

CIN: U65921TN1936PLC001424

Regd. Office: KOTHARI BUILDINGS 116, NUNGAMBAKKAM HIGH ROAD,
NUNGAMBAKKAM, CHENNAI – 600034. Tel: 044-28331999
Website:www.hckgroup.com/ksd | Email id: kotharisafedeposits@gmail.com

MEETING OF THE EQUITY SHAREHOLDERS

Day & Date	Monday, July 17, 2017
Time	3.00 P.M.
Venue	Sathguru Gnanananda Mini Hall, 314, TTK Road, Alwarpet, Chennai 600018

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-Sd-

P. S. Balasubramaniam
Chairman appointed for the meeting

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH
TCA/73/CAA/2017**

In the matter of the Companies Act, 1956 (1 of 1956)

And

In the matter of Section 391 read with Sections 100 to 104 of the Companies Act, 1956

And

In the matter of Scheme of Arrangement between

Kothari Safe Deposits Limited and its Shareholders

**NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF
KOTHARI SAFE DEPOSITS LIMITED**

To all the equity shareholders of Kothari Safe Deposits Limited (the “Applicant Company”)

TAKE NOTICE that by an Order made on 7th June 2017, the Chennai Bench of the National Company Law Tribunal has directed a meeting to be held of the Equity Shareholders of Kothari Safe Deposits Limited (“the Company”) to be held at Sathguru Gnanananda Mini Hall, 314, TTK Road, Alwarpet, Chennai 600018 on Monday, July 17, 2017 at 3.00 P.M. for the purpose of considering, and if thought fit, with or without modification, approving the arrangement embodied in the Scheme of Arrangement between Kothari Safe Deposits Limited and its shareholders.

TAKE FURTHER NOTICE THAT in pursuance of the said Order and as directed therein, Notice is hereby given that a meeting of the Equity Shareholders of Kothari Safe Deposits Limited will be held at Sathguru Gnanananda Mini Hall, 314, TTK Road, Alwarpet, Chennai 600018 on Monday, July 17, 2017 at 3.00 P.M. which you are requested to attend.

TAKE FURTHER NOTICE THAT you may attend and vote at the said meeting in person or by proxy, provided that the proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Applicant Company at Kothari Building, 116, Nungambakkam High Road, Nungambakkam, Chennai – 600 034 not later than 48 hours before the meeting.

The quorum for the meeting shall be 150 (one hundred and fifty) Equity Shareholders present in person or by proxy. In event the said quorum is not achieved at the time of the meeting, the quorum available after half an hour shall be the quorum for the meeting.

Copies of the said Scheme of Arrangement can be obtained free of charge at the registered office of Kothari Safe Deposits Limited or at the office of its authorized representative, Mr. Harishankar Mani, Counsel at No. 115, 1st Floor, Luz Church Road, Mylapore, Chennai 600004. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of Kothari Safe Deposits Limited at Kothari Building, 116, Numgambakkam High Road, Nungambakkam, Chennai – 600 034 by not later than 48 hours before the meeting.

Forms of proxy can also be had at the registered office of the company.

The Tribunal has appointed Shri P. S. Balasubramaniam, Independent Director of the company as the Chairperson of the said meeting.

The abovementioned Scheme of Arrangement, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Dated at Chennai this 14th day of June, 2017

-Sd-

P. S. Balasubramaniam

Chairman appointed by for the meeting

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The instrument appointing proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. Members/Proxies should bring duly filled and signed Attendance slips sent herewith for attending the meeting.
4. The proxy of a member, who is blind or incapable of writing, may be accepted, if such member has attached his signature or mark in the presence of a witness who shall add to his signature description and address, provided that all insertions in the proxy are in the hand writing of the witness and such witness certifies at the foot of the proxy form that all such insertion have been made by him at the request and presence of the member before he attaches his signature or mark.
5. The proxy of a member who does not know English may be accepted if such member has attached his signature or mark in the presence of a witness who shall add to his signature description and address, provided that all insertions in the proxy are in the hand writing of the witness, such witness certifies at the foot of the proxy that all such insertion have been made by him at the request and presence of the member before he attaches his signature or mark and that the witness certifies that it was explained to the member in the language known to him and the member's name is given in English below the signature.
6. A person can act as Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH
TCA/73/CAA/2017**

