

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Members of the L&T Financial Consultants Limited will be held on Monday, May 15, 2017, at 11.00 A.M. at 8th Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098 to transact the following business:

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

“**RESOLVED THAT** subject to the provisions of Section 12 and Section 13 of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and confirmation of the Regional Director, the consent of the Members be and is hereby accorded for shifting the registered office of the Company from Chennai, Tamil Nadu to:

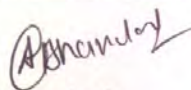
‘Brindavan’, Plot no. 177,
CST Road, Kalina,
Santacruz (East), Mumbai -400098,
Maharashtra.

RESOLVED FURTHER THAT consequent to this change, Clause II of the Memorandum of Association of the Company be substituted by the following:

Clause II: The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai.

RESOLVED FURTHER THAT any one of the Directors, Manager, Company Secretary, Ms. Apurva Rathod or Mr. Amit Bhandari or Mr. Ankit Sheth be and are hereby severally authorised to appear and represent the Company in the matter of the petition before the office of Regional Director for seeking confirmation for the proposed alteration of the situation Clause of the Memorandum of Association and also authorised to appoint any Consultant, Practicing Company Secretary, Advocate / Attorney and other professionals, as may be required from time to time and to fix their remuneration and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including, filing necessary forms / returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents, etc.”

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



Amit Bhandari
Authorised Signatory
Date: May 12, 2017
Place: Mumbai

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

NOTES:

- a) The Explanatory statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the business stated 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) Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
- d) All Proxy-holder should carry their identity card at the time of attending the Meeting.
- e) *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.*
- f) 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.
- g) 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.
- h) The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
- i) 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 9.30 A.M. and 6.00 P.M upto the date of the Extraordinary General Meeting and at the Meeting.-
- j) Route map of venue is enclosed for reference of the Members.

ANNEXURE TO THE NOTICE

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

Item No.1

For administrative and operational convenience, it is proposed to shift the registered offices of all the companies within LTFS group to 'Brindavan', Plot no. 177, CST Road, Kalina, Santacruz (East), Mumbai - 400098, Maharashtra. Accordingly, it is proposed to shift the registered office of the Company from Mount Poonamallee Road, Manapakkam, Chennai - 600089 to the aforesaid address and the Board has approved the aforesaid proposal at its Meeting held on May 2, 2017.

Further, as per the provisions of Section 12 and Section 13 of the Companies Act, 2013 ("Act"), a special resolution is required to be passed if the registered office of a company is shifted outside the local limits of any city, town or village where such office is situated at the time of commencement of the Act and consequent alteration of Memorandum of Association of a company.

Consequent to the proposed change, Clause II of the Memorandum of Association of the Company is proposed to be substituted as given below:

Clause II: The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai.

Further, confirmation of the Regional Director is also required if the registered office of the company is changed from the jurisdiction of one Registrar to that of another Registrar.

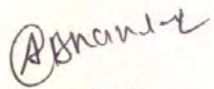
As required under the provisions of the Act, approval of the Members is sought for shifting the registered office of the Company from Chennai, Tamil Nadu to Mumbai, Maharashtra and for alteration of Memorandum of Association of the Company.

The Board therefore 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 are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The proposed draft of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 9.30 A.M. and 6.00 P.M upto the date of the Extraordinary General Meeting "EGM". The aforesaid document will also be available for inspection at the EGM.

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


**Amit Bhandari
Authorised Signatory**

Date: May 12, 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@itfinance.com;
Website: www.ltfs.com; Phone no.: +91 22 6621 7300; Fax: +91 22 6621 7509

ATTENDANCE SLIP

**EXTRAORDINARY GENERAL MEETING – MAY 15, 2017 AT 8TH BRINDAVAN, CST ROAD,
VIDYANAGARI MARG, KALINA, MUMBAI – 400098**

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No./ DP ID & Client ID:

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 Extraordinary General Meeting of the Company on at 8th Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098

.....
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@itfinance.com;
 Website: www.ltfs.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 Extraordinary General Meeting of the Company, to be held
 on the May 15, 2017 at 11.00 A.M at 8th Floor, Brindavan, CST Road, Vidyanagari Marg, Kalina,
 Mumbai – 400098 and at any adjournment thereof in respect of such resolution as are
 indicated below:**

Special Business:

- Shifting of Registered Office of the Company from Chennai, Tamil Nadu to Mumbai, Maharashtra.

Affix revenue
 stamp of Rs.

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.**

Route map to the venue of the Extraordinary General Meeting

