



Laxmi India Finleasecap Private Limited

CORP. OFFICE: 2, DFL TOWER, GOPINATH MARG, M.I. ROAD, JAIPUR-302001

REGD. OFFICE: 33, CHITTA RANJAN AVENUE, 9th FLOOR, ROOM NO.-908-A, KOLKATA - 700012

PHONE : 0141-4031166,4033635 E-mail : info@lifc.in Website: www.lifc.co.in

NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting ("AGM/Meeting") of the members of Laxmi India Finleasecap Private Limited for Financial Year 2020-2021 will be held on Friday, the 28th Day of August, 2020 at 11.30 A.M. at the Registered office of the Company situated at 33, Chitta Ranjan Avenue, 9th Floor, Room Number 908A, Kolkata -700012 West Bengal to transact the following business:

ORDINARY BUSINESS:-

- 1) To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 together with the reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:-

To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

- 1) To Authorise Borrowings By Way of Issuance Of Non-Convertible Debentures On Private Placement Basis

"RESOLVED THAT pursuant to the provisions of section 42, Section 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made there under (including any statutory modifications, clarifications, exemptions thereto or re-enactments thereof, from time to time), and pursuant to the various regulations, master directions, circular, clarifications etc. issued by the Reserve Bank of India with respect to the Non-Banking Financial Companies, as amended up to date, and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, and in accordance with the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other regulatory authority and subject to the consent of Securities and Exchange Board of India, the relevant stock exchange and all other concerned authorities, such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall be deemed to include any committee thereof which the Board may have constituted / reconstituted or hereinafter constitute



/ reconstitute to exercise its powers including the powers conferred by this resolution) to offer, issue, allot in one or more tranches, secured or unsecured, redeemable, non-convertible debentures ("NCDs") on private placement basis, during the period of one year from the date of passing of this special resolution by the members, of an amount not exceeding Rs. 100,00,00,000.00 (Indian Rupees One Hundred Crores Only) on such terms and conditions, as may be decided by the Board to such person(s), including but not limited to one or more company(ies), 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 such other person(s) as the Board may in its absolute discretion decide and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents including private placement offer letter cum application, deeds, writings, papers, agreements as may be required and to do all such acts, deeds, matters and things (including but not limited to creating charge on the assets of the Company), as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of NCDs."

Date:22/08/2020

Place: Jaipur

**BY ORDER OF THE BOARD OF DIRECTORS
For LAXMI INDIA FINLEASECAP PRIVATE LIMITED**



ANURAG JAIN
Company Secretary
M.No. 52322

Notes:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out all the material facts concerning the special businesses to be transacted at the meeting is enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING (50) FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN (10%) TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN (10%) 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 A PROXY FOR ANY OTHER MEMBER.**
3. The duly stamped, filled and signed instrument appointing the proxy should, be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the Meeting, in order to be effective.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
6. The request for consenting to shorter Notice and accompanying documents are enclosed herewith and the Meeting shall be held only if the consent is received prior to the time fixed for the Meeting from not less than ninety five per cent of the Members entitled to vote at such Meeting.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours from the date hereof upto the date of the Meeting.



8. Members seeking any information with regard to the resolution as proposed to be passed in the meeting are requested to write to the Company well in advance, so as to enable the Management to keep the information ready at the meeting.
9. With reference to SS-2 for the convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the Company is attached herewith the notice:

Date: 22.08.2020

Place: Jaipur

**BY ORDER OF THE BOARD OF DIRECTORS
For LAXMI INDIA FINLEASECAP PRIVATE LIMITED**



Anurag Jain

**ANURAG JAIN
Company Secretary
M.No. 52322**

Venue of the Meeting : 33 ChittaRanjan Avenue 9th Floor Room No 908 A Kolkata
700012 West Bengal.

