

L&T Financial Consultants Limited

(erstwhile known as L&T Vrindavan Properties Limited)

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

CIN: U65100TN2011PLC081100 **E-mail:** secretarial@lftfinance.com

Website: www.lfcs.com **Phone no.:** +91 22 6621 7300/7400 **Fax:** +91 22 6621 7509

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Sixth Annual General Meeting (“AGM”)** of the Members of **L&T Financial Consultants Limited (erstwhile known as L&T Vrindavan Properties Ltd)** will be held on Thursday, August 17, 2017 at 11.30 A.M. at Mount Poonamallee Road, Manapakkam, Chennai – 600 089 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.
2. To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the Fifth Annual General Meeting (“AGM”) of the Company held on August 31, 2016 in respect of the appointment of the Statutory Auditors, M/s. Sharp & Tannan, Chartered Accountants (ICAI Firm Registration No. 109982 W), till the conclusion of the Tenth AGM, the Company hereby ratifies the appointment of M/s. Sharp & Tannan, as the Statutory Auditors of the Company to hold office from the conclusion of the Sixth AGM till the conclusion of the Seventh AGM.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof), be and is hereby authorised to decide and finalise the terms and conditions including remuneration of the Statutory Auditors.”

3. To appoint Mr. Raju Dodti (06550896) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To Appointment Mr. D.R. Dogra as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. D.R. Dogra (DIN: 00226775), who was appointed as an Additional Director of the Company with effect from July 7, 2017 and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. from July 7, 2017 to July 6, 2022.

RESOLVED FURTHER THAT any of the Directors of the Company, Manager, Company Secretary, Ms. Apurva Rathod, Mr. Amit Bhandari and Mr. Ankit Sheth be and are hereby authorized to make the requisite filings with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

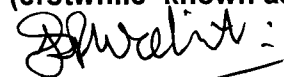
5. To consider and approve the limit for investments by the Company.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provisions of Section 186 of the Companies Act, 2013 (“the Act”), and other applicable provisions if any (including any statutory modification or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to invest in securities of any other body corporate from time to time, such that the aggregate amount of investments in such securities (including any outstanding investments) does not exceed Rs. 160 Crore (Rupees One Hundred and Sixty Crore), at any given point of time;

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.

By Order of the Board of Directors
For L&T Financial Consultants Limited
(erstwhile known as L&T Vrindavan Properties Ltd)



Kailash Purohit

Company Secretary

Date: August 21, 2017

Place: Mumbai

NOTES:

- a) The Statement as required under Section 102 of the Companies Act, 2013("the Act") is annexed to the Notice.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FIFTH ANNUAL GENERAL MEETING ("AGM") 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.

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, 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 AGM.

- 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 Annual General Meeting.
- j) Additional information of Directors and Key Managerial Personnel seeking appointment/ re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the SS-2, is annexed to the Notice.

ANNEXURE TO THE NOTICE

Item No 4:

The Board has appointed Mr. Desh Raj Dogra (DIN: 00226775) as an Additional Director of the Company effective July 7, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Dogra holds office as a Director till the date of this Annual General Meeting. Since, Mr. Dogra possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149 (6) of the Act, the Board recommends Mr. Dogra's appointment as an Independent Director of the Company. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years. In compliance with Section 149 of the Act, it is proposed to appoint Mr. Dogra as an Independent Director of the Company to hold office for a term of 5 years i.e. from July 7, 2017 to July 6, 2022.

Mr. D. R. Dogra has around 39 years of experience, mainly in the domain of banking and credit rating.

He was the Managing Director & CEO of CARE Ratings from August 2009 to August 2016. He transformed the company after taking over as Managing Director and made CARE the second largest rating agency in the country. He led the listing of the Company in 2012. Before being named the MD & CEO, he served as the Deputy Managing Director of CARE from June 2008 onwards. He was one of the first employees of CARE when he joined as Deputy General Manager in 1993.

