

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of Visu Leasing and Finance Private Limited (the "Company") will be held on Wednesday, August 01, 2018, at 4.30 PM. at the Registered office of the Company situated at 87 -B, 2nd floor, Shahpur Jat, New Delhi – 110049 to consider and transact the following business:

ORDINARY BUSINESS:

ITEM NO.01

Adoption of consolidated and standalone financial statements:

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

ITEM NO.02

Appointment of Statutory Auditors

To appoint Auditors and to fix their remuneration and in this connection to consider and if deemed fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 or re-enactment thereof for the time being in force, M/s BSR & Co. LLP, Chartered Accountants, ICAI Firm Registration No. "101248 W/W - 100022", be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of the ensuing i.e. Twenty Sixth Annual General Meeting until the conclusion of the 31st Annual General Meeting at such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

SPECIAL BUSINESS:

ITEM NO.03

Appointment of Mr. Sunil Agarwal as Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time

being in force), Mr. Sunil Agarwal (DIN: 02797996) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from March 19, 2018 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution, including filing of forms with the Registrar of Companies.

ITEM NO.04

Appointment of Mr. Vivek Bansal as Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Vivek Bansal (DIN: 07835456) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from June 12, 2018 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution, including filing of forms with the Registrar of Companies.

ITEM NO.05

Appointment of Mr. Vivek Anand PS as Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Vivek Anand PS (DIN: 02363239) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from March 19, 2018 be and is hereby appointed as a Non- Executive Director of the Company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary, be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution, including filing of forms with the Registrar of Companies.

ITEM NO.06

Appointment of Mr. Girish Nadkarni as Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof, for the time being in force), Mr. Girish Nadkarni (DIN: 00112657) who was appointed as an Additional

Nominee Director of the Company under section 161 of the Companies Act, 2013 with effect from March 19, 2018 be and is hereby appointed as a Non- Executive of the Company.

RESOLVED FURTHER THAT any Directors and/or Company Secretary be and are hereby severally authorized to do all such acts, things and deeds necessary to give effect to the aforesaid resolution, including filing of forms with the Registrar of Companies.

ITEM NO.07

To approve Alteration of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 7 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the approval of shareholders and necessary approval(s) if any, from the competent authorities, the Incidental Object clause of the Memorandum of Association of the Company be altered by adding the following new clause after the existing clause III(b)36 thereof:

"37. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

ITEM NO.08

To approve the borrowings by way of Issuance of Non-Convertible Debentures (NCD's) on Private Placement Basis pursuant to Sections 42, and 71 of the Companies Act, 2013, read with rule 14(2) of companies (Prospectus and allotment of Securities) Rules 2014 for an amount of Rs. 500 crore

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and the rules framed thereunder, Memorandum & Articles of Association of the Company, subject to the borrowing limit of the Company as approved under Section 180(1)(c) of the Act, regulations, guidelines, notification prescribed or issued by the Reserve Bank of India from time to time, any other laws / regulations / guidelines as may be applicable to the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board thereof, for the time being exercising the powers conferred on the Board by this Resolution) of the Company for making offer(s) or invitation(s) to subscribe to various types of secured/unsecured non-convertible debentures ("NCD") on a private

placement basis, in one or more tranches, during a period of one year from the date of passing of this Resolution, upto an amount not exceeding Rs. 500 crore within the overall borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board or any Committee thereof to deal with the matters relating to the finalization of the terms and conditions of such Debt Securities to be issued and allotted from time to time within the aggregate limit as mentioned above, including, but not limited to, decide on any terms such as amount payable on application, calls from time to time, and offer the same on private placement basis to any one or more investors, to create mortgage, charge and/or hypothecation, as may be necessary on the assets of the Company, both present and in future, in such manner, in favour of the financial institutions, investment institutions and/or their subsidiaries, banks and other bodies corporate (hereinafter referred to as the “Lending Agencies”) and trustees for the holders of debentures which may be issued on private placement basis.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby severally authorized and empowered to consider, transact and decide matters, from time to time, pertaining to the private placement of Debt Securities, including finalization and issuance of any offer letter, opening of a separate bank account and allotment of the Debt Securities in one or more tranches, including, where so considered appropriate, amount payable on application and further amounts as may be called from time to time and the allotment thereof, to sign, verify, execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, National Capital Territory of Delhi and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of NCDs under private placement, including determining the terms and conditions of NCDs and ensuring compliance and/or any actions as may be required under applicable law.

RESOLVED FURTHER THAT a certified true copy of this resolution is provided to all concerns as and when required under the hand of a director or company secretary of the Company.”

