

L&T Financial Consultants Limited

(erstwhile L&T Vrindavan Properties Limited)

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

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

Website: www.lfs.com Phone no.: +91 22 6212 5000 Fax: +91 22 6621 7509

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting ("AGM") of the Members of L&T Financial Consultants Limited (erstwhile L&T Vrindavan Properties Limited) will be held on Thursday, August 9, 2018 at 3.00 p.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 reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants, as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the resolution passed by the members at the Fifth Annual General Meeting ("AGM") of the Company held on August 31, 2016 in respect of the appointment of the Statutory Auditors, M/s. Sharp & Tannan, Chartered Accountants (ICAI Firm Registration No. 109982W), till the conclusion of the Tenth AGM, the company hereby ratifies the appointment of M/s. Sharp & Tannan, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the Seventh AGM till the conclusion of the Eighth AGM and the appointment of Statutory Auditors be and is hereby be governed by the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions including remuneration of the Statutory Auditors."

Special Business:

4. **Appointment of Mr. Virender Pankaj as the Non-Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Virender Pankaj (DIN: 07554897), who was appointed as an Additional Director of the Company with effect from October 10, 2017 and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation."

By Order of the Board of Directors
For **L&T Financial Consultants Limited**
(erstwhile L&T Vrindavan Properties Limited)



Kanjin Sheth
Company Secretary
ACS No - 34729

Date: July 18, 2018
Place: Mumbai

NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SEVENTH 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 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.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.
4. 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 9.00 a.m. and 6.00 p.m.
5. The Members are requested to bring their copy of the Annual Report to the AGM.
6. 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.
7. 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.
8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
9. All documents referred to in the AGM Notice are available for inspection at the registered office on any working day of the Company, between 11:00 a.m. to 1:00 p.m. from the date of dispatch of the Notice till Thursday, August 9, 2018.
10. 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.

ANNEXURE TO THE NOTICE

The Statement under Section 102 of the Companies Act, 2013

ITEM NO. 4:

The Board on October 10, 2017 had appointed Mr. Virender Pankaj as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Mr. Virender Pankaj holds office as director till the date of Seventh Annual General Meeting.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Mr. Virender Pankaj for the office of Director.

Mr. Virender Pankaj manages an asset book of more than Rs 42,000 Crores in areas of Infrastructure Finance, Structured Finance and Supply Chain Finance. He has been instrumental in building and growing the wholesale business significantly over the last decade. Under his leadership, the debt capital market business has grown multifold. LTFS is the market leader in its focussed areas of infrastructure finance, Renewables, Operating roads and Transmission.

Mr. Virender Pankaj has over 26 years of experience in project finance, project appraisal, working capital, corporate finance. He has extensive experience in lending to sectors such as power (thermal, wind, hydro and solar), roads, social infrastructure (healthcare, education and hospitality), and industrial finance. Previously, Mr. Pankaj was with State Bank of India and over the span of his tenure had exposure to various aspects of project, corporate finance and development banking.

Mr. Virender Pankaj holds a degree in textile technology, MBA (Finance) and is a Certified Associate of Indian Institute of Bankers (CAIIB). He has conceptualised and co-founded a grass root NGO, 'Niramaya', for blindness prevention and vision restoration in rural areas. He has also launched 'Netra Daan Chetna Abhiyan' in 2005 which has resulted in about 1000 eye donations and more than 350 free corneal transplants restoring vision for corneal blind.

The Company has received a declaration from Mr. Virender Pankaj that he is not disqualified to be appointed as a Director under the Act.

The Board is of the view that considering the rich and varied experience of Mr. Virender Pankaj, it would be in the interest of the Company to appoint him as the Director of the Company and his appointment as the Director of the Company would be of immense significance to the Company and accordingly, recommends his appointment to the Members for approval.

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

Save and except Mr. Virender Pankaj being the appointee, 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.

