L&T Finance Holdings Limited

Regd. Office: L&T House, N.M. Marg, Ballard Estate, Mumbai - 400 001 CIN: L67120MH2008PLC181833 E-mail: igrc@ltfinanceholdings.com.
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Notice of the Seventh Annual General Meeting

Notice is hereby given that the **Seventh Annual General Meeting ("AGM")** of the Members of **L&T Finance Holdings Limited** will be held on Tuesday, September 8, 2015 at 3.00 p.m. at RAMA & SUNDRI WATUMULL AUDITORIUM, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400020, to transact the following :

Ordinary Business:

1. To consider and adopt the audited standalone financial statements together with the reports of the Board of Directors and the Auditors thereon and the audited consolidated financial statements for the financial year ended March 31, 2015.
2. To declare a dividend on Equity Shares.
3. To appoint a director in place of Mr. N. Sivaraman (DIN: 00001747), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Special Business:

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Thomas Mathew T. (DIN: 00130282), who was appointed as an Additional Director of the Company with effect from July 23, 2015 and whose term of office as per Section 161 of the Act, expires at this Annual General Meeting and who has offered himself for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to June 30, 2020."

6. To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to offer, issue and allot, in one or more series/tranches Secured or Unsecured Non-Convertible Debentures/Bonds, on private placement basis for an amount not exceeding ₹ 20,000,000,000/- (Rupees Two Thousand Crore only) on such terms and conditions and at such times at par or at such premium or such discount, as may be decided by the Board to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or to such other person/ persons as the Board may from time to time determine and consider proper and most beneficial to the Company including the utilization of issue proceeds and all matters connected with or incidental thereto, however that the aggregate amount of funds to be raised by issue of Non-Convertible Debentures/Bonds shall not exceed ₹ 20,000,000,000/- (Rupees Two Thousand Crore only).

   RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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."

7. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

   "RESOLVED THAT pursuant to the provisions of Section 23, 40, 42, 55, 62, and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and subject to such other approvals as

may be required from regulatory authorities from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to create, offer, issue and allot, in one or more tranches 150,000,000 Cumulative Compulsorily Redeemable Non-Convertible Preference Shares (hereinafter referred to as "Preference Shares") of the face value of ₹ 100/- each for cash at par or at a premium aggregating to a nominal value of ₹ 15,000,000,000/- (Rupees One Thousand Five Hundred Crore only) either to various persons through Public Offer or on private placement basis, in one or more tranches to various institutions/entities viz. company(ies)/bodies corporate/ persons including Promoters / Promoter Group & Associates, whether or not they are Member(s) of the Company on such terms and conditions as may be decided by the Board and subject to the following rights:

- The Preference Shares shall carry a fixed cumulative preference dividend to be determined by the Board at the time of issue of the Preference Shares, on the capital for the time being paid-up thereon and shall be redeemable not later than the date determined by the Board at the time of issue or such other date as may be determined by the Board but not later than a period exceeding 7 (Seven) years.
- The said Preference Shares rank for dividend in priority to the equity shares for the time being of the Company.
- The said Preference Shares in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets.
- The voting rights of the persons holding the said Preference Shares be in accordance with the provisions of Section 47 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make arrangements with any financial institution / bank or any other body or person(s) to underwrite the whole or any part of the issue of the said Preference Shares, subject to the provisions of Section 40(6) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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."

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. N. Sivaraman (DIN: 00001747) as President & Whole-time Director of the Company for a period of 5 (Five) years commencing from October 25, 2015 to October 24, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and as may be acceptable to Mr. Sivaraman, subject to any variation in remuneration not exceeding the ceiling approved by the Members herein and the limits specified under Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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."

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

"RESOLVED THAT pursuant to the provisions of Section 61 and any other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof for the time being in force), the existing Authorised Share Capital of ₹ 80,000,000,000/- (Rupees Eight Thousand Crore only) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of ₹10/- (Rupees Ten only) each and 300,000,000 (Thirty Crore) Preference Shares of ₹ 100/- (Rupees One Hundred only) each be increased to ₹100,000,000,000/- (Rupees Ten Thousand Crore only) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and 500,000,000 (Fifty Crore) Preference Shares of ₹ 100/- (Rupees One Hundred only) each and existing Clause V.A. of the Memorandum of Association of the Company be substituted with new Clause V.A. as under:-

'V.A. The Authorised Share Capital of the Company is ₹ 100,000,000,000/- (Rupees Ten Thousand Crore only) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and 500,000,000 (Fifty Crore) Preference Shares of ₹ 100/- (Rupees One Hundred only) each.'