In the matter of the Companies Act, 1956 (1 of 1956)

And

In the matter of Section 391 read with Sections 100 to 104 of the Companies Act, 1956

And

In the matter of Scheme of Arrangement between

Kothari Safe Deposits Limited and its Shareholders

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to an Order pronounced on 7th June 2017, the Hon'ble Chennai Bench of National Company Law Tribunal at Chennai ("NCLT") in the Company Scheme Application No. TCA/73/CAA/2017 has directed meeting of Equity Shareholders of Kothari Safe Deposits Limited ("the Company") to be held at Sathguru Gnanananda Mini Hall, 314, TTK Road, Alwarpet, Chennai 600018 on Monday, the 17th July, 2017 at 3.00 p.m. for the purpose of considering and approving the proposed Scheme of Arrangement (the "Scheme") between the Kothari Safe Deposits Limited and its shareholders.
2. The Corporate Details of the Applicant Company have been provided in a tabular format below:

Corporate Identification Number	U65921TN1936PLC001424
Permanent Account Number (PAN)	AABCK5252G
Date of incorporation	January 10, 1936
Type of company	Public Limited Company
Registered office address and email address	Kothari Building, 116, Nungambakkam High Road, Nungambakkam, Chennai – 600 034
	Email ID: kotharisafedeposits@gmail.com
Summary of main object as per the Memorandum of Association of the Company	<p>i. To receive on deposit gratuitously or otherwise for safe custody, money, securities for money, documents relating to title and property of all kinds whatsoever, bullion, furniture, luggage, jewellery, securities, plate and other articles of value and goods, chattels and moveable effects of all kinds whatsoever.</p> <p>ii. To invest and deal with the moneys of the company, upon such securities, other than upon the shares of this Company, and in such manner as may from time to time to be determined, and to sell, change or vary such securities whether of Government of India, Native States, Foreign countries or otherwise, and shares whether Ordinary Preference, Deferred or otherwise, and stocks, Debentures or otherwise.</p>

Main business carried on by the Company	The Company is primarily engaged in the business of renting of safe deposit lockers and investments in stocks and securities
Details of change of name, registered office or objects of the Company during the last 5 years	The name, Registered Office and main objects of the company was not changed during the last 5 years.
Name of the stock exchange (s) where securities of the Company are listed	The equity shares of the Applicant Company were listed with Madras Stock Exchange ("MSE"). The MSE have exited themselves from the Securities and Exchange Board of India and no longer provide any trading facilities, thus the equity shares of the Company remain unlisted and moved to the dissemination board of the National Stock Exchange.

3. The authorized, issued, subscribed and paid-up share capital of the Company is as follows:

AUTHORISED CAPITAL	In Rs.
10,00,000 Equity Shares of Rs. 10/- each	10,000,000
TOTAL	10,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL	
9,00,000 Equity Shares of Rs.10/- each	9,000,000
TOTAL	9,000,000

4. The names and addresses of the promoters and directors of the Company are as follows:

Promoters:

Name of the Promoters	Address
Nina B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
B H Kothari (HUF)	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
Arjun B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
Nayantara B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
Century Foods Private Limited	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034

Directors:

Name of the Directors	Address
Nina B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
Arjun B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
Nayantara B Kothari	Kothari Bagh, No.18, Nungambakkam High Road, Nungambakkam, Chennai - 600 034
P S Balasubramaniam	B-10-12, Pricol Crimson Dawn Apartments, Naval India Road, Coimbatore South, Coimbatore - 641004
C Ramakrishna	No.7, Taylors Road, Kilpauk, Chennai - 600 010
S Ramanathan	New No.5/1, Old No.3, "Lakshmi Nivas" Lakshmi Nagar III Street, Royapettah, Chennai 600 014

