

CANOPY FINANCE LIMITED

CIN: L65910MH1981PLC380399

Registered Office: 301 Corporate Arena Off, Aarey Piramal X Road, Behind Mahindra Gardens,
Goregaon West, Mumbai-400062

Ph: 9867309169/022-67585876
Website: www.canopyfinance.org
Email Id: info@canopyfinance.org

Date: 20.11.2023

To
The General Manager
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip code: 539304

To
The Secretary
Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001,
Scrip code: 021114

Respected Sir/Madam,

Subject: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In compliance with the provisions of the Listing Regulations, we wish to state that the Court Convened Meeting of Equity Shareholders of the Company was held on Thursday, 16th November, 2023 at 03:00 p.m. and concluded at 03:27 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), enclosed herewith is the voting results (electronic voting) along with Scrutinizer's Report for the resolutions set out under Notice of the Meeting.

Kindly take the same on your records and oblige.

Yours faithfully

For Canopy Finance Limited



Lalit Kumar Tapadia
Managing Director
DIN: 08117881



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

CONSOLIDATED REPORT OF SCRUTINIZER ON E-VOTING BY "EQUITY SHAREHOLDERS" (PROMOTER & PUBLIC)

Date: 17th November, 2023

To
Mr. Aneish Kumaran Kumar,
Chairman of the Meeting.

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, for the Meeting of the Equity Shareholders of Canopy Finance Limited (the "Company") pursuant to the Orders dated 04th October, 2023 under Company APPLICATION NO. CA (CAA) NO./202/MB-I/2023.

Sub: Consolidated report Public shareholder Report of Scrutinizer on the results of voting of "Equity Shareholders (Promoter & Public)" through remote e-voting and e-voting during the meeting through direction and order of Honourable NCLT Bench Mumbai, meeting of Equity Shareholders of the Company held on Thursday, 16th November, 2023 at 03:00 P.M for approval of scheme of merger by absorption of Canopy Finance Limited (Transferor Company) with Purple Finance Limited (Transferee Company) and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

Dear Sir,

I, Nitesh Chaudhary, Practicing Company Secretary have been appointed by the Hon'ble NCLT bench Mumbai, by its Order dated 04th October, 2023 as "the Scrutinizer" for the purpose of conducting the voting done through remote e-voting and e-voting during the meeting of the meeting of the Equity Shareholders of Canopy Finance Limited (Transferor Company) convened by order of Hon'ble NCLT bench Mumbai and held on Thursday, 16th November, 2023 at 03:00 P.M through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April 08, 2020 issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders to the scheme of merger by absorption of Canopy Finance Limited (Transferor Company) with Purple Finance Limited (Transferee Company) and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 10th October, 2023 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 16th November, 2023 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders, the cut-off date to determine the eligibility of voting by shareholders was 10th November, 2023.

Office Address: 204, Chetak Chamber, 13-14 RNT Marg, Near Dawa Bazar, Indore - 452001

Email: csniteshchaudhary@gmail.com; Website: www.csniteshchaudhary.com


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NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

2. The Company has engaged service of Central Depository Services (India) Limited ("CDSL") for providing facility to vote by electronic means both through remote e-voting and e-voting during the meeting to the Equity Shareholders of the Company.
3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020. (EGM Circular -i), General Circular No. 17 /2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular ~ iv) and further MCA circular dated 25th September, 2023 (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-Voting facility to the shareholders during the Meeting and Remote E-Voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 10th October, 2023, through Remote E-Voting and through E-Voting facility during the Meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company and also published an advertisements which appeared in "Business Standard Express" English Daily and Vrittmanas Marathi Daily, both Mumbai Editions on 12th October, 2023.
5. The voting period for remote e-voting facility to Equity Shareholders, the cut-off date to determine the eligibility of voting by shareholders was 10th November, 2023 to approve with or without modification the scheme of merger by absorption commenced from 13th November, 2023 (09:00 a.m.) to 15th November, 2023 (05:00 p.m.) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the website of CDSL e-Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 16th November, 2023 at around 03:42 p.m. in the presence of two witness who were not in the employment of the Company.