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised 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."

10. 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 any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (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 alteration of Clause III (B) and III (C) and Clause V.A of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised 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."

11. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised 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 Holdings Limited

N. Suryanarayanan
Company Secretary
ACS No. - 12343

Date: August 4, 2015
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 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.
3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Equity Listing Agreement, the Members are informed that the Company is pleased to offer 'Remote e-voting' (e-voting from a place other than venue of the AGM) facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or in person at the AGM. The detailed procedure with respect to remote e-voting is mentioned below. For the aforesaid purpose, the Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary or failing him Ms. Malati Kumar, Practising Company Secretary as Scrutinizer for scrutinizing the Remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
4. The Members attending the Meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner as on the cut-off date i.e. Wednesday, September 2, 2015.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date, i.e. Wednesday, September 2, 2015 only shall be entitled to avail the facility of remote e-voting or Voting at the Meeting.
7. Any Person who becomes a Member of the Company after dispatch of Annual Report and holding shares as on the cut-off date i.e. Wednesday, September 2, 2015 shall also follow the same procedure as is mentioned in point No. 3 above.
8. A person who is not a Member as on the cut-off date i.e. Wednesday, September 2, 2015 should treat this Notice for information purposes only.
9. The Register of Members and Share Transfer Books will remain closed from Thursday, September 3, 2015 to Tuesday, September 8, 2015 (both days inclusive).
10. The Members are requested to bring their copy of the Annual Report to the Meeting.
11. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
12. 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.
13. The Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No., in the Attendance Slip for attending the Meeting.

14. 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 Meeting.

15. The Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

16. If the dividend as recommended by the Board is approved at the AGM, payment of such dividend will be made on or before Wednesday, October 7, 2015:

    a) to all the Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Wednesday, September 2, 2015; and

    b) to all Beneficial Owners in respect of shares held in electronic form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Wednesday, September 2, 2015.

17. The facility of electronic credit of dividend directly to the respective bank accounts of the Members either through National Electronic Clearing Service (NECS) or Electronic Clearing Service (ECS) is arranged by the Company. This facility is currently available at the locations specified by RBI. This facility is in addition to the Bank Mandate Facility that already exists whereby bank account details are printed on the dividend warrants. The Members who would like to avail of the NECS/ECS Mandate Facility or the Bank Mandate Facility (if not done earlier) are requested to complete and submit the NECS/ECS Mandate Form to the Company/Registrar and Share Transfer Agent (for shares held in physical form) or their Depository Participants (for shares held in electronic form) latest by Tuesday, August 25, 2015.

18. Brief profile of the Directors appointed/retiring by rotation and eligible for re-appointment, as required under Clause 49 of the Equity Listing Agreement entered into with the Stock Exchanges, is annexed to the Notice.

19. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website at *www.ltfinanceholdings.com*.

20. Electronic copy of the Notice of the AGM, Annual Report for Financial Year 2014-2015 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, a physical copy each of the Notice of the AGM and Annual Report is being sent by the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year, to the member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.

21. 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 AGM.

22. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail id i.e. *igrc@ltfinanceholdings.com* to enable investors to register their complaints/correspondence, if any.

23. **Note for Preference Shareholders:** A Member holding preference shares is entitled to attend the Meeting and vote thereat subject to the applicable provisions of the Act.

Procedure for voting through electronic means

The Company is pleased to offer remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

(i) The voting period begins on Saturday, September 5, 2015 from 9.30 a.m. and ends on Monday, September 7, 2015 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 2, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the remote e-voting website at *www.evotingindia.com*.

(iii) Click on Shareholders.

(iv) Now Enter your User ID:

    a. For CDSL: 16 digits beneficiary ID

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

    c. Members holding shares in Physical Form should enter Folio No. registered with the Company

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to *www.evotingindia.com* and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form		
PAN	:	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	:	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
		OR
Dividend Bank Details	:	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).		