5. The Board of directors of the Company approved the Scheme on 13th June 2016. All the Board directors who attended the Board meeting voted in favour of the Resolution.
6. The valuation has been carried based on discounted cash flow ("DCF") method by an expert Chartered Accountant. Based on DCF method, the fair value of the equity shares of Kothari Safe Deposits Limited has been arrived at Rs. 56.94 (Rupees Fifty six and ninety four paise only). However, the Board of directors have decided to pay a higher value of Rs. 60/- (Rupees Sixty only) per equity share as consideration.
7. Under the Scheme, two options are available, (a) Notify the Company that they wish to receive Cash Payment or (b) Notify the Company that they wish to retain their equity shares. Further, in the event that a Shareholder of the Company do not exercise either of the options within 30 days from the date of issue of Notice by the Company, it shall be deemed that such shareholder has, by default, exercised the option of receiving Cash Payment. The issued, subscribed and paid up capital of the Company held by the shareholders, who opted for exit / or deemed has excised the option for exit, shall stand cancelled and reduced without any further act or deed.
8. Benefit and rationale of the Scheme: Under the proposed restructuring exercise, the Board of Directors of the Company under the Scheme of Arrangement is desirous of providing a liquidity option to the shareholders of the Company by structuring an exit option for all the equity shareholders at a value of Rs.60/- (Rupees Sixty only) for every equity share held in the Company. This option would enable and facilitate the shareholder to have liquidity to their investment as the shares of the Company are no longer traded, as perceived by the Board of directors, is that the Company can reduce its excess capitalization and provide exit to the Shareholders.
9. The Company does not have any creditors.
10. The Company does not have any depositors, debenture holders, deposit trustee and debenture trustee. The Scheme will not have any impact on the employees of the Company as they would continue to be in employment of the Company without any change in their terms of employment on account of the Scheme. Further, no change in the Board of Directors of the Company is envisaged on account of the Scheme. Further, Promoters would continue to hold the shares of the Company. With respect to non-promoters members, effect of the Scheme would be subject to the Election option exercised by the shareholders of the Company; if they opted to exit out of the Company then the shareholding of the Promoters would increase.

11. None of the Directors of the Applicant Company have any material interest in the Scheme, save and except to the extent of their shareholding in the respective companies, which are provided in the table as follows. Further, their interest shall not in any way be treated differently than other shareholders.

Sl. No.	Name of the Directors	Shares held	% of Shares held
1	Nina B Kothari	2,32,893	25.88
2	Arjun B Kothari	74,445	8.27
3	Nayantara B Kothari	90	0.01
4	P S Balasubramaniam	1,530	0.17
5	C Ramakrishna	3,600	0.40
6	S Ramanathan	NIL	NIL

12. No investigation proceedings have been instituted or are pending under Sections 210 of the Companies Act, 2013 against the Company.

13. The Resolution proposed to be considered in the above meeting, is given hereunder:

“RESOLVED that pursuant to the provisions of Sections 391 read with section 100 to 104 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and subject to the approval of the Chennai Bench of the Hon’ble National Company Law Tribunal or such other competent authority, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Arrangement between Kothari Safe Deposits Limited (“Applicant Company” or “Company”) and its shareholders, placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to make and / or consent to any modifications, alterations or amendments in the scheme, which may be deemed to be necessary by them or which are desired, directed or imposed by the Chennai Bench of the Hon’ble National Company Law Tribunal or any other authority and to take all such steps as may be necessary and desirable to implement the Scheme and to give effect to this resolution.”

