

NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifth Annual General Meeting (AGM) of the Members of L&T Vrindavan Properties Limited will be held on Wednesday, August 31, 2016 at 10.30 A.M. at Mount Poonamallee Road, Manapakkam, Chennai – 600 089 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited Balance Sheet of the Company as at March 31, 2016 and Statement of Profit and Loss for the year ended as on that date together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint M/s. Sharp & Tannan, Chartered Accountants (“ICAI Registration No. 109982W”) as Statutory Auditors of the Company to hold office from the conclusion of the Fifth AGM until the conclusion of the Tenth AGM, subject to ratification by the Members in every intervening AGM of the Company and to authorise the Board of Directors to fix their remuneration.
3. **Appointment of director in place of those retiring:**

Mr. G. Krishnamurthy, a Director on the Board of the Company was liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”). However, Mr. Krishnamurthy has resigned as a director from the Board of the Company with effect from April 29, 2016. Further, the Board currently comprises Additional Directors who are proposed to be appointed as Directors at the AGM and Independent Directors who are not liable to retire by rotation as per the provisions of the Act. In view of the aforesaid, there will no director who will be liable to retire by rotation at the AGM.

Special Business:

4. To consider and if thought fit to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Mr. Raju Dodti (DIN 06550896), who was appointed as an Additional Director of the Company with effect from April 28, 2016 and whose term of office expires at this AGM and in respect of whom the Company has received a notice, in writing, from a Member of the Company as per the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, any one of the Director of the Company and/or the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

5. To consider and if thought fit to pass the following resolution, with or without modifications, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Mr. Sunil Prabhune (DIN 07517824), who was appointed as an Additional Director of the Company with effect from May 18, 2016 and whose term of office expires at this AGM and in respect of whom the Company has received a notice, in writing, from a Member of the Company as per the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, any one of the Director of the Company and/or the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

6. To consider and if thought fit to pass the following resolution, with or without modifications, as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V to the Act and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof and pursuant to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Madan Sarwate as the Manager of the Company, for a period of three years, commencing from April 28, 2016 to April 27, 2019 on the remuneration and terms and conditions as contained in the agreement, a draft of which was placed before the Board and initialed by a Director of the Company for the purpose of identification.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sarwate shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time, except with the approval of regulatory authorities, if required.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, any one of the Director of the Company and/or the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

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



Swanand Shintre
Company Secretary

Date: August 29, 2016
Place: Mumbai

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

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

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

Item No. 4:

Mr. Raju Dodti, who has been appointed as an Additional Director effective April 28, 2016 holds office as director till the ensuing AGM of the Company. In terms of the provisions of Section 160 of the Companies Act, 2013 ("the Act"), the Company has received notice, in writing, along with a deposit of requisite amount, from one of its Members signifying its intention to propose the candidature of Mr. Dodti for the office of Director. For the information of Members, the Company has received a declaration from Mr. Dodti that he is not disqualified to be a director under this Act.

Accordingly, the Board of Directors recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Mr. Raju Dodti is the Group General Counsel of L&T Finance Holdings Limited. He heads the legal department of all entities within the L&T Financial Services group and in his present role, is responsible for legal advisory, transactional documentation and litigation management across the group. He has more than 18 (eighteen) years of experience in advising on legal matters in various areas such as private equity (formation of funds, portfolio investments and divestments), wholesale banking (infrastructure financing, structured finance, investment banking and general corporate matters) and treasury borrowings (both INR & ECBs).

Prior to joining L&T Finance Holdings, Mr. Dodti was associated with IDFC for its legal works around infrastructure & project financing. During his last assignment at IDFC, he was heading legal department of IDFC Alternatives Limited and was responsible for fund formation, investments and divestments. He has also worked with other banks such as Rabo India Finance (a subsidiary of Rabobank), ABN AMRO Bank N.V., Societe Generale and Global Trust Bank.

Mr. Dodti holds a Bachelor's degree in law from the Government Law College, Mumbai University, and a Bachelor's degree in Commerce from the Mumbai University.

Additional information of Directors seeking re-appointment/appointment at the Fifth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Raju Dodti
Age	44 Years
Qualifications	a) Bachelor's degree in law from the Government Law College, Mumbai University b) Bachelor's degree in Commerce from the Mumbai University
Date of first appointment on the Board	April 28, 2016
Experience	As mentioned in the Statement annexed to the Notice.

Terms and Conditions of Appointment including remuneration	Not Applicable, considering he being a Non-executive Director
No. of meetings of the Board attended during the year	Not Applicable
Directorship in other Company	Mudit Cement Private Limited
Memberships/Chairmanships of committees* across companies	None
Shareholding in the Company (Equity)	None
Relationship with other Directors/Manager/Key Managerial Personnel	None

**Only Statutory Committees as required to be constituted under the Companies Act, 2013 considered.*

Save and except Mr. Dodti, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 5:

Mr. Sunil Prabhune, who has been appointed as an Additional Director effective May 18, 2016 holds office as director till the ensuing AGM of the Company. In terms of the provisions of Section 160 of the Companies Act, 2013 (" the Act"), the Company has received notice, in writing, along with a deposit of requisite amount, from one of its Members signifying its intention to propose the candidature of Mr. Prabhune for the office of Director. For the information of Members, the Company has received a declaration from Mr. Prabhune that he is not disqualified to be a director under this Act.