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN) of "L&T Finance Holdings Limited".

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to *www.evotingindia.com* and register themselves as Corporate(s).
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to *helpdesk.evoting@cdslindia.com*.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to *helpdesk.evoting@cdslindia.com* and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at *www.evotingindia.com*, under help section or write an e-mail to *helpdesk.evoting@cdslindia.com* or call at 18002005533.

Declaration of Results:

1) The Scrutinizer shall after the conclusion of the AGM submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or the person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

2) The results declared alongwith the Scrutinizer's report, will be posted on the website of the Company at *www.ltfinanceholdings.com* and on the website of CDSL and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE
(The Statement under Section 102 of the Companies Act, 2013 ("the Act")

ITEM NO. 5

The Board at its meeting held on July 23, 2015 had appointed Mr. Thomas Mathew T. as an Additional Director of the Company in accordance with the provisions of Section 161 of the Act, on the recommendation of Nomination and Remuneration Committee. Mr. Mathew holds office as director till the date of Seventh Annual General Meeting. Since, Mr. Mathew fulfils the criteria laid out in Section 149(6) of the Act and Clause 49 of the Equity Listing Agreement, the Board recommends Mr. Mathew's appointment as an Independent Director of the Company. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years. In compliance with Section 149 of the Act, it is proposed to appoint Mr. Thomas Mathew T. as an Independent Director of the Company to hold office for a term up to June 30, 2020.

Mr. Thomas Mathew T. has close to four decades of experience in the Life Insurance industry in India. After acquiring grass root operational experience in Branch and Divisional level, Mr. Mathew moved to leadership positions as Senior Divisional Manager, Zonal Manager and Executive Director of Life Insurance Corporation (LIC). He acquired business and people acumen through several years of strategizing and innovating in the entire spectrum of Life Insurance in a competitive market. He was then elevated to the position of Managing Director of LIC. He retired as the Current-in-Charge Chairman of LIC.

Mr. Mathew has handled successfully, almost all the functions in LIC of India including Marketing, Investment, Information Technology and International Operations. He was instrumental in many far reaching decisions for the LIC.

Mr. Mathew is currently the Managing Director & CEO of the Reinsurance Group of America for India, Sri Lanka and Bangladesh.

Mr. Mathew holds a Post-graduate Diploma in Management, a Post-graduation in Economics and is a graduate in Law. He is also an Associate of the Insurance Institute of India and has a Diploma in the Spanish language.

He is currently on the Board of Larsen and Toubro Limited, Metropolitan Stock Exchange of India Limited, L&T Capital Markets Limited, L&T Infra Debt Fund Limited and RGA Services India Private Limited. The induction of Mr. Mathew having rich experience in handling key functions at LIC, would further the objective of diversity of thought, experience, knowledge and perspective of the Board, which would add value and eminence to the Board.

The Company has received a notice in writing from a Member of the Company along with deposit of requisite amount in accordance with Section 160 of the Act proposing the candidature of Mr. Mathew for the office of Director.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Mathew and accordingly recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

In the opinion of the Board, Mr. Mathew fulfils the conditions specified in the Act and the Equity Listing Agreement and he is independent of the Management.

Save and except Mr. Mathew, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6

To augment the long term resources and in order to meet the working capital and normal capex requirements of the Company and its subsidiary companies, the Board at its meeting held on March 20, 2015 has, subject to the approval of Members in the Annual General Meeting, proposed to issue Non-Convertible Debentures/Bonds to various person(s), as the case may be, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any, and as may be finalized by the Board. The amount to be raised by way of issue of Debentures/Bonds on a private placement basis, however shall not exceed ₹ 20,000,000,000 (Rupees Two Thousand Crore only) in aggregate.

In terms of, Section 42 of the Act, read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Members of a Company can pass a Special Resolution once in a year for all the offers or invitations for Non-Convertible Debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Debentures/Bonds and they are requested to authorise the Board to issue Debentures/Bonds up to ₹ 20,000,000,000 (Rupees Two Thousand Crore only) from time to time for a period of one year from the date of conclusion of the ensuing Annual General Meeting, in one or more tranches, as the case may be.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

The steady growth in the operations of subsidiaries of the Company has necessitated regular infusion of equity and Tier I or Tier II debt in its subsidiaries and being the holding Company, the Company would need to raise funds for such infusion. The Company would also need funds for its operations.

