Based on the aforesaid report, I hereby declare that all the resolutions specified in the Notice dated 28th November 2015, of Court Convened Meeting have been passed with requisite majority.

Date : 12th January 2015

M. V. DOSHI
CHAIRMAN