14. The following documents will be open for inspection / taking extract at the Registered Office of the Company between 10.00 a.m. and 5 p.m. on any working day of the Applicant Company (except Saturday, Sunday and Public Holidays) up to the date of the meeting:

- (a) Latest Annual Report of the Applicant Company for the year ended 31st March, 2016.
- (b) Certified copy of the Order dated 7th June 2017 passed by the NCLT in Company Application No. TCA/73/CAA/2017.
- (c) Copy of the Scheme of Arrangement.
- (d) Copy of Resolution dated 13th June 2016 passed by Board of Directors of the Applicant Company approving the Scheme of Arrangement.
- (e) Valuation Report of an independent Chartered Accountant.
- (f) Register of Directors’ shareholdings of the Applicant Company.

Dated at Chennai this 14th day of June, 2017

-Sd-
P S Balasubramaniam
Chairman appointed for the meeting

**SCHEME OF ARRANGEMENT
BETWEEN
KOTHARI SAFE DEPOSITS LIMITED AND THEIR SHAREHOLDERS**

(Under Section 391 read with Section 100 to 104 of the Companies Act, 1956)

PART I – PREAMBLE

- 1.1 KOTHARI SAFE DEPOSITS LIMITED** (formerly known as Madras Safe Deposit Company Limited) (hereinafter referred to as “Company”), a public limited company was incorporated on January 10, 1936 under the Companies Act, 1913 (“Act”) in the state of TamilNadu. The name of the Company was changed to “Kothari Safe Deposits Limited” on July 9, 1996 after obtaining due approvals. The registered office of the Company is situated at Building, 116, Nungambakkam High Road, Chennai – 600 034. The Company is registered with the Reserve Bank of India as a Non-Deposit taking Non-Banking Financial Company.
- 1.2 The Company has been engaged in business of renting of safe deposit lockers (also known as “**Business of the Company**” or “**Renting Lockers**”). The equity shares of the Company were listed with the Madras Stock Exchange (“**MSE**”). The MSE have exited from the Securities and Exchange Board of India (“**SEBI**”) and no longer provides any trading facilities, thus the equity shares of the Company remain unlisted and the Company does not require to comply with the requirements of the Listing Agreement or any SEBI rules/ regulations.
- 1.3 Under the proposed restructuring exercise, the Board of Directors of the Company under the Scheme of Arrangement is desirous of providing a liquidity option to the shareholders of the Company by structuring an exit option for all the equity shareholders at a value of Rupees Sixty for every equity share held in the Company. This option would enable and facilitate the shareholder to have liquidity to their investment as the shares of the Company are no longer traded. The Board of Directors of the Company under the present Scheme of Arrangement propose to provide an exit route to the shareholders who are vested with the option of either holding their investments in the Company or exercise the option of exiting the Company at the price of Rupees Sixty for every equity share held in the Company under the Scheme.
- 1.4 The Company through this Scheme of Arrangement under Section 391 read with Sections 100 to 104 of the Companies Act, 1956 proposes:
- a) To reduce the issued, subscribed and paid up capital of the Company held by the shareholders which shall be subject to the Election Option exercised by the shareholders of the Company as provided in the scheme;
 - b) Upon the reduction and cancellation of the said paid up capital of the Company subject to the Election Option, each of the shareholders shall receive an amount of Rupees Sixty for every equity share held in the Company;
 - c) The shareholders have an option to retain their equity shares. If the said shareholders desire to continue with their equity shares, the said shareholders would have to communicate his/her intention of continuing with the equity shares of the Company within the prescribed date of shareholders meeting directed by the court under section 391 of the Act. In the event of the shareholders failing

to exercise their option of retaining their equity shares in the Company, the equity shares held by such shareholder shall stand cancelled and reduced without any further act or deed.

1.5 The Scheme of Arrangement has been formulated and presented under Section 391 to 394 of the Companies Act, 1956. Upon the relevant Sections of the Companies Act 2013 pertaining to Schemes of Arrangement, compromise or reconstruction of companies being notified by the Ministry of Corporate Affairs (“MCA”), the Scheme of Arrangement shall be deemed to have been formulated and presented under Sections 230 to 240 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 relating to reduction of capital if applicable.