In connection with the above, approval of the Members is sought for the issue of Preference Shares. The Preference Shares may be issued either by way of a public offer or on a private placement basis in one or more tranches to various institutions/entities viz. company(s)/bodies corporate/persons including Promoters/Promoter Group & Associates, whether or not they are Member(s) of the Company, considering the viable options available. The said enabling Resolution empowers the Board to create, offer, issue and allot 150,000,000 (Fifteen Crore) Cumulative Compulsorily Redeemable Non-Convertible Preference Shares of the face value of ₹ 100/- each for cash at par or premium and on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, as the Board in its absolute discretion may determine, provided

the aggregate amount up to which the Preference Shares shall be issued shall not exceed ₹ 15,000,000,000/- (Rupees One Thousand Five Hundred Crore only). The Board shall also be authorised to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers/ holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Act, or any modification/re-enactment thereof and the Memorandum and Articles of Association of the Company, if any.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts in connection with the aforesaid issue of Preference Shares are as follows:

(a)	**Size of the issue and number of preference shares to be issued and nominal value of each share**	The Company proposes to create, offer, issue and allot Preference Shares for cash at par or at a premium either by way of a public offer or to various entities/ persons including Promoters/ Promoter Group & Associates, whether or not they are Member(s) of the Company on a private placement basis.
(b)	**Nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible**	Cumulative, Non-Participating and Non-Convertible
(c)	**Objectives of the issue**	To maintain adequate working capital as may be required for funding the operations of the Company and that of its subsidiaries.
(d)	**Manner of issue of shares**	Public Offer/Private Placement
(e)	**Price at which such shares are proposed to be issued**	At par or at premium
(f)	**Basis on which the price has been arrived at**	While the issuances would generally be made at par, in case the issuance is made at premium, the same would be at a price determined on the basis of valuation by a registered valuer in accordance with applicable rules.
(g)	**Terms of issue, including terms and rate of dividend on each share, etc.**	The tenor shall be for a period not exceeding 7 (Seven) years. The issuances would be subject to conditions of money market, appetite of the investors, prevalent tax regulations, credit rating of the instrument etc, and the rate of dividend would be linked to the returns provided by similar instruments.
(h)	**Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion**	Tenure of redemption would be based on cash flow forecasts of the Company which in turn would be linked to ongoing performance of its subsidiaries and the growth opportunities.
(i)	**Manner and modes of redemption**	Out of profit and/or out of fresh issue of capital
(j)	**Current shareholding pattern of the Company**	Equity Shareholding Pattern as on June 30, 2015*:

Category	No. of Shares	% to Equity Capital
Promoter	1,254,936,010	72.93
Public	465,763,301	27.07
Total	**1,720,699,311**	**100.00**

*Detailed shareholding pattern is available on the website of the Company i.e. *www.ltfinanceholdings.com* and is also available on the website of BSE Ltd. i.e. *www.bseindia.com* and National Stock Exchange of India Ltd. i.e. *www.nseindia.com*.

(k)	**Expected dilution in equity share capital upon conversion of preference shares**	Not applicable

The Members are requested to authorise the Board to issue and allot such number of Preference Shares up to nominal value of ₹ 15,000,000,000 (Rupees One Thousand Five Hundred Crore only) as stipulated above.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8

The Members of the Company at their Third Annual General Meeting held on June 30, 2011 had appointed Mr. N. Sivaraman as President & Whole-time Director for a period of 5 (Five) years with effect from October 25, 2010 on such terms and conditions as was agreed between the Company and Mr. Sivaraman. The current term of office of Mr. Sivaraman as President & Whole-time Director is due to expire on October 24, 2015.