Mahesh Waghela


Kritika Rawat

8. In terms of the Companies Act, 2013 and Honourable NCLT Order - Voting results of equity shareholders (Only Public Shareholders) of the business transacted through remote e-voting and through e-voting during meeting is as under.

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NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

Item no-1 Approval of the Scheme of Merger by Absorption of Canopy Finance Limited ("Transferor Company"/"CFL") by Purple Finance Limited ("Transferee Company"/ "PFL"/ "the Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013.

| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | | |
|-----------------------|-------------------|-----------------------------------|------------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|---------------|--|
| | | No. of Folios | No. of Shares | % of total number of valid votes cast | No. of Folios | No. of Shares | % of total number of valid votes cast | No. of Folios | No. of shares | |
| Promoter Group | | | | | | | | | | |
| Remote E-voting | 17,31,495 | 1 | 17,31,495 | 100 | NIL | NIL | NIL | NIL | NIL | |
| E-Voting | NIL | NIL | NIL | 0 | NIL | NIL | NIL | NIL | NIL | |
| Total (A) | 17,31,495 | 1 | 17,31,495 | 100 | NIL | NIL | NIL | NIL | NIL | |
| Public Group | | | | | | | | | | |
| Remote E-voting | 46,68,991 | 53 | 46,51,691 | 99.729% | 6 | 17,300 | 0.270% | NIL | NIL | |
| E-Voting | NIL | NIL | NIL | | NIL | NIL | NIL | NIL | NIL | |
| Total (B) | 46,68,991 | 53 | 46,51,691 | 99.629% | 6 | 17,300 | 0.370% | NIL | NIL | |
| Total (A + B) | 64,00,486 | 54 | 63,83,186 | 99.729% | 6 | 17,300 | 0.270% | NIL | NIL | |

9. Based on the forgoing, the Resolution as proposed in the Notice of the Court Convened Meeting i.e. NCLT Bench convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Equity Shareholders of the Company i.e. 16th November, 2023 with a majority of Equity Shareholders i.e. 99.729% in favour of resolution, exercising voting rights representing more than three-fourth in value of shares, who voted in favor of the Resolution.

10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.

Scrutinizer
Nitesh Chaudhary
Practicing Company Secretary
Membership No-F-10010 and COP-16275



Countersigned by
Mr. Aneish Kumaran Kumar
Chairman appointed for the NCLT
Convened Meeting of Equity Shareholders

Date: 17th November, 2023
UDIN: F010010E001932007

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NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

REPORT OF SCRUTINIZER ON E-VOTING BY "EQUITY SHAREHOLDERS"
(PUBLIC SHAREHOLDERS)

Date: 17th November, 2023

To
Mr. Aneish Kumaran Kumar
The Chairman of the Meeting.

The Chairman appointed by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, for the Meeting of the Equity Shareholders of Canopy Finance Limited (the "Company") pursuant to the Orders dated 04th October, 2023 under Company APPLICATION NO. CA (CAA) NO./202/MB-I/2023

Sub: Consolidated report of Scrutinizer on the results of voting of "Equity Shareholders" (Public shareholders) through remote e-voting and e-voting during the meeting at the NCLT convened meeting of Equity Shareholders of the Company held on Thursday, 16th November, 2023 at 03:00 P.M for approval of scheme of merger by absorption of Canopy Finance Limited with Purple Finance Limited and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

Dear Sir,

I, Nitesh Chaudhary, Practicing Company Secretary have been appointed by the Hon'ble NCLT, by its Order dated 04th October, 2023 as "the Scrutinizer" for the purpose of conducting the voting done through remote e-voting and e-voting during the meeting of the meeting of the Equity Shareholders of Canopy Finance Limited (Transferor Company) convened by order of NCLT and held on Thursday, 16th November, 2023 at 03:00 P.M through video conferencing (VC)/ other audio visual means (OAVM) pursuant to the circular no. 14/2020 dated April 08, 2020 issued by Ministry of Corporate Affairs and provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders to the scheme of merger by absorption under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act"), in terms of the Notice dated 24th December, 2020 convening the said meeting.

I do hereby submit my report as under:

1. The Notice of the said meeting dated 16th November, 2023 along with statement setting out material facts under section 230(3) read with section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent through email to all the Equity Shareholders, the cut-off date to determine the eligibility of voting by shareholders was 10th November, 2023.
2. The Company has engaged service of Central Depository Services (India) Limited ("CDSL") for providing facility to vote by electronic means both through remote e-voting and e-voting during the meeting to the Equity Shareholders of the Company.