Before that, he was working with Department of Agriculture, H.P. Government in 1977-78 followed by 15 years' service with Dena Bank in various capacities in credit and business development & planning at various locations.

He has Master's degree in Business Administration (Finance) from Faculty of Management Studies, University of Delhi and a Bachelor's and Master's degree in Agriculture from Himachal Pradesh University and he is a certified associate of Indian Institute of Bankers.

The Company has received a notice along with the deposit of Rs. 1,00,000/- in accordance with the provisions of Section 160 of the Act, proposing the candidature of Mr. Dogra for the office of Independent Director.

In the opinion of the Board, Mr. Dogra fulfils the conditions specified in the Act and he is independent of the Management. For the information of Members, the Company has received a declaration from Mr. Dogra that he is not disqualified to be appointed as an Independent Director under the Act.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Dogra and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Dogra being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5:

The Company is registered with the Securities and Exchange Board of India ("SEBI") as a Category I Merchant Banker and in terms of the SEBI (Merchant Bankers Regulations), 1992, the Company proposes to undertake underwriting transactions.

As an underwriter, the Company may have to subscribe / invest in the securities of the issuer company in case the issue of securities is not subscribed up to the amount agreed for underwriting.

As per Section 186 (2) (c) of Companies Act 2013 ("the Act"), no company can acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, without the prior approval of the members by means of a special resolution passed at a general meeting.

The total of the paid-up share capital (Rs. 18.75 Crores), free reserves (Rs. 54.03 Crores) and securities premium account (NIL) of the Company is Rs. 72.78 Crores.

Basis the aforesaid, the maximum amount the Company can invest without the approval of the Members is Rs. 54.03 Crore (i.e. 100% of its free reserves).

In view of the proposal to undertake underwriting business, it is proposed to seek approval of Members under the provisions of section 186 of the Act, such that the aggregate amount of investments (including any outstanding investments) in securities of any other body corporate does not exceed Rs. 160 Crore.

The Board has approved the proposal and recommends the Special Resolution set forth in Item No. 5 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.

Additional information of Directors and Manager seeking appointment/re-appointment at the Sixth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings:

Name of the Director	Mr. Raju Dodti	Mr. Desh Raj Dogra
Date of Birth	June 3, 1972	September 21, 1954
Qualifications	<p>a) Bachelor's degree in law from the Government Law College, Mumbai University</p> <p>b) Bachelor's degree in Commerce from the Mumbai University</p>	<p>a) Master's degree in Business Administration (Finance) from Faculty of Management Studies, University of Delhi</p> <p>b) Certified associate of Indian Institute of Bankers</p> <p>c) Bachelor's and Master's degree in Agriculture from Himachal Pradesh University.</p>
Date of appointment on the Board	April 28, 2016	July 7, 2017
Remuneration	N.A. ⁽¹⁾	- ⁽²⁾
Experience/Brief Profile	Mr. Raju Dodti has more than 18 years of experience in advising on legal matters in various areas such as private equity, wholesale banking and treasury borrowings. Prior to joining L&T Finance Holdings, he was associated with IDFC, Rabo India Finance (a subsidiary of Rabo Bank), ABN AMRO Bank N.V., Societe Generale and Global Trust Bank.	As mentioned in the explanatory statement.
Terms and conditions of appointment / reappointment	Appointed as a Director liable to retire by rotation.	Appointed as an Independent Director for a period of 5 years i.e. from July 7, 2017 to July 6, 2022.
Directorship held in other Companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> 1. L&T Access Distribution Services Limited 2. Boruka Power Corporation Limited 3. Mudit Cement Private Limited 4. L&T Trustee Company Private Limited 	<ol style="list-style-type: none"> 1. L&T Finance Limited 2. S Chand and Company Limited 3. Welspun Corp Limited 4. G R Infra Projects Limited 5. Mercator Limited 6. Capri Global Capital Limited