1.6 Pursuant to this Scheme, the interests of any shareholder or creditor would not be prejudiced.

PART II – DEFINITIONS AND SHARE CAPITAL

A. Definitions

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

2.1 “**Act**” means the Companies Act, 1956 and/or the Companies Act, 2013 as in force from time to time; it is being clarified that as on the date of approval of this Scheme by the Board of Directors of the Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted.

2.2 “**Appointed Date**” means the date from which this Scheme shall become operative viz., April 1, 2016 and/or any other date the High Court of Judicature at Chennai modifies the Appointed Date to such other date, then the same shall be the Appointed Date.

2.3 “**Board**” means the Board of Directors of the Company and includes any Committee thereof constituted for the purpose of this Scheme.

2.4 “**Company**” means Kothari Safe Deposits Limited, a company incorporated under the Companies Act, 1913 and having its registered office at Kothari Building, No. 116, Nungambakkam High Road, Chennai – 600 034.

2.5 “**Court**” means High Court of Judicature at Chennai or such other Tribunal (i.e) the National Company Law Tribunal (“NCLT”) & the National Company Law Appellate Tribunal (“NCLAT”) as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any Scheme of Arrangement, compromise or reconstruction of companies under Section 230 to 240 of the Companies Act, 2013.

2.6 “**Effective Date**” means the date on which certified copies of the Orders of the Court, sanctioning the Scheme are filed with the Registrar of Companies, Chennai by the Company.

2.7 “**Scheme of Arrangement**” or “Scheme” or “**The Scheme**” or “**This Scheme**” means this Scheme of Arrangement in its present form or with any modification(s) approved, imposed, or directed by the Court.

2.8 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws or Dictionary meaning as the case may be, including any statutory modification or re-enactment thereof from time to time.

B. SHARE CAPITAL

The Capital Structure of the Company as on 31st March 2016 is as below:

AUTHORISED CAPITAL	In Rs.
10,00,000 Equity Shares of Rs. 10/- each	10,000,000
TOTAL	10,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL	
9,00,000 Equity Shares of Rs.10/- each	9,000,000
TOTAL	9,000,000

Subsequent to 31st March 2016, the capital structure of the Company has not been changed or altered.

PART III – THE SCHEME

3.1 Upon the Scheme coming into effect:

- a) To reduce the issued, subscribed and paid up capital of the Company held by the shareholders which shall be subject to the Election Option exercised by the shareholders of the Company and shall stand cancelled and reduced without any further act or deed subject to modalities mentioned under clause 3.2 of the Scheme.
- b) On selectively reducing and cancelling the equity share capital held by the shareholders, to the extent of a face value of Rs.10/- for each share in respect of those shares of shareholders who have exercised their election option under this scheme and each of the shareholders shall be entitled to Rupees Sixty for every equity shares held by them in the Company (“Return of Investment” or “Cash Payment”). The Cash Payment made by the Company shall be considered as the full and final settlement for the investment made by the shareholders and there shall be no further claims or dues payable by the Company to the shareholders.

3.2 The shareholders of the Company shall have the option of retaining their equity shares with the Company. The following steps would be undertaken by the Company to facilitate such an action by the shareholders:

- a) The Company shall issue a written notice to the shareholders along with the explanatory statement under Section 393 of the Companies Act, 1956 informing them that, pursuant to the Scheme they are entitled to Return of their Investment under clause 3.1 (b).

b) The shareholders shall have the right to exercise either of the following two options within the date of Court Convened Meeting:

1. Notify the Company that they wish to receive Cash Payment pursuant to the terms of Clause 3.1; or
2. Notify the Company that they wish to retain their equity shares.

The above options to either receive Cash Payment or retaining of Equity Shares are referred to as “**Election Option**” for the purpose of the Scheme.

