

L&T Financial Consultants Limited

Registered Office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098

CIN: U65100MH2011PLC299024 E-mail: secretarial@ltfs.com

Website: www.ltfs.com Phone no.: +91 22 6212 5000 Fax: +91 22 6212 5553

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Eighth Annual General Meeting** ("AGM") of the Members of **L&T Financial Consultants Limited** will be held on Monday, July 29, 2019 at 11 A.M. at the registered office of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098, 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, 2019.
2. To appoint a director in place of Mr. Raju Dodti (DIN: 06550896), who retires by rotation, and being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For **L&T Financial Consultants Limited**



Vinay Pandey
Company Secretary
ACS No - 56227

Date: July 5, 2019

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTH 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 the provisions of 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. Further, the proxy holder shall carry a valid proof of identity at the AGM.

2. Members are requested to intimate change, if any, in their address to the Company at its registered office.
3. Proxy register 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.
4. The Members are requested to bring their copy of the Annual Report to the AGM.
5. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.
6. 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.
7. The Members / Proxies should fill the Attendance Slip for attending the AGM.
8. All documents referred to in the AGM Notice are available for inspection at the registered office on any working day of the Company, between 9.30 a.m. and 6.00 p.m. from the date of dispatch of the Notice till July 29, 2019.
9. Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to the Notice.

Additional information of Directors seeking re-appointment at the Eighth Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Raju Dodti (DIN: 06550896)
Date of Birth/age	June 3, 1972 (47 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 appointment on the Board	April 28, 2016
Remuneration	N.A. ⁽¹⁾
Experience/Brief Profile	<p>Mr. Raju Dodti is the Chief Executive – Special Situations Group of L&T Financial Services, He is responsible for resolving specific assets of Wholesale and Housing Finance, private equity investments, and the de-focused book. Additionally, as the Group Head – Legal & Compliance, he will provide leadership to the group legal and regulatory compliance functions, and will be responsible for advisory, transactional and litigation.</p> <p>Earlier, Mr. Dodti he was instrumental in giving strategic direction to Group Corporate Communications and Facilities & Channel Management.</p> <p>Mr. Dodti has over 18 years of extensive legal experience in Indian and multi-national financial institutions in the areas of private equity, project finance, infrastructure finance and treasury borrowings. Prior to joining LTFS, he was associated with IDFC Group across varied legal functions. In this role, he worked on numerous infrastructure financing transactions across road, power, telecom and ports, both in the equity and debt domain. As the Senior Director - Legal for IDFC Alternatives, Mr. Dodti headed the funds setup, investment and divestment of corpus for private equity, infrastructure equity and real estate. In his initial years with Rabo India Finance, ABN Amro NV, Societe Generale and Global Trust Bank, he was involved in legal documentation for their corporate banking verticals.</p> <p>Mr. Dodti holds a Bachelor's degree in law from Government Law College, Mumbai University, and a Bachelor's degree in Commerce from Mumbai University. He loves music, travelling and is a fitness enthusiast.</p>
Terms and conditions of appointment / reappointment	Appointed as a Director liable to retire by rotation.
Directorship held in other Companies (excluding foreign companies) as on date	Mudit Cement Private Limited

Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	A. Corporate Social Responsibility Committee 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	None
Number of Board meetings attended during the FY 2018-19	All meetings (i.e. Four out of four Meetings)

⁽¹⁾ Mr. Raju Dodti is in the services of L&T Financial Services Group ("LTFS") and draws remuneration from another company within the LTFS. No commission or sitting fees is paid separately for attending the meetings of the Board and/or any Committee of the Company.

By Order of the Board of Directors
For **L&T Financial Consultants Limited**


Vinay Pandey
Company Secretary
ACS No - 56227

Date: July 5, 2019

Place: Mumbai

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ATTENDANCE SLIP

EIGHTH ANNUAL GENERAL MEETING – MONDAY, JULY 29, 2019 AT 11:00 AM

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. :

DP ID & Client ID :

Name :

Address :

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

I hereby record my presence at the Eighth Annual General Meeting of the Company held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 on **Monday, July 29, 2019** at **11:00 a.m.**

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

L&T Financial Consultants Limited

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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. :
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:Signature, or failing him
- (2) Name:
Address:
E-mail Id:Signature, or failing him
- (3) Name:
Address:
E-mail Id:Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 on **Monday, July 29, 2019, at 11:00 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

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, 2019.
2. To appoint a director in place of Mr. Raju Dodti (DIN: 6550896), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this _____ day _____ of 2019

.....
Signature of Member

Affix revenue stamp of Re. 1

.....
Signature of first Proxy Holder Signature of second Proxy Holder Signature of third Proxy Holder

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.

