

NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra - Ordinary General Meeting of the Company will be held on January 13, 2016 at 4 P.M. at City- 2, 9th Floor, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following special business:

Special Business:

Appointment of M/s. Sharp & Tannan, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to the Resignation of M/s. S. R. Batliboi and Co. LLP.

To consider and if thought fit, to pass with or without modification, the following Resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or amendment (s) thereto, re-enactment thereof for the time being in force) and consent of the Members of the Company be and are hereby accorded for appointment of M/s. Sharp & Tannan, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 109982W as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP., Chartered Accountants, to hold office till the conclusion of the forthcoming Annual General Meeting of the Company, on such remuneration to be decided by the Board of Directors (or any Committee thereof) in consultation with the Auditors;

RESOLVED FURTHER THAT any one of the Directors of the Company, Manager, Company Secretary, Mr. N. Suryanarayanan, Authorised Signatory or Mr. Jaymeen Shah, Authorised Signatory be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be deemed necessary, 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 Family Credit Limited

Sd/-

Amit Bhandari

Company Secretary

Date: December 28, 2015

Place: Mumbai

Registered office:

Technopolis, 7th Floor, A Wing, Plot - 4, Block-BP, Sec- V, Salt Lake, Kolkata -700091

Family Credit Limited

A wholly owned subsidiary of L&T Finance Holdings Limited

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 P.M.*
- e) 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.
- f) The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
- g) 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 EGM.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 1

M/s. S. R. Batliboi & Co. LLP., Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to a proposed business relationship with the ultimate Holding Company i.e. Larsen & Toubro Limited and such resignation resulting into a casual vacancy in the office of the Statutory Auditor of the Company.

As per Section 139 (8) (i) of the Companies Act, 2013, appointment of the new auditor shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Board proposed that M/s. Sharp & Tannan (No.109982W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP., and the proposed auditor have also conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

By order of the Board of Directors

For Family Credit Limited

Sd/-

Amit Bhandari

Company Secretary

Date: December 28, 2015

Place: Mumbai

Registered office:

Technopolis, 7th Floor, A Wing, Plot - 4, Block-BP, Sec- V, Salt Lake, Kolkata -700091

Family Credit Limited

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Family Credit Limited

Regd. Office: Technopolis, 7th Floor, A Wing, Plot - 4, Block-BP, Sec- V, Salt Lake, Kolkata -700091

CIN: U65910WB1993FLC060810 E-mail: secretarial@itfinance.com website: www.familycreditindia.com

Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING- JANUARY 13, 2016 AT 4 .00 P.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 Extra-Ordinary General Meeting of the Company at City- 2, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 on _____

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

.....

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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.:

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 _____, _____, ____ at _____ a.m. at City- 2, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Appointment of M/s. Sharp & Tannan, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to the Resignation of M/s. S. R. Batliboi and Co. LLP.

Signed this _____ day _____ of _____

.....
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.

Route Map to the venue of the Meeting