- 3.3 In the event that a shareholder of the Company does not exercise either of the options described under Clause 3.2 (b), or fails to return the signed copy of the option letter within the specified time, it shall be deemed that such shareholder has, by default, exercised the option under Clause 3.2 (b) (1) above i.e. the option to receive Cash Payment.
- 3.4 Upon giving effect to the Scheme, the Company, shall with the purpose of facilitating and securing the Cash Payment to the shareholders, open a dedicated bank account with a Nationalized or Scheduled Bank as provided under the Reserve Bank of India Act, 1934 (“**RBI Act**”) and transfer the sum equivalent to the price of the shares reduced within 15 days from the effective date of the Scheme. The amounts to be repaid shall be discharged by way of account payee cheque to the respective shareholders within 30 days from the effective date of the Scheme. In the event of the shareholders not encashing the repaid amounts, within a period of 7 years, such amounts available shall be transferred to the Investor Education Protection Fund at the end of 7 years from the date of issuance of account payee cheque.
- 3.5 Upon the repayment as per clause 3.4 of the Scheme hereinabove, the same shall be considered as repayment of the equity share capital by the Company to the shareholders and such shares shall be deemed as cancelled and all the rights and entitlements along with it shall also be deemed to have extinguished. The original share certificates or if shares are in dematerialized form in respect of such equity shares held by the shareholders shall also be deemed to be cancelled from such date when the amounts to be repaid are discharged by way of dispatch of the account payee cheque to the respective shareholder. The cancellation of such equity shares of the shareholders shall be done whether such Equity shareholders surrender their old share certificates (if any) or not.
- 3.6 The selective reduction of the equity share capital of the shareholders as above shall be deemed to be in accordance with the provisions of Sections 230 to 232 of the Act read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and other provisions of the Companies Act confirming the arrangement and that the provisions of Section 66 of the Act shall not be applicable in so far as conditions on the Company to add to its name the words “and reduced”.

PART IV – ACCOUNTING TREATMENT

- 4.1 Upon coming into effect of this scheme
 - the company will record the value payable to the equity shareholders for cancelling the equity shares pursuant to clause 3.1 of the Scheme to a separate account namely “Shareholders’ Control Account”;

- the issued, subscribed and paid-up Equity Share Capital of the Company shall be reduced to the extent of the face value of the equity shares cancelled; and
 - the difference between the face value of the equity shares cancelled and the Shareholders' Control Account shall be set off first against Securities premium, the balance against General reserve.
- 4.2 Upon payment to equity shareholders for cancellation of shares i.e., upon issuance of account payee cheque to the equity shareholder, amount paid will be adjusted against the Shareholders' Control Account

PART V – CHANGE OF STATUS OF COMPANY AND THE GENERAL TERMS AND CONDITIONS TO THE SCHEME

5. CHANGE OF STATUS OF THE COMPANY

- 5.1 Upon the Scheme coming into effect, the status of the Company shall be converted from a “public limited company” to a “private limited company” as an integral part of the Scheme without any further act or deed provided the number of members excluding present and past employees falls below 200. The name of the Company upon effecting the status change would read and appear as “Kothari Safe Deposits Private Limited”. It shall be deemed that the shareholders of the Company have resolved and accorded all relevant consents under Section 13 of the Act. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Act for the amendment of the Articles of Association. The amendments to the Articles of Association of the Company shall be effected without any further act or deed and shall be treated as an integral part of the Scheme of Amalgamation. The approval of this Scheme under Sections 391 to 394 of the Act shall be deemed to have the approval under applicable provisions of the Act and any other consents and approvals required in this regard.
- 5.2 The Company agrees to comply with any specific requirement, if necessary or directed by Court for completing the change in status from a “public” to “private company” viz. filing of the necessary documents, forms etc. with the Registrar of Companies, Chennai or any other applicable authority to give effect to the status change of the Company.

PART VI – THE GENERAL TERMS AND CONDITIONS TO THE SCHEME

6. APPLICATION TO COURT

- 6.1 The Company shall, with reasonable despatch, apply to Court for necessary orders or directions for holding meetings of the members and/or creditors, if required, of the Company for approving this Scheme of Arrangement under Section 391(1) of the Act, for carrying this Scheme into effect.

7. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 7.1 The Company, through its directors or authorised persons, may in its full and absolute discretion, assent to any alteration or modification to which the Court and/or any other Authority may deem fit to approve or impose and may consider necessary to settle any question or difficulty arising under the Scheme or in regard to its implementation or in any matter connected therewith.

7.2 The Company, through its directors or authorised persons, may also in its full and absolute discretion, withdraw or abandon this Scheme at any stage of the proceedings including after sanction of the Scheme by the Court. In such an event, no rights and liabilities shall accrue in terms of the Scheme.

7.3 If any Part of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Company that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to the Company, in which case the Company shall attempt to bring about a modification in the Scheme, as will best preserve the benefits and obligations of the Scheme, including but not limited to such Part.

8. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional on and subject to –

8.1 The approval of and agreement of to the scheme by the requisite majority of shareholders of the Company as may be directed by the Court on the applications made for directions under Section 391 of the Act for calling meetings or for dispensing with their holding.

8.2 The sanction by the Court under Section 391 read with Sections 100 to 104 and other applicable provisions of the Act being obtained by the Company.

8.3 The filing with the Registrar of Companies of certified copies of the orders sanctioning the Scheme by the Company.

9. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of the Scheme not being sanctioned by the Court and/or the order or orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue in terms of the Scheme.

10. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, levies, fees, duties and expenses incurred in relation to, or in connection with, the negotiations leading up to the Scheme and of carrying out and completing the terms and provisions of this Scheme and in relation to, or in connection with, the Scheme shall be borne and paid by the Company.

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ELECTION OPTION FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please follow the Instructions given below before filling the form)

From

Folio No. / DP & ID No.:	
No. of Shares	
Name of the Sole / First Shareholder	
Name of the Second Shareholder	
Name of the Third Shareholder	
Address:	
Telephone No. / Mobile No.	
Email Id:	

To
Kothari Safe Deposits Limited
Kothari Buildings, 116, Nungambakkam High Road
Nungambakkam, Chennai – 600 034

Dear Sir/Madam,

Sub: Scheme of Arrangement between Kothari Safe Deposits Limited and its shareholders

I/We refer to the notice of the meeting of equity shareholders of the Applicant Company for the purpose of considering and approving the Scheme of Arrangement ('Notice').

I/We, the undersigned, have read the said Notice, the Statement under 391-394 of the Companies Act, 1956 and understood its contents.

I/ We understand that as per Clause 3.2 of the Scheme, the shareholders of the Applicant Company have the option of retaining their equity shares with the Company or opt for the Cash Consideration of Rs.60/- (Rupees Sixty only) for every equity share.

Accordingly, in terms of Clause 3.2 of the Scheme, I/ we opt for: (please tick the appropriate box)

- Retaining the equity shares of in the Applicant Company; or
- Cash Consideration (i.e) Rs.60/- (Rupees Sixty only) for every equity shares in lieu of cancellation of equity shares.

Signature of 1st holder

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Signature of 2nd holder

--

Signature of 3rd holder

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INSTRUCTIONS:

- SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ELECTION OPTION FORMS SHOULD BE RECEIVED BY THE COMPANY WITHIN 30 DAYS FROM THE DATE ON WHICH NOTICE WAS ISSUED. IN CASE SHAREHOLDERS DO NOT SEND THE OPTION FORMS, SUCH SHAREHOLDERS SHALL DEEMED TO HAVE OPTED FOR THE CASH PAYMENT.**
- The Folio No. / DP ID & Client ID should be filled in correctly.**
- Shareholders name including joint holders if any are to filled properly and duly signed by all the shareholders.**
- Appropriate Box should be ticked properly. If not ticked, the default option as per Para 3.3 of the Scheme will be considered by the Company.**

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PROXY FORM
KOTHARI SAFE DEPOSITS LIMITED

CIN: U65921TN1936PLC001424

Regd. Office: Kothari Buildings, No.116, Nungambakkam High Road,
Nungambakkam, Chennai 600 034 .Ph.: 044-28331999

Website:www.hckgroup.com/ksd Email id: kotharisafedeposits@gmail.com

CIN : U65921TN1936PLC001424
Name of the Company : KOTHARI SAFE DEPOSITS LIMITED
Registered Office : Kothari Buildings, No.116, Nungambakkam High Road,
Nungambakkam, Chennai 600 034

Name of the member(s):	
Registered Address:	
E mail Id:	
Folio No. / Client Id	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint

1.NameAddress

Email.....Signature.....