Mr. Sunil Prabhune is a Human Resources professional with over 17 years of experience in global and regional leadership roles. Mr. Prabhune has a proven track record of success in implementing break-through change management, developing and implementing complex Human Resources strategies, and of building high performing, diverse teams. He has been often acknowledged for his expertise in diverse areas including Leadership Development, Talent Management, Learning and Development, Compensation and Benefits, Performance Management and Employee Relations.

Mr. Prabhune is heading Human Resources function for L&T Financial Services since 2013. In his current role, he is responsible for conceptualizing and driving the human resource strategy of about 11000 personnel strong L&T Financial Services group. Prior to his current responsibility, Mr. Prabhune has been associated with organizations like ICICI, GE and Novartis, in various capacities.

Mr. Prabhune is a commerce graduate from Pune University and has completed his Post Graduation in Management from the Xavier Institute of Management, Bhubaneshwar where he was awarded a Gold medal for academic excellence.

Accordingly, the Board of Directors recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Additional Information of Directors seeking re-appointment/appointment at the Fifth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Sunil Prabhune
Age	
Qualifications	c) B.Com from Pune University d) Post Graduation in Management from the Xavier Institute of Management, Bhubaneshwar
Date of first appointment on the Board	April 28, 2016
Experience	As mentioned in the Statement annexed to the Notice.
Terms and Conditions of Appointment including remuneration	Not Applicable, considering he being a Non-executive Director
No. of meetings of the Board attended during the year	Not Applicable
Directorship in other Company	Mudit Cement Private Limited
Memberships/Chairmanships of committees* across companies	None
Shareholding in the Company (Equity)	None
Relationship with other Directors/Manager/Key Managerial Personnel	None

**Only Statutory Committees as required to be constituted under the Companies Act, 2013 considered.*

Save and except Mr. Prabhune, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 5:

The Board of Directors of the Company at its meeting held on April 28, 2016 has appointed Mr. Madan Sarwate as Manager of the Company for a period of three years, subject to the approval of Members at the general meeting. The Members may note that the appointment of Mr. Sarwate was made in place of Mr. Pradeep Shintre who had now resigned from the Company. The Members are requested to approve the appointment of Mr. Sarwate as Manager of the Company. Considering the Company having inadequate profits, approval of the Members is also being sought for the remuneration payable to Mr. Sarwate, in accordance with Schedule V read with section 196 and 197 of the Act. For the information of the Members, the Nomination and Remuneration Committee at its meeting held on April 28 2016 had recommended the remuneration payable to Mr. Sarwate to the Board which had approved the same on the even date, subject to the approval of Members at the general meeting.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Mr. Madan Sarwate is M.B.A from Nagpur University. He has more than two decades of experience in the field of Corporate Facility Management & Infrastructure Development. He has played key role in rolling out cost optimization projects including planning, budgeting and quality management and execution strategies. He has also advised on reorganizing and consolidation of Infra space. Before joining L&T Financial Services, he has worked with organizations like K Raheja Corp, ACG Worldwide and MSC Agency India Pvt. Ltd.

Mr. Madan Sarwate has been associated with L&T Financial Services for over seven years.

As required under Section 196(4) of the Companies Act, 2013, the material terms and conditions of the Agreement proposed to be entered into with Mr. Madan Sarwate are as under:

(a) Basic Salary (per month):

Rs. 1,08,693/- (Rupees One Lakh Eight Thousand Six Hundred and Ninety Three Only) per month in the scale of

Rs. 1,00,000/- to Rs. 1,70,000/-

(b) Variable Remuneration:

Variable remuneration in the range of Rs. 8,60,000/- to Rs. 13,50,000/- per annum.

(c) House Rent Allowance:

In the range of Rs. 65,000/- to Rs. 1,00,000/- per month.

(d) Other Allowances:

The Manager shall be entitled to reimbursement or allowance but will be restricted to the amounts as given below:-

1. Special Allowance: In the range of Rs. 10,20,000 to Rs. 16,00,000/- p.a.
2. Leave Travel Allowance: In the range of Rs. 1,00,000 to Rs. 1,70,000/- p.a.
3. Conveyance Allowance: 19,200/- p.a.
4. Medical Allowance: Rs. 15,000/- p.a.

(d) Other terms and conditions:

The Manager shall also be entitled to following benefits:

- 1) He shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, earned leave and encashment of earned leave at the end of the tenure and long service awards, as per the rules of the Company.
- 2) Life Insurance cover as well as Mediclaim for self and family as well as personal Accident cover- as per Company norms.
- 3) L&T Finance Holdings Limited Stock options plans – as per applicable scheme.
- 4) Matching grant not exceeding Rs. 48,000/- per annum under the relevant Group Scheme.