Land Mark : CR Avenue

Route Map : The mark indicating the venue of AGM

Date: 22.08.2020

Place: Jaipur

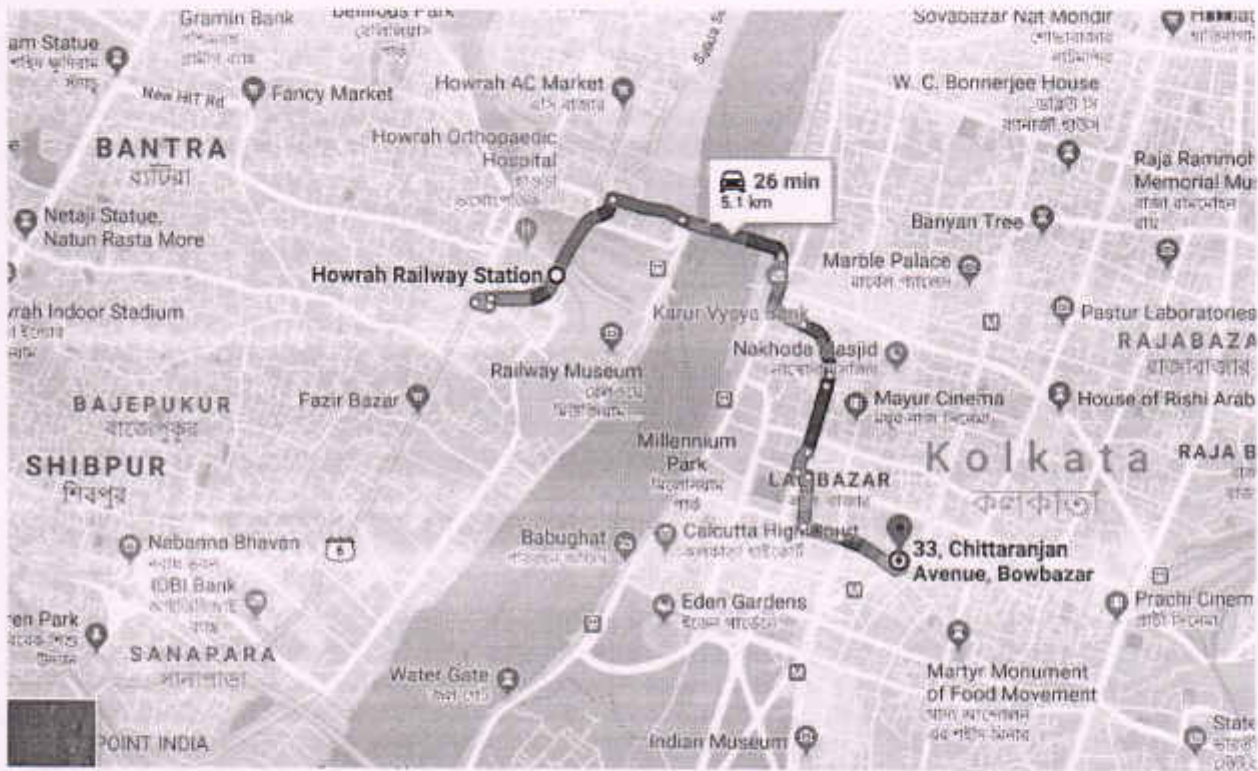
BY ORDER OF THE BOARD OF DIRECTORS
For LAXMI INDIA FINLEASECAP PRIVATE LIMITED



A handwritten signature in black ink, appearing to read 'Anurag Jain' with a date '22/8/20' written to the right.

ANURAG JAIN
Company Secretary
M.No. 52322

ROUTE MAP TO THE VENUE OF THE MEETING



BY ORDER OF THE BOARD OF DIRECTORS

For LAXMI INDIA FINLEASECAP PRIVATE LIMITED



ANURAG JAIN
Company Secretary
M.No. 52322

DATE: 22.08.2020

PLACE: Jaipur

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

Item No. 1

Keeping in view the working capital requirements of the Company for its expansion, for on-lending and general corporate purposes in the ordinary course of business of the Company, it is the need of an hour to infuse funds in the Company by way of borrowings so that the business of the Company can be expanded. The Company is desirous to raise funds by way of issuing NCDs.

