

**DRAFT NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-ordinary General Meeting of the Company will be held on April 4, 2017, Tuesday at 11.30 A.M. at 8<sup>th</sup> Floor, Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098 to transact the following Special business:

**SPECIAL BUSINESS:**

**1. Revision in overall borrowing powers of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at its Meeting held on May 30, 2014 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as the Committee of Directors may determine, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments and/or through any other instruments/securities as may be permitted by law from time to time, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore only);

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order.

**2. Creation of Mortgage/Charge on the assets of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution** –

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at its Meeting held on May 30, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals and permissions as may be required, consent of the Members be and is hereby accorded to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as the Committee of Directors may determine, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Heads of Agreement(s), Debenture Trust Deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and / or the Committee of Directors and the lender(s), agent(s) and / or trustee(s).

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order.

**3. Issuance of non-convertible debentures during FY 2017-18:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 (“**the Act**”), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of

Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, as amended, the rules, regulations, guidelines and circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors and to offer, issue and allot, in one or more tranches, non-convertible debentures/bonds during FY 2017-2018 on a private placement basis, for an amount not exceeding in aggregate Rs. 500 Crore (Rupees Five Hundred Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other person/persons as the Board may decide so, for the purpose of meeting long term requirements of funds.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**By order of the Board of Directors  
For L&T Financial Consultants Limited**

  
**Amit Bhandari  
Authorised Signatory**

Date: April 3, 2017  
Place: Mumbai

**Registered Office:**  
Mount Poonamalle Road, Manapakkam, Chennai – 600 089

**NOTES:**

- a) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business above is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

- c) All Proxy-holder should carry their identity card at the time of attending the Meeting.
- d) *Proxies registers shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 A.M. and 6.00 P.M.*
- e) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
- g) The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
- h) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11.00 A.M. and 5.00 P.M. upto the date of the Extra - Ordinary General Meeting.
- i) Route map of venue is enclosed herewith for reference of the members.

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**ANNEXURE TO THE NOTICE**

**(Statement under Section 102 of the Companies Act, 2013)**

**Item No. 1:**

The Members had authorized the Board of Directors of the Company and/or any Committee thereof to borrow from time to time a sum not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 vide resolution passed on May 30, 2014. Considering the current book size and the budget for FY 2017-18, the overall borrowing limits is to be reduced from Rs. 1,500 Crore to Rs. 500 Crore.

The Board accordingly recommends the revised limit to the extent of Rs. 500 Crore (Rupees Five Hundred Crore only), outstanding at any point of time under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 2:**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 3:**

In order to meet the working capital requirements of the Company that may arise during FY 2017-18, the Board of Directors of the Company at its meeting held on March 21, 2017, has, subject to the approval of Members proposed to issue Non-convertible Debentures ("NCDs")/ Bonds to various person(s) on a private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board of Directors. The amount to be raised by way of issue of NCDs/Bonds on a private placement basis however shall not exceed Rs. 500 Crore (Rs. Five Hundred Crore) in aggregate.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a previous special resolution once in a year for all the offer or invitation for NCDs/ Bonds to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures / bonds from time to time and they are requested to authorize the Board (i) to issue Non-Convertible Debentures / Bonds during FY 2017-18 on private placement basis upto Rs. 500 Crore as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors  
For L&T Financial Consultants Limited**

  
**Amit Bhandari  
Authorised Signatory**

**Date:** April 3, 2017

**Place:** Mumbai

**L&T Financial Consultants Limited**

(Formerly known as L&T Vrindavan Properties Ltd)  
**Registered Office:** Mount Poonamalle Road, Manapakkam, Chennai – 600 089,  
CIN: U65100TN2011PLC081100 E-mail: [secretarial@lftfinance.com](mailto:secretarial@lftfinance.com)  
Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – \_\_\_\_\_ AT \_\_\_\_\_.**  
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No./ DP ID & Client ID:

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Name:

.....

Address:

.....

.....

I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company  
on \_\_\_\_\_

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

.....



### L&T Financial Consultants Limited

(Formerly known as L&T Vrindavan Properties Ltd)  
Registered Office: Mount Poonamalle Road, Manapakkam, Chennai – 600 089,  
CIN: U65100TN2011PLC081100 E-mail: secretarial@lftfinance.com  
Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

#### PROXY FORM Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : .....  
Registered address : .....  
E-mail ID : .....  
Folio No./DP ID & Client ID : .....

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

(1) Name: .....  
Address: .....  
E-mail Id: ....., or failing him

(2) Name: .....  
Address: .....  
E-mail Id: ....., or failing him

(3) Name: .....  
Address: .....  
E-mail Id: .....,

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the \_\_\_ 2017 at \_\_\_ at 8<sup>th</sup> Floor, Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098 and at any adjournment thereof in respect of such resolution as are indicated below:

Affix revenue stamp of Re.1

#### Special Business:

- 1. Issuance of non-convertible debentures during FY 2017-18

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2017 .....  
Signature of Shareholder

.....  
First / Sole holder / Proxy                      Second holder / Proxy                      Third holder / Proxy

#### Note:

- 1. This form of proxy in order to be effective should be duly completed 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 to the venue of the Extra - Ordinary General Meeting