Duties: Mr. Madan Sarwate shall, subject to the supervision and control of the Board of Directors and/or Chairman of the Company, carry out such duties as may be entrusted to him

and he shall also perform such other duties and services as shall from time to time be delegated to him by the Board of Directors and/or Chairman of the Company.

The Agreement entered into between the Company and Mr. Madan Sarwate is available for inspection by the Members at the Registered Office/Corporate Office of the Company on all working days except Saturdays, Sundays and holidays between 11.00 A.M. to 5.00 P.M.

Additional information of Manager seeking appointment at the Fifth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the institute of Company Secretaries of India:

Name of the Manager	Mr. Madan Sarwate
Age	44 Years
Qualifications	MBA from Nagpur University
Date of first appointment on the Board	April 28, 2016
Experience	As mentioned in the Statement annexed to the Notice.
Terms and Conditions of Appointment including remuneration	As mentioned above in the Statement Annexed to the Notice
No. of meetings of the Board attended during the year	None as a Director
Directorship in other Company	Nil
Memberships/Chairmanships of committees* across companies	Nil
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	None

**Only Statutory Committees as required to be constituted under the Companies Act, 2013 considered.*

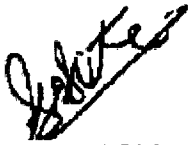
Additional information pursuant to Section II of Part II of Schedule V of the Act:

I. General Information:	
Nature of Industry	Dealing in Real Estate properties
Date or expected date of commercial production	September 24, 2013
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

	Company expects to earn its full year lease rentals in the forthcoming year.
Steps taken or proposed to be taken for improvement	The Company has commenced leasing its space to group companies. The Company expects to earn its full year lease rentals from the forthcoming year.
Expected increase in productivity and profits in measurable terms	

Save and except Mr. Sarwate, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyways concerned or interested in the Resolution.

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



**Swanand Shintre
Company Secretary**

Date: August 29, 2016
Place: Mumbai

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

Financial performance based on given indicators (in Rs.) [For the Financial Year 2015-2016]	Gross Income - 16.53 Cr Profit / (Loss) before taxes - (21.70) Cr. Profit / (Loss) after Tax - (24.30) Cr. Net Worth – 90.30 Cr. Fixed Assets – 420.69 Cr. Investments – 19.10 Cr.
Foreign investments or collaborations, if any	None
II. Information about the appointee:	
Background details	As mentioned in the Statement annexed to the Notice.
Past remuneration	Rs. 25,17,816
Recognition or awards	He has played key role in rolling out cost optimization projects including planning, budgeting and quality management and execution strategies in L&T Financial Services group company and has won accolades of the Management.
Job profile and his suitability	Mr. Madan Sarwate has been associated with L&T Financial Services for over seven years. He is Head of Facilities and Channel Management (FCM). Along with the other responsibilities, FCM team deals with the properties held by L&T Financial Services group. Considering that the business model of the Company is to construct and/or acquire properties and offer the same on lease to L&T Financial Services group companies for a consideration, the Management feels that Mr. Sarwate is eminently suitable given his background.
Remuneration proposed	The same is mentioned in the Statement annexed to the Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is as per the prevailing remuneration in the industry of similar size for similarly placed persons.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None
III. Other information:	
Reasons of loss or inadequate profits	The Company has commenced its operation on September 2013. Since September 2013, the Company was in the process of construction of building for leasing out the space to L&T Financial Services group companies (group companies) and hence was not in receipt of any revenue/income. The construction has now been completed and the Company has commenced leasing its space to group companies. The

Road Map



L&T Vrindavan Properties Limited
Regd. Office: Mount Poonamallee Road, Manapakkam, Chennai – 600 089

CIN- U70200TN2011PLC081100 website- www.ltvrindavanproperties.com Phone- +91 22 6621 7300 Fax - +91 22 66217509

ATTENDANCE SLIP
FIFTH ANNUAL GENERAL MEETING – __, 2016 AT __ A.M.

Folio No./ DP ID & Client ID:
Name :
Address:.....

PLEASE COMPLETE 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 Fifth Annual General Meeting of the Company at Mount Poonamallee Road, Manapakkam, Chennai – 600 089 on _____, __, 2016.

.....
First / Sole holder / Proxy

.....
Second holder/proxy

.....
Third holder/proxy

L&T Vrindavan Properties Limited

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

CIN- U70200TN2011PLC081100 website- www.ltvrindavanproperties.com Phone- +91 22 6621 7300 Fax - +91 22 66217509

**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:.....
 Email 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:....., or

failing him

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 Fifth Annual General Meeting of the Company, to be held on the _____, __, 2016 at __ a.m. at Mount Poonamallee Road, Manapakkam, Chennai – 600 089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016

To appoint M/s Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company

Special Business:

Appointment of Mr. Raju Dodti as Director of the Company

Appointment of Mr. Sunil Prabhune as Director of the Company

Appointment of Mr. Madan Sarwate as Manager of the Company

Signed this _____ day of _____ 2016

.....

Signature of shareholder

.....

.....

Signature of first proxy holder Signature of second proxy holder

Affix revenue
Stamp of Re.1

.....
Signature of third proxy holder

Note:

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.