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

Name of the Director	Mr. Sunil Prabhune	Mr. Virender Pankaj
Date of Birth/age	May 24, 1975 (43 years)	August 18, 1968 (49 years)
Qualifications	Business Management from Xavier Institute of Management	Degree in textile technology, MBA (Finance) Certified Associate of Indian Institute of Bankers (CAIIB)
Date of appointment on the Board	May 18, 2016	October 10, 2017
Remuneration	NA ⁽¹⁾	NA ⁽¹⁾
Experience/Brief Profile	<p>Mr. Sunil Prabhune is the Chief Executive of Rural Finance which includes Micro Loan, Farm Equipment Finance and Two Wheeler Finance. Under his dynamic leadership, the Rural Finance business has evolved into a market leader in multiple segments.</p> <p>A harbinger of change, Mr. Prabhune has helped the Farm Equipment Finance business in its endeavour to achieve a dominant position. The business has witnessed a turnaround aided by enhanced loan book quality, reduced NPAs and strengthening of the collection infrastructure. Digitization of the credit process has enabled the Two Wheeler Finance business to become a leader in multiple geographies. Mr. Prabhune's ability to focus on detail, while keeping an eye on the larger picture, has aided him in realigning the Micro Loan business, while increasing its national footprint.</p> <p>In his role as the Chief Human Resources Officer, Mr. Prabhune has been an enabling force for</p>	As mentioned in the explanatory statement.

	<p>leadership development and change management. Under his guidance, the Human Resources team at LTFS is driving the transformation of the organization structure and skills, aligning it towards focused execution and achieving the target ROE.</p> <p>Mr. Prabhune also oversees Facilities & Channel Management and plays a pivotal role leading the Strategic Cost optimization drive across LTFS, which has helped the organization become more competitive.</p> <p>Mr. Prabhune joined L&T Financial Services in 2013 and has around two decades of experience in global and regional leadership roles across sectors, particularly in areas of organizational change, transformation management and building capabilities for leadership. He has also headed process efficiency and digitization in his previous roles and has been associated with organizations like ICICI Bank, Novartis, GE, and ICI in various capacities in the past.</p> <p>Mr. Prabhune is a Gold Medalist in Business Management from Xavier Institute of Management, Bhubaneswar. Mr. Prabhune is an avid reader and a sports enthusiast.</p>	
Terms and conditions of appointment / reappointment	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.
Directorship held in other Companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> 1) L&T Capital Markets Limited 2) Mudit Cement Private Limited 3) L&T Trustee Company Private Limited 	<ol style="list-style-type: none"> 1) L&T Infra Investment Partners Advisory Private Limited 2) Bhoruka Power Corporation Limited

Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	A. Corporate Social Responsibility Committee 1) L&T Capital Markets Limited 2) L&T Financial Consultants Limited	A. Stakeholders Relationship Committee 1) L&T Infrastructure Finance Company Limited B. Corporate Social Responsibility Committee 1) L&T Infra Investment Partners Advisory Private Limited 2) L&T Financial Consultants Limited
Shareholding in the Company (Equity)	One share held jointly with L&T Finance Holdings Limited	-
Relationship with other Directors/Manager/Key Managerial Personnel	None	None
Number of Board meetings attended during the FY 2016-17	Four out of four Meetings	Two out of four Meetings

⁽¹⁾ Mr. Sunil Prabhune and Mr. Virender Pankaj 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**
(erstwhile L&T Vrindavan Properties Limited)


Kanjin Sheth
Company Secretary
ACS No - 34729

Date: July 18, 2018
Place: Mumbai

L&T Financial Consultants Limited

(erstwhile known as L&T Vrindavan Properties Limited)

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

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

Website: www.lifs.com Phone no.: +91 22 6212 5000 Fax: +91 22 6621 7509

ATTENDANCE SLIP

SEVENTH ANNUAL GENERAL MEETING – THURSDAY, AUGUST 9, 2018 AT 3.00 P.M.

(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 Seventh Annual General Meeting of the Company held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 on Thursday, August 9, 2018 at 3.00 p.m.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

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(erstwhile L&T Vrindavan Properties 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 Thursday, August 9, 2018 at 3.00 p.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, 2018.
- 2. To appoint a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants, as the Statutory Auditors of the Company.

Special Business:

- 4. Appointment of Mr. Virender Pankaj as the Non-Executive Director of the Company.

Signed this _____ day _____ of 2018

.....
Signature of Member

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

Affix revenue stamp of Re.1

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.