Mr. Sivaraman has been overseeing all the entities under L&T Financial Services from 2006. Under his Leadership, L&T Finance Holdings became the first subsidiary of Larsen & Toubro Limited (L&T) to be publicly listed. He has strategised expansion of the business across lending, asset management and insurance, and has led inorganic growth as well, overseeing key acquisitions in asset management, housing and personal vehicle finance. In his 32 years of association with L&T, Mr. Sivaraman has held many key roles in Finance & Accounts, Mergers & Acquisitions, Treasury, Project Finance, Corporate Finance and Investor Relations. He is a Bachelor of Commerce from Madras University and a Chartered Accountant.

In view of the vast experience and valuable contribution made by Mr. Sivaraman towards the growth of the businesses of the Company and its Subsidiaries, it is now proposed to re-appoint Mr. Sivaraman as the President & Whole-time Director for a further period of 5 (Five) years commencing from October 25, 2015. The Board at its meeting held on Tuesday, August 4, 2015, has approved the proposal for re-appointment of Mr. Sivaraman as President & Whole-time Director of the Company.

In view of the proposed re-appointment of Mr. Sivaraman as President & Whole-time Director of the Company for a further period of 5 (Five) years and considering the responsibilities bestowed upon him, it is also proposed to revise the compensation structure payable to Mr. Sivaraman, subject to approval of Members at the AGM. The revised remuneration will be subject to the overall limits as provided under Section 197 and 198 of the Act, read with Schedule V and other applicable provisions, as may be applicable of the Act.

As required under Section 196(4) of the Act, the material terms and conditions of the Agreement proposed to be entered into with Mr. Sivaraman are as under:

1. Period of appointment: 5 (five) years commencing from October 25, 2015.
2. Duties: Mr. Sivaraman shall, subject to the supervision and control of the Board of Directors and/or Chairman & Managing Director of the Company, carry out such duties as may be entrusted to him and he shall also perform such other duties and services as shall from time to time be delegated to him by the Board of Directors and/or Chairman & Managing Director of the Company.
3. The President & Whole-time Director shall devote his whole time and attention to the business of the Company. The President & Whole-time Director undertakes, to the best of his skill and ability, to use his utmost endeavours to promote the interest and welfare of the Company and to confirm to and comply with the directions and regulations of the Company and all such instructions/directions as may from time to time be given by the Board of Directors and/or Chairman & Managing Director of the Company or by the Company.
4. **Remuneration:**
   (a) Basic Salary:

   ₹ 1,375,000/- (Rupees Thirteen Lakh Seventy Five Thousand only) per month in the scale ₹ 1,375,000/- – 115,000/- – 1,950,000/- with the annual increment due on August 1 every year.

   (b) Variable Remuneration:

   In the range of up to ₹ 30,000,000/- to ₹ 50,000,000/- per annum, based on guidelines formulated by the Nomination and Remuneration Committee and approved by the Board.

   (c) House Rent Allowance:

   ₹ 115,000/- (Rupees One Lakh Fifteen Thousand only) per month where free, furnished accommodation is not availed.

   (d) Special Allowance:

   In the scale of ₹ 700,000/- – 70,000/- – 1,050,000/- per month with an increment due on August 1 every year.

   (e) Perquisites:

   i. The President & Whole-time Director shall be entitled to perquisites in the form of reimbursement or allowance but will be restricted to ₹ 750,000/- (Rupees Seven Lakh Fifty Thousand only) per annum excluding perquisite value of free, furnished accommodation, if availed.

   ii. The President & Whole-time Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund, benefits of Gratuity and Pension Scheme for Senior Management Staff, earned leave and encashment of earned leave at the end of the tenure and long service awards, as per the rules of the Company. These shall not be included in the computation of perquisites.

   iii. Company car with driver (owned/leased or hired) for use on Company's business, telephone and other communication facilities at residence, reimbursement of medical expenses for self and family including children upto 21 years of age as per the rules of the Company and membership of one club at Mumbai shall also not be considered as perquisites for the purpose of computing the aforesaid limit.

   iv. For the purpose of calculating the above ceiling, the perquisites shall be evaluated as per the Income-Tax Rules, 1962, wherever applicable.

   v. The above perquisites will exclude value of Stock Option benefits computed as per the Income Tax Act/Rules, tax on which will be borne by the Company.
5. The President & Whole-time Director, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof of the Company or its subsidiaries from the date of his appointment.
6. The Company shall reimburse to the President & Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
7. Termination of employment:

   This Agreement may be terminated at any time by either party hereto by giving to the other party six months' notice in writing of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event the President & Whole-time Director shall not be entitled to any compensation in cases mentioned in Section 202 of the Act.

