



Corporate Courier & Cargo Ltd.

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L70100MH1986PLC040280

Date 18.07.2017

To Mr Marian
Listing Department
BSE

Scrip Code : 526737

Subject : Inprinciple Application under LODR 37 for Corporate Couriers and Cargo Limited case no 56867.

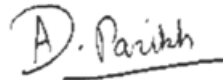
Dear Sir,

We are pleased to submit to you the application for in-principal approval for Demerger of newly formed Engineering Services Division unit and Real Estate Division of our company as per the Draft Scheme of Arrangement attached Herewith.

In a nutshell explanation of the scheme we propose to do the following

1. Demerger of Engineering Services Division to Harish Textile Engineers Pvt Ltd (HTEPL)
2. Demerger of Real Estate Division to Mahesh Developers Pvt Ltd (MDPL)
3. Post Demerger Corporate Couriers will continue the business of Logistics
4. Both HTEPL and MDPL will endeavour to get listed
5. Shareholders of CCCL will get shares of MDPL and HTEPL in addition to the shares held by them in CCCL as per the swap ratio.

For CORPORATE COURIER AND CARGO LIMITED



Darshit Parikh
Director
Din: 03492803
Place: Mumbai



Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1-9
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	10-23
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	24-53
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	54-55
5.	Fairness opinion by Merchant Banker	56-58
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	59-83
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	83-85
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure II	86
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure III).	87
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure IV	After 21 days of application
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a)	NA as we will do Evoting and Postal Ballot both

	b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	NA as all members are getting shares
13.	<p>a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations.</p> <p>b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website</p>	88-101
14.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	102 (NA as only BSE listed)
15.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	103-106
16.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	107-109
17.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI.	110-112
18.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	113-117
19.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	
20.	<p>a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in Annexure VIII or through Cheque/DD favoring 'BSE Limited' Rs.1,80,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	118
21.	In case NCRPS / NCDs are proposed to be issued to the shareholders	NA

	of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure IX confirming compliance with the requirements of SEBI circular dated May 26, 2017	
22.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	CS Darshit Parikh Director 9987900555 info@corporate-couriers.com

Note:

- 1) All pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
- 2) In case of schemes of arrangement involving merger of wholly owned subsidiary with its holding company following two documents are to be submitted for dissemination on the Exchange's website:
 - a) Certified true copy of Board of Director's resolution approving the draft scheme of amalgamation of WOS with its holding company
 - b) Certified true copy of Draft scheme.
 - c) Processing fee (non-refundable) of Rs. 25,000/- plus Service Tax, as applicable payable to BSE, through RTGS- Details given in **Annexure VIII** or through Cheque/DD **favoring 'BSE Limited'**

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.