
NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of L&T Vrindavan Properties Limited will be held on Thursday, September 8, 2016 at 10.00 A.M. at 5th Floor, Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai - 400 098 to transact the following business:

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

“RESOLVED THAT pursuant to the provisions of Section 13(1) of the Companies Act, 2013 (‘the Act’) including the rules thereunder and other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approval as may be necessary if any, from the competent authorities, consent of the Members be and is hereby accorded for alteration of Clause III A of the Memorandum of Association of the Company and accordingly the existing Main Objects of the Company under Clause III A be deleted and the following clauses be inserted under Clause III A and subsequent clauses be renumbered:

1. To carry on the business of merchant banking, to act as managers to issues and offers, whether by way of public offer or otherwise, of shares, debentures, bonds, units, warrants or any other instruments whether or not transferable or negotiable, commercial or other paper or scrips (hereinafter collectively referred to as the ‘securities’), to underwrite, sub-underwrite, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for the securities, to manage portfolio investments, of any person or company, by investment in various avenues and to pass the benefits of portfolio investments to the investors in such modes as may be necessary, to provide financial and investment assistance for the purposes herein.
2. To carry on the business of acting as financial consultants, project consultants, joint managers, lead managers, co-managers, advisors and counsellors in investment and capital markets, managers; and advisors, in respect of any financial or project related services, including services in respect of issue of equity, preference or other capital debentures, debt instruments or other securities and loans, guarantees and other financial or credit facilities for any person, company, corporation, institutions, equity, government or other agency whether incorporated or not.
3. To give advice and / or to offer, give, take circulate or otherwise organise, accept or implement any takeover bid, buy-out deals, mergers, amalgamation, acquisitions, diversification, rehabilitation or restructuring of any business, partnership firm or any other association of persons whether incorporated or not by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required having regard to the business exigencies.
4. To acquire, purchase, conceive, design, identify, invest, maintain, manage, modernise, promote, regulate, alter, demolish, rebuild, renovate, repair, supervise service, take over, upgrade, take on lease or tenancy or in exchange, hire, licence, take options over or otherwise acquire whether commercial, industrial, retail or residential in nature, any estate, land, buildings, dwelling houses, office, factories, structures, infrastructural facilities, other assets or acquire any other interest, rights in any part or portion thereof, in India or abroad, which is necessary or convenient for the business of the Company and Group Company(s) and to sell, lease, mortgage, hypothecate, grant licence or

otherwise dispose of or grant rights over any property or part thereof belonging to the Company, in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including any Committee thereof), the Company Secretary or Manager be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settling any question, difficulty or doubt that may arise in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including the rules thereunder) and subject to the approval of the Central Government and / or any other applicable regulatory authorities, consent of the Members be and is hereby accorded for changing the name of the Company from L&T Vrindavan Properties Limited to L&T Merchant Bankers Limited/L&T Financial Consultants Limited/L&T Merchant Bankers & Securities Limited (**NOTE: The name approved by the ROC will be incorporated in the final notice**)

RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name L&T Vrindavan Properties Limited wherever it occurs in the Memorandum and Articles of Association and all other records of the Company, be substituted by the name L&T Merchant Bankers Limited/L&T Financial Consultants Limited/L&T Merchant Bankers & Securities Limited (**NOTE: The name approved by the ROC will be incorporated in the final notice**).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including any Committee thereof), the Company Secretary or Manager be and are hereby severally authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settling any question, difficulty or doubt that may arise in this regard.”

By Order of the Board of Directors
For L&T Vrindavan Properties Limited



Swanand Shintre
Company Secretary

Date: August 7, 2016
Place: Mumbai

NOTES:

1. 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. 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.
2. MEMBERS ARE REQUESTED TO INTIMATE CHANGE, IF ANY, IN THEIR ADDRESS TO THE COMPANY AT ITS REGISTERED OFFICE.
3. THE STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THE NOTICE.
4. THE MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
5. 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.
6. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVES TO ATTEND AND VOTE AT THE MEETING.
7. ROUTE MAP OF VENUE IS ENCLOSED HEREWITH FOR REFERENCE OF THE MEMBERS.

ANNEXURE TO THE NOTICE

(Statement as per the provisions of Section 102 of the Companies Act, 2013)

Item Nos. 1 and 2:

L&T Financial Services (LTFS) is a conglomerate offering financial products and services to a wide range of sectors ranging from Wholesale to Retail. It has also established itself in the area of Financial Advisory Services.

Over the last two years, LTFS has gained expertise in Debt Capital Markets ("DCM") by participating as an investor in corporate bonds and subsequently, selling down a part of these bonds to co-investors. As a measure of forward integration and increased value addition for LTFS, it was proposed to offer Issue Management services to corporates to enable them access to debt capital markets. This would necessitate a Merchant Banking ("MB") license as per applicable SEBI regulations.

MB license will enable LTFS to originate deals directly from the issuers in corporate bond market and place with the end investors. An MB license also offers other advantages such as increased visibility on the league tables and direct recognitions for the deals originated / structured which will further facilitate our ability to originate, subscribe and downsell bonds.

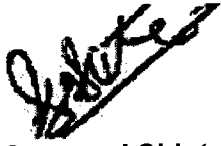
Considering the aforesaid objectives, it was thought pertinent to carry on the MB activities from one of LTFS companies i.e. L&T Vrindavan Properties Limited ('the Company') which is currently engaged in the business of constructing and/or acquiring properties and offering the same on lease to companies within the L&T Financial Services Group. Further, the Board of Directors at its meeting held on August 30, 2016 has, subject to the consent of Members at the general meeting, approved the change in the clause pertaining to Main Objects and name of the Company for facilitating the MB activities.

Consent of the Members is therefore now sought to amend the main objects of the Company and change in the name of the Company from L&T Vrindavan Properties Limited to L&T Vrindavan Properties Limited to L&T Merchant Bankers Limited/L&T Financial Consultants Limited/L&T Merchant Bankers & Securities Limited, to reflect the revised objects of the Company. **(NOTE: The name approved by the ROC will be incorporated in the final notice).**

Accordingly, the Board of Directors recommends the Special Resolutions set forth in Item Nos. 1 and 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the aforesaid Resolutions.

**By Order of the Board of Directors
For L&T Vrndavan Properties Limited**



**Swanand Shintre
Company Secretary**

Date: August 7, 2016
Place: Mumbai

Registered Office: Mount Poonamallee Road, Manapakkam, Chennai – 600 089.