Further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to re-appointment of Whole-time Director, which are mentioned below:

Date of Birth	April 12, 1958
Qualifications	B.Com, Chartered Accountant
Remuneration last drawn	₹ 654.73 Lakhs
Date of Appointment on the Board	May 1, 2008
Directorships held in other companies (excluding foreign companies) as on July 3, 2015	Please refer Page No. 10
Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee)	Please refer Page No.10
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None
Number of Board meetings attended	Seven out of Eight Board meetings

The Agreement entered into between the Company and Mr. Sivaraman is available for inspection by the Members at the Registered Office/Corporate Office of the Company on all working days except Saturdays, Sundays and holidays between 11.00 A.M. to 5.00 P.M. up to the date of the AGM. The aforesaid documents will also be available for inspection at the AGM.

The Board recommends the Ordinary Resolution set forth in Item No. 8 of the Notice for approval of the Members.

Save and except Mr. Sivaraman, 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.

ITEM NO. 9

Currently, the Authorised Share Capital of the Company is ₹ 80,000,000,000/- (Rupees Eight Thousand Crore only) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and 300,000,000 (Thirty Crore) Preference Shares of ₹ 100/- (Rupees One Hundred only) each. Out of the above, the Company has issued 1,720,699,311 Equity Shares of the face value of ₹ 10/- each aggregating to ₹ 17,206,993,110/- and 196,340,000 Preference Shares of the face value of ₹ 100/- each aggregating to ₹ 19,634,000,000/- till date.

The Company recently has been issuing Preference Shares in order to meet the funding requirements of its subsidiaries and for its working capital purpose. Considering that the Company has already issued 196,340,000 Preference Shares of the face value of ₹ 100/- each till date and considering its intention to generate medium / long term resources in the near future by issuing further Preference Shares, it was thought appropriate to alter the Authorised Share Capital by increasing the Preference Share Capital of the Company. It is proposed to increase the Authorised Share Capital to ₹ 100,000,000,000/- (Rupees Ten Thousand Crore only) divided into 5,000,000,000 (Five Hundred Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and 500,000,000 (Fifty Crore) Preference Shares of ₹ 100/- (Rupees One Hundred only) each.

The Board recommends the Ordinary Resolution set forth in Item No. 9 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 10

As per the provisions of Section 4 of the Act, read with the Companies (Incorporation) Rules, 2014, the format of Memorandum of Association (MOA) of the Company has undergone certain changes.

In order to comply with Section 4 of the Act, with a view to align the existing MOA of the Company, with the format stipulated by the Act, it is proposed to alter the MOA of the Company by deleting Clause C – 'Other Objects'. It is also proposed to delete some irrelevant matters from Clause B – 'Objects Incidental or Ancillary to the attainment of the Main Objects'.

Further, it is also proposed to alter the Authorised Share Capital of the Company. In order to reflect the increased authorised share capital of the Company in the MOA, the aforesaid change is required.

The Board at its meeting held on Friday, July 3, 2015 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The Board recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the Members.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents will also be available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 11

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AOA of the Company viz:

- The AOA provide for participation of directors at meetings of the Board/Committee either through video conferencing or audio visual means or teleconferencing, as the case may be.
- The AOA provide for allowing Circular Resolution to be sent electronically to directors in addition to physical mode.
- The AOA allows key managerial personnel to be appointed as director in any other company.
- The AOA allow maintenance of statutory registers physically as well as in electronic mode.
- The AOA provide for maintenance of books of account in electronic mode as well.
- The AOA allow the same individual to be appointed as Chairperson as well as Managing Director or Chief Executive Officer of the Company.
- The AOA is aligned with the provisions of Act.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 11 of the Notice for approval of the Members.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Additional Information of Directors seeking re-appointment/appointment at the Seventh Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement :

Name of the Director	**Mr. N. Sivaraman**	**Mr. Thomas Mathew T.**
Date of Birth	April 12, 1958	June 3, 1953
Qualifications	B.Com, Chartered Accountant	Post-graduate Diploma in Management, a Post-graduation in Economics and is a graduate in Law. He is also an Associate of the Insurance Institute of India and has a Diploma in the Spanish language.
Date of Appointment on the Board	May 1, 2008	July 23, 2015
Brief Profile	A brief profile is given in above Point No. 8 of the Statement annexed to the Notice.	A brief profile is given in above Point No. 5 of the Statement annexed to the Notice.
Directorships held in other companies (excluding foreign companies) as on	1) L&T Finance Limited 2) L&T FinCorp Limited 3) L&T Infrastructure Finance Company Limited 4) L&T General Insurance Company Limited 5) L&T Infra Investment Partners Advisory Private Limited 6) L&T Vrindavan Properties Limited 7) Family Credit Limited 8) L&T Infra Debt Fund Limited 9) Financial Planning Standards Board India	1) Larsen and Toubro Limited 2) Metropolitan Stock Exchange of India Limited 3) L&T Capital Markets Limited 4) L&T Infra Debt Fund Limited 5) RGA Services India Privated Limited
Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee)	**A. Audit Committee:** 1) L&T Infrastructure Finance Company Limited 2) L&T Vrindavan Properties Limited 3) L&T FinCorp Limited **B. Stakeholders Relationship Committee:** 1) L&T Infrastructure Finance Company Limited 2) L&T Finance Limited	**A. Audit Committee :** 1) L&T Infra Debt Fund Limited 2) L&T Capital Markets Limited 3) Metropolitan Stock Exchange of India Limited **B. Stakeholders Relationship Committee:** 1) Metropolitan Stock Exchange of India Limited
Shareholding in the Company (Equity)	Nil	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	None	None

By order of the Board of Directors
For L&T Finance Holdings Limited

N. Suryanarayanan
Company Secretary
ACS No. - 12343

Date: August 4, 2015
Place: Mumbai

L&T Finance Holdings

L&T Finance Holdings Limited

Regd. Office: L&T House, N.M. Marg, Ballard Estate, Mumbai - 400 001
CIN: L67120MH2008PLC181833 E-mail: igrc@ltfinanceholdings.com website: www.ltfinanceholdings.com
Phone: +91 22 6621 7300 Fax: +91 22 6621 7509

ATTENDANCE SLIP
SEVENTH ANNUAL GENERAL MEETING - SEPTEMBER 8, 2015 AT 3.00 P.M.

Folio No./ DP ID & Client ID: .....
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 Seventh Annual General Meeting of the Company at RAMA & SUNDRI WATUMULL AUDITORIUM, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400020 on **Tuesday, September 8, 2015.**

.....	.....	.....
First / Sole holder / Proxy	Second holder / Proxy	Third holder / Proxy

L&T Finance Holdings

L&T Finance Holdings Limited

Regd. Office: L&T House, N.M. Marg, Ballard Estate, Mumbai - 400 001
CIN: L67120MH2008PLC181833 E-mail: igrc@ltfinanceholdings.com website: www.ltfinanceholdings.com
Phone: +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 appened below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held on the **Tuesday, September 8, 2015** at **3.00 p.m.** at RAMA & SUNDRI WATUMULL AUDITORIUM, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

Route map to the venue of the AGM



Ordinary Business:	Special Business:
1. Adoption of Financial statements for the year ended March 31, 2015 and the Directors' and Auditors' Reports thereon.	5. Appointment of Mr. Thomas Mathew T., as an Independent Director.
2. Declaration of dividend on Equity Shares.	6. Issue of Non Convertible Debentures (NCDs) on Private Placement basis.
3. Appointment of a director in place of Mr. N. Sivaraman, who retires by rotation and being eligible offers himself for re-appointment.	7. Issue of Cumulative Non-Convertible Redeemable Preference Shares by way of Public Offer or on Private Placement basis.
4. Re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.	8. Re-appointment of Mr. N. Sivaraman as President & Whole-time Director.
	9. Increasing the Authorised Share Capital of the Company.
	10. Alteration of Memorandum of Association of the Company.
	11. Alteration of Articles of Association of the Company.

Signed this ..... day of 2015

..... Signature of shareholder

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.**

P.T.O.