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NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

3. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020. (EGM Circular -i), General Circular No. 17 /2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05.05.2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular ~ iv) and further MCA circular dated 25th September, 2023 (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-Voting facility to the shareholders during the Meeting and Remote E-Voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 10th October, 2023, through Remote E-Voting and through E-Voting facility during the Meeting.
4. The Company has completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company and also published an advertisement which appeared in "Business Standard Express" English Daily and Vrittmanas Marathi Daily, both Mumbai Editions on 12th October, 2023.
5. The voting period for remote e-voting facility to Equity Shareholders as on cut-off date i.e. 10th November, 2023 to approve with or without modification the scheme of merger by absorption commenced from 13th November, 2023 (09:00 a.m.) to 15th November, 2023 (05:00 p.m.) and through e-voting during the meeting.
6. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the website of CDSL e-Voting System i.e. www.evotingindia.com.
7. The votes were unblocked on 16th November, 2023 at around 03:42 p.m. in the presence of two witness who were not in the employment of the Company.



Mahesh Waghela



Kritika Rawat

8. In terms of the Companies Act, 2013 and NCLT Order - Voting results of equity shareholders of the business transacted through remote e-voting and through e-voting during meeting is as under.

Item no-1 Approval of the Scheme of Merger by Absorption of Canopy Finance Limited ("Transferor Company"/"CFL") by Purple Finance Limited ("Transferee Company"/ "PFL"/ "the Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013.

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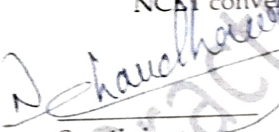


NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

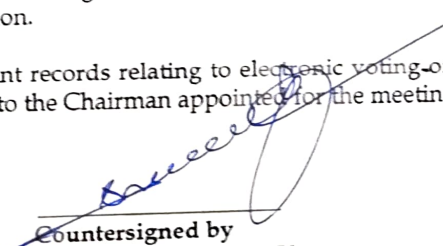
| Voting Method | Total Valid Votes | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid Votes | | |
|-----------------------|--|-----------------------------------|---------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|---------------|--|
| | | No. of Folios | No. of Shares | % of total number of valid votes cast | No. of Folios | No. of Shares | % of total number of valid votes cast | No. of Folios | No. of shares | |
| Promoter Group | | | | | | | | | | |
| Remote E-voting | Promoter and Promoter Group holding 17,31,495 Equity Shares have not been considered for Voting Process. | | | | | | | | | |
| E-Voting | | | | | | | | | | |
| Total (A) | | | | | | | | | | |
| Public Group | | | | | | | | | | |
| Remote E-voting | 46,68,991 | 53 | 46,51,691 | 99.63% | 6 | 17,300 | 0.37% | NIL | NIL | |
| E-Voting | NIL | NIL | NIL | | NIL | NIL | NIL | NIL | NIL | |
| Total (B) | 46,68,991 | 53 | 46,51,691 | 99.63% | 6 | 17,300 | 0.37% | NIL | NIL | |
| Total (A + B) | 46,68,991 | 53 | 46,51,691 | 99.63% | 6 | 17,300 | 0.37% | NIL | NIL | |

9. Based on the forgoing, the Resolution as proposed in the Notice of the Court Convened Meeting i.e. NCLT Bench convened meeting shall be deemed to have been approved on the date of NCLT convened meeting of Equity Shareholders of the Company i.e. 16th November, 2023 with a majority of Equity Shareholders i.e. 99.63% in favour of resolution, exercising voting rights representing more than three-fourth in value of shares, who voted in favor of the Resolution.

10. The Register, all other papers and relevant records relating to electronic voting of the NCLT convened meeting is handed over to the Chairman appointed for the meeting.


Scrutinizer
Nitesh Chaudhary
Practicing Company Secretary
Membership No-F-10010 and COP-16275




Countersigned by
Mr. Aneish Kumaran Kumar
Chairman appointed for the NCLT
Convened Meeting of Equity Shareholders

Date: 17th November, 2023
UDIN: F010010E001959397