The additional funds are proposed to be borrowed by way of issue of Secured/Unsecured Redeemable Non-Convertible Debentures ("NCDs") from any one or more Banks, Financial Institutions, Insurance Companies, Mutual Funds and other Person(s), Bodies Corporate which will be identified by the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall be deemed to include any committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this resolution). The funds to be borrowed by way of issue of Secured/Unsecured Redeemable Non-Convertible Debentures ("NCDs") shall be of an aggregate amount of Rs. 100,00,00,000.00 (Rupees Hundred Crores only).

Further, as the Company seeks to raise additional funds by way of issuing NCDs on private placement basis, at such terms and conditions (including particulars of the offer, terms of assets charged as securities, proposed time schedule etc.) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board. It may be noted that in light of second proviso to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with section 42 of the Companies Act, 2013, the Company is required to obtain previous approval of members by a special resolution for all the offer or invitation for NCDs, that the Company would make through private placement basis on account of the fact that the amount which the Company intends to raise by way of issue of NCDs is exceeding the limit of borrowings as specified in Section 180(1)(c) of the Act. The consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board for issue of NCDs on private placement basis up to Rs. 100,00,00,000.00 (Rupees Hundred Crores only) as stipulated above, in one or more tranches, anytime within one year from the date of passing the Resolution set out in Item No. 1.

Accordingly, the proposed resolutions as set out in Item No.1 of the Notice is placed for your approval by way of Special Resolution to enable the Board to exercise the aforesaid powers as and when required subject to the limits specified therein.

A handwritten signature in black ink is written over a circular purple stamp. The stamp contains the text "INDIA FINANCE CORP. PVT. LTD." around the perimeter and a central emblem featuring a stylized figure or symbol. The signature appears to be "Anurag" followed by a flourish.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolutions.

Date: 22.08.2020

Place: Jaipur

**BY ORDER OF THE BOARD OF DIRECTORS
For LAXMI INDIA FINLEASECAP PRIVATE LIMITED**



A handwritten signature in black ink, appearing to read "Anurag Jain".

ANURAG JAIN
Company Secretary
M.No. 52322

FORM No. MGT – 11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN: U65929WB1996PTC168419

Name of the Company: Laxmi India Finleasecap Private Limited

Registered Office: 33 Chitta Ranjan Avenue 9th Floor Room No. 908A Kolkata-700012 West Bengal
India.

Name of the Member (s) :	
Registered address:	
E-mail Id:	Folio No / Client Id:

I / We, being the member(s) of _____ shares of the above mentioned Company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her

2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her

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 on Friday the 28th day of August, 2020 at 11.30 A.M. at the Registered office of the Company situated at 33, Chitta Ranjan Avenue, 9th Floor, Room Number 908A, Kolkata -700012 West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with the reports of Board of Directors and Auditors thereon.
2. To Authorise Borrowings By Way of Issuance Of Non-Convertible Debentures On Private Placement Basis

Signed this _____ day of _____, 2020

Signature of Shareholder

Affix Revenue Stamp
here

Signature of Proxy Holder (s)

Note: 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.



ATTENDANCE SLIP

Registered Folio no./DP ID no./ Client ID No.

Number of shares held

I certify that I am a member/ proxy/ authorised representative for the member of the company. I hereby record my presence at the Annual General Meeting of the Company, to be held on Friday the 28th day of August, 2020 at 11.30 A.M. at the Registered office of the Company situated at 33, Chitta Ranjan Avenue, 9th Floor, Room Number 908A, Kolkata -700012 West Bengal.

Name of the member/proxy
(In Block Letters)

Signature of the member/proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting.

A handwritten signature in black ink is written over a purple circular stamp. The stamp contains the text "INDIA FINLEASECAP PVT LTD." around the perimeter and a small star at the bottom. The signature appears to be "Anurag" followed by a flourish.