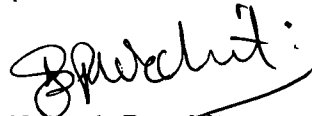
		<ul style="list-style-type: none"> 7. Asirvad Micro Finance Limited 8. Sintex Plastics Technology Limited 9. AMPL Clean Tech Private Limited 10. SK Restaurants Private Limited 11. ITI Mutual Fund Trustee Private Limited 12. Vikas Publishing House Private Limited 13. Brickwork Risk & Investment Management Solutions Private Limited 14. M Power Microfinance Private Limited 15. Sansaar Housing Finance Limited 16. Shakti Finvest Private Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p>Audit Committee</p> <ul style="list-style-type: none"> 1. L&T Access Distribution Services Limited <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> 2. L&T Financial Consultants Limited 	<p>Audit Committee</p> <ul style="list-style-type: none"> 1. S. Chand and Company Limited 2. Asirvad Micro Finance Limited 3. Mercator Limited 4. Vikas Publishing House Private Limited 5. L&T Financial Consultants Limited <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> 1. L&T Financial Consultants Limited
Shareholding in the Company (Equity)	1 share held jointly with L&T Finance Holdings Limited	-
Relationship with other Directors/Manager/Key Managerial Personnel	-	-

Number of Board meetings attended during the FY 2016-17	Five	N.A.
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⁽¹⁾ Mr. Raju Dodti being in the services of L&T Financial Services Group is not paid any commission or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

⁽²⁾ No remuneration was drawn by Mr. Desh Raj Dogra as he was appointed on July 7, 2017 i.e. after financial year 2016-17. The aforementioned Director is entitled to receive sitting fees and commission paid to Non-Executive Directors.

**By Order of the Board of Directors
For L&T Financial Consultants Limited
(erstwhile known as L&T Vrindavan Properties Ltd)**



**Kailash Purohit
Company Secretary**

**Date: August 2, 2017
Place: Mumbai**

L&T Financial Consultants Limited

(erstwhile known as L&T Vrindavan Properties Limited)

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

CIN: U65100TN2011PLC081100; E-mail: secretarial@ltfinance.com;

Website: www.ltfcs.com; Phone no.: +91 22 621 5000; Fax: +91 22 6212 5555

ATTENDANCE SLIP

SIXTH ANNUAL GENERAL MEETING – THURSDAY, AUGUST 17, 2017 AT 11.30 A.M.

Folio No.:
Name:
Address:

PLEASE COMPLETE THIS ATTENDANCE SLIP
AND HAND OVER AT THE ENTRANCE OF THE
MEETING HALL

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

I hereby record my presence at the Sixth Annual General Meeting of the Company at Mount Poonamallee Road, Manapakkam, Chennai – 600 089 on **Thursday, August 17, 2017 at 11.30 a.m.**

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

.....

L&T Financial Consultants Limited

(erstwhile known as L&T Vrindavan Properties Limited)

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

CIN: U65100TN2011PLC081100; E-mail: secretarial@lftfinance.com;

Website: www.lfcs.com; Phone no.: +91 22 621 5000; Fax: +91 22 6212 5555

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 Sixth Annual General Meeting of the Company, to be held At Mount Poonamallee Road, Manapakkam, Chennai – 600 089 on **Thursday, August 17, 2017 at 11.30 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Sr. No	Resolution
1	To consider and adopt the audited financial statements of the Company along with the report of the Board of Directors and the Auditors' thereon for the financial year ended March 31, 2017.
2	To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), as the Statutory Auditor of the Company.

3	To appoint Mr. Raju Dodti who retires by rotation and being eligible, offers himself for re-appointment.
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Special Business:

Sr. No	Resolution
1	Appointment of Mr. D.R. Dogra as an Independent Director of the Company.
2	To consider and approve the limit for investments by the Company.

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

.....
Signature of Shareholder

Affix revenue stamp of Re.1

.....
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 Meeting