2.NameAddress

Email.....Signature.....

3.NameAddress

Email.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the NCLT Convened Meeting of the Company to be held on Monday, the 17th July 2017 at 3.00 pm at Sathguru Gnanananda Mini Hall, No.314 TTK Road, Chennai 600 018 and at any adjournment thereof in respect of such Resolutions as are indicated below:

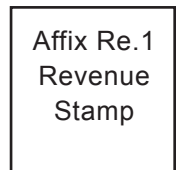
** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	Optional**	
		For	Against
1	Approval of the proposed Scheme of Arrangement between Kothari Safe Deposits Limited and their shareholders		

Signed this.....day of.....2017.

Signature of shareholder on the Revenue Stamp →

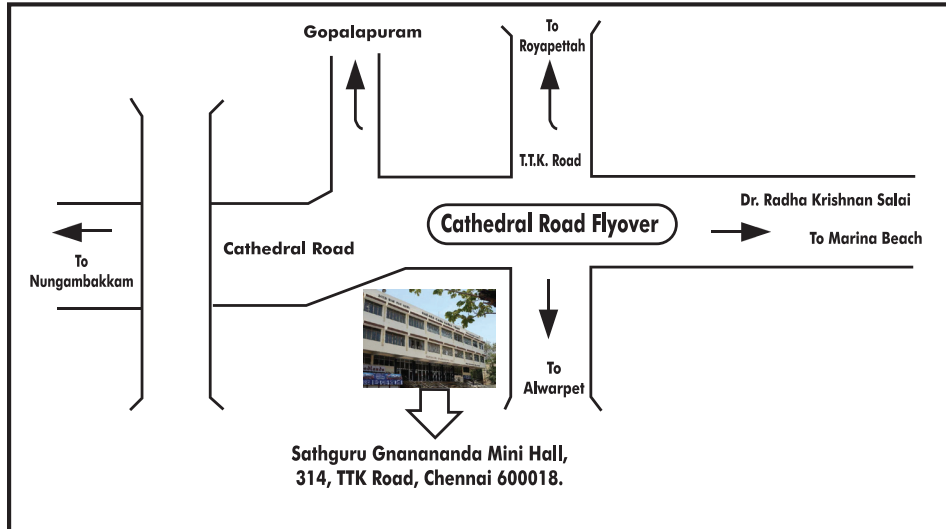
Signature of Proxy holder.....



NOTE : This form of Proxy in order to effective should be duly completed signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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Route map for venue of the NCLT convened meeting of Kothari Safe Deposits Limited to be held on Monday the 17th July 2017 at Sathguru Gnanananda Mini Hall, 314, TTK Road, Chennai 600018.



KOTHARI SAFE DEPOSITS LIMITED
CIN: U65921TN1936PLC001424

Regd. Office: Kothari Buildings, No.116, Nungambakkam High Road, Nungambakkam, Chennai 600 034
Ph.: 044-28331999, Website:www.hckgroup.com/ksd , Email id: kotharisafedeposits@gmail.com

ATTENDANCE SLIP

Regd. Folio No. / Client Id	
No. of Shares held	
Name and Address of the Shareholder/	
Proxy Holder	

- I. I hereby record my presence at the NCLT Convened Meeting of the Company held on Monday, the 17th July 2017 at 3.00 pm at Sathguru Gnanananda Mini Hall, No.314 TTK Road, Chennai 600 018.
- II. Signature of the Shareholder / Proxy holder
- III. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance slip to the meeting and handover at the entrance duly signed.

