

**L&T Financial Consultants Limited**

Registered Office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098

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 EXTRA - ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra - Ordinary General Meeting of the members of L&T Financial Consultants Limited will be held on Wednesday, July 31, 2019 at 10.00 A.M. at Brindavan, Plot No. 177, CST Road, Kalina, Santacruz (East), Mumbai – 400098 to transact the following Special Business:

**Special Business:**

**1. Alteration to the object clause of the Company in the Memorandum of Association:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including the rules thereunder) and subject to such requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, consent of the Members be and is hereby accorded for alteration of Clause III of the Memorandum of Association of the Company and accordingly the existing clause 1 under Clause III A be deleted and subsequent clauses be renumbered.

**RESOLVED FURTHER THAT**, sub-clause 1 of Part B of Clause III (Objects Incidental or Ancillary to the attainment of the Main Objects) of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

4. To carry on the business of consultancy services and advice and assist in due diligence, obtaining regulatory approvals, providing technical assistance, financing loans or advisory & syndication for financial closure of the projects and other allied activities of every description in relation to projects for houses, buildings, flats either furnished or otherwise and to assist in subsidizing or financing, advisory for the sale and maintenance of any such projects (houses, buildings, flats, furnished or otherwise), upon any terms whatsoever and financing loans of all kinds and description, including syndication of loans, counseling and tie-up for project and working capital finance, syndication of financial arrangements whether in domestic or international, markets, assisting in setting up of joint ventures, foreign currency lending and financial closure of long term projects.

**RESOLVED FURTHER THAT**, under Part - B of Clause III (Objects Incidental or Ancillary to the attainment of the Main Objects) of Memorandum of Association, after the sub-clause 9 the following clause be inserted, and the remaining sub-clauses be re-numbered accordingly:

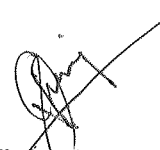
10. To establish and carry on directly or indirectly, the business of providing services of sourcing, promoting, publicizing and marketing financial products, insurance products (including life, non-life, general insurance and any other insurance), mutual fund schemes, all being third party products to any specific person(s) or a group of persons or the public in general directly or indirectly through any channels or means, including individuals, trust, charities, association,

registered societies, mutual funds and other persons or body of persons whether incorporated or not, financial institutions, Banks and other companies.

**RESOLVED FURTHER THAT** any one Director, Manager, Company Secretary, Ms. Apurva Rathod, Mr. Yashesh Bhatt, Mr. Ankit Sheth and Mr. Gufran Ahmed Siddiqui be and are hereby severally authorized to:

- Make necessary modifications to the object clauses of the Company as may be required or suggested by any such appropriate authorities for registering the same with Registrar of Companies, Mumbai, Maharashtra; and
- Generally 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 matters connected therewith or incidental thereto."

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



**Vinay Pandey**  
Company Secretary  
ACS No - 56227

**Date:** July 30, 2019

**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 EXTRAORDINARY ANNUAL GENERAL MEETING ("EGM") 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 later than forty eight hours before the commencement of the EGM. Further, the proxy holder shall carry a valid proof of identity at the EGM.

3. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. 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.
5. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a duly certified copy of the Board resolution authorising their representative(s) to attend and vote at the EGM.
6. In case of joint holders attending the EGM, 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 EGM.
8. Consent of the Members is obtained for convening meeting at a shorter notice.
9. 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, between 9.30 A.M. and 6.00 P.M. up to and including the date of the EGM and at the EGM venue.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE**

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

#### **Item No 1:**

The Board at its meeting held on June 11, 2019 had approved the proposal to de-register the Company as a Category 1 Merchant Banker by surrendering the Certificate of Registration to the Securities and Exchange Board of India ("SEBI"). Accordingly, the Company filed an application with SEBI and has received necessary approval.

Thus, the Company ceased to carry out merchant banking activities and consequently, the clauses in Company's Memorandum pertaining to merchant banking business needs to be removed.

Further to the deletion of the aforesaid clauses, Board feels it is appropriate to make additions to the incidental or ancillary object clauses of the Memorandum of Association of the Company as stated in the resolution.

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

Copy of the existing MOA, copy indicating the proposed amendments and other documents referred in this resolution will be available for inspection by the Members, free of cost, at the registered office of the Company on all the working days, except Saturdays, between 9.30 A.M. and 6.00 P.M. up to and including the date of the EGM and at the EGM venue.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned / interested, financially or otherwise, in the aforesaid resolution.

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



**Vinay Pandey**  
**Company Secretary**  
**ACS No - 56227**

**Date:** July 30, 2019

**Place:** Mumbai

**L&T Financial Consultants Limited**

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**ATTENDANCE SLIP**

**EXTRAORDINARY ANNUAL GENERAL MEETING – WEDNESDAY, JULY 31, 2019 AT 10.00 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 : .....

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 Extraordinary Annual General Meeting of the Company held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 on **Wednesday, July 31, 2019 at 10.00 A.M.**

.....  
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. : .....  
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 Extraordinary General Meeting of the Company, to be held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 on Wednesday, July 31, 2019 at 10.00 A.M. and at any adjournment thereof in respect of Alteration of Object Clause in the Memorandum of Association as set out in the Notice convening the meeting.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2019

.....  
Signature of Member

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