

**NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra - Ordinary General Meeting of the Members of L&T Finance Limited (erstwhile known as Family Credit Limited) will be held on Monday, May 15, 2017, at 11.30 A.M. at Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098 to transact the following Business:

1. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and 198 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), consent of the Company be and is hereby accorded for the payment of remuneration by way of commission to the Non - Executive Directors including Independent Directors, in addition to the sitting fees for attending the meetings of the Board or Committees thereof, of an amount exceeding 1% of the net profits but not exceeding the overall limit of managerial remuneration aggregating to 11% of the net profits of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors, Manager, Company Secretary, Ms. Apurva Rathod, Mr. Ankit Seth 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 settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board of Directors  
For L&T Finance Limited  
(erstwhile Family Credit Limited)**

  
**Amit Bhandari**  
**Company Secretary**  
Date: May 12, 2017  
Place: Mumbai

**Registered Office:**  
Technopolis, 7th Floor, A- Wing, Plot No. - 4, Block - BP, Sector -V, Salt Lake, Kolkata – 700091.

**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) 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 Extra - Ordinary 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:**

The members are informed that pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, a company is allowed to pay remuneration to director who is neither a whole-time director nor a managing director of a company, by way of remuneration up to 1% of the net profits without the approval of Members. For payment of remuneration in excess of 1% of the net profits but subject to the overall limit of managerial remuneration aggregating to 11% of the net profits of the company, approval of the Members is required.

Basis the actual amount to be paid to the Non-Executive Directors ("NEDs"), if the amount to be paid exceeds the limit of 1% of net profits of the Company for the financial year as stated in the Act, approval of the Members will have to be sought for payment over and above 1% subject to the overall limit of 11% stated under the Act.

The member are further informed that during FY 2016-17, two of the wholly – owned subsidiaries of L&T Finance Holdings Limited, the holding company (i.e. L&T Finance Limited and L&T FinCorp Limited) got merged with the Company and the respective Boards of the aforesaid transferor companies had approved the criteria and structure for payment of compensation to the NEDs of the respective companies.

The members are further informed that considering both the aforesaid transferor companies are no longer in existence and since as per the scheme of amalgamation approved by the Calcutta High Court and National Company Law Tribunal, Mumbai bench, all assets and liabilities of the aforesaid transferor companies are now assets and liabilities of the Company, it is proposed to pay remuneration to the NEDs of the aforesaid transferor companies from the Company for FY 2016-17.

In the meeting of the Board of Directors of the Company held on May 2, 2017, the aggregate amount proposed to be paid as remuneration to NEDs of the Company and the NEDs of the aforesaid transferor companies, exceeds 1% of the net profits of the Company for FY 16-17. Therefore it is proposed to seek member's approval for payment of remuneration to NEDs exceeding 1% but not exceeding 11% of the net profits of the Company.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members.

Save and except the NEDs concerned, to the extent of the remuneration received by them, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors**  
**For L&T Finance Limited**  
**(erstwhile Family Credit Limited)**

  
**Amit Bhandari**  
**Company Secretary**

Date: May 12, 2017

Place: Mumbai

**Registered Office:**

Technopolis, 7th Floor, A- Wing, Plot No. - 4, Block - BP, Sector -V, Salt Lake, Kolkata – 700091

**L&T Finance Limited**  
**(erstwhile Family Credit Limited)**

Registered office: Technopolis, 7th Floor, A- Wing, Plot No. - 4, Block - BP, Sector -V, Salt Lake, Kolkata – 700091  
CIN: - U65910WB1993FLC060810 E-mail: secretarial@lftfinance.com website: www.lftfs.com  
Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – May 15, 2017 AT 11.30 A.M.**  
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

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

Address:  
.....  
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**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 Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai - 400098 on May 15, 2017.**

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First / Sole holder / Proxy

.....  
Second holder / Proxy

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Third holder / Proxy

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**L&T Finance Limited**  
**(erstwhile Family Credit Limited)**

Registered office: Technopolis, 7th Floor, A- Wing, Plot No. - 4, Block - BP, Sector -V, Salt Lake, Kolkata – 700091  
 CIN: - U65910WB1993FLC060810 E-mail: secretarial@itfinance.com website: www.lfcs.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 Extra Ordinary General Meeting of the Company, to be held on the May 15, 2017 at 11.30 A.M.at Brindavan, CST Road, Vidyanagari Marg, Kalina, Mumbai – 400098 and at any adjournment thereof in respect of such resolution as are indicated below:**

1. Payment of remuneration to Non-executive Directors for FY 16-17.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2017

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 Signature of Shareholder

Affix revenue stamp of Re.1
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.....  
 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 Extra - Ordinary General Meeting