**By Order of the Board of Directors
For Visu Leasing and Finance Private Limited**

**Sunil Lotke
Company Secretary**

**Place: Mumbai
Date:**

Address: Unit No. 1502-A, 15th Floor,
The Capital Building, C-70, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy, duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate Members are required to send to the Company Secretary a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at AGM.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. **Members are requested to:**
 - a) Notify immediately any change in their address to the Company.
 - b) Quote their Folio Numbers in all correspondence with the Company.
9. The Notice of the AGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
10. Members seeking any detailed information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
12. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Attendance slip is enclosed.
13. The shareholder needs to furnish the printed 'attendance slip' to enter the AGM hall.
14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company are provided in Annexure A of this Notice.
15. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

Item No. 03

To approve appointment of Mr. Sunil Agarwal as Director of the Company

The Board had earlier through a resolution by circulation dated March 19, 2018 appointed Mr. Sunil Agarwal as an Additional Director in the Board of the Company. Further, considering his active involvement in managing the affairs of the Company the Board of Directors of the Company at its meeting held on June 12, 2018, upon recommendation of Nomination and Remuneration Committee, has appointed as Whole Time Director of the Company.

The Board now recommends the proposed resolution set out at Item No. 3 for the approval of members by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sunil Agarwal is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding in the Company.

Item No. 04

To approve appointment of Mr. Vivek Bansal as Director of the Company

The Board of Directors of the Company in its meeting held on June 12, 2018 had appointed Mr. Vivek Bansal as an Additional Director designated as the Whole Time Director after recommendation of the Nomination and Remuneration Committee of the Company.

The Board now recommends the proposed resolution set out at Item No. 4 for the approval of members by way of ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 5 & 6

The Board had earlier through a resolution by circulation dated March 19, 2018 appointed Mr. Vivek Anand PS and Mr. Girish Nadkarni as additional Directors in the Board of the Company with immediate effect, pursuant to Section 161 of the Companies Act, 2013, read with applicable provisions of the Articles of Association of the Company to hold office till the conclusion of next Annual General Meeting.

Now the resolutions seek their appointment as Non-Executive Directors in the Board of the Company and accordingly, the Directors recommend the matter and the resolution set out under Item no. 5 and 6 for the approval of the Members

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Vivek Anand PS and Mr. Girish Nadkarni is concerned or interested, financial or otherwise, in this resolution.

Item No. 07

Alteration of Memorandum of Association

The Board of Directors of the Company at their meeting held on June 12, 2018, had accorded its approval to amend the MOA of the Company to incorporate a specific clause in the object clause of the Company's Memorandum of Association to authorize the Company to borrow funds required for its day to day business requirements.

Accordingly, it is proposed to add the following clause after Clause 36 of III (b) under the "Matters which are necessary for furtherance of the object specified in clause III (a)":

"37. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit"

The Directors recommend the matter and the resolutions set out under Item no. 5 for the approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

Item No. 08

The Company proposes to issue debt securities, such as secured/unsecured non-convertible debentures ("NCD"). These debt securities are integral to the management of long term funds to be used for the Company and are considered essential for providing leverage to the Company. The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, state that every offer or invitation to subscribe to securities (which includes debentures) of the Company on a privately placed basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations.

However, for the issuance of non-convertible debentures on a private placement basis, a one-time prior approval of the members in a year for all the offers or invitations of non-convertible debentures during the year will be sufficient for the purpose of this Section.

It is further informed that, the members had earlier approved issuance of NCDs to an extent of Rs. 500 crores out of which the Company has issued Non-Convertible Debentures aggregating to Rs. 450 crores under various series and tranches.

The Directors recommend the matter and the resolutions set out under Item no. 6 for the approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

**By Order of the Board of Directors
For Visu Leasing and Finance Private Limited**

**Sunil Lotke
Company Secretary**

Place: Mumbai

Date:

Address: Unit No. 1502-A, 15th Floor,
The Capital Building, C-70, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

Annexure A

Details of Director being appointed

Name of Directors →	Sunil Agarwal	Girish Nadkarni	Vivek Anand PS	Vivek Bansal
Date of appointment on the Board	March 19, 2018	March 19, 2018	March 19, 2018	June 12, 2018
Qualification	Bachelor of Commerce- St. Xaviers, "Calcutta University". Chartered Accountant – "Institute of Chartered Accountants of India (ICAI)" 1993	Girish holds a Bachelor of Commerce & Economics degree. Chartered Accountant and a Cost & Management Accountant.	Graduate	Chartered Accountant, CFA & Company Secretary
Brief Profile and nature of their experience	Mr. Sunil Agarwal has spent the last 16 years at Deutsche Bank, Mumbai, in the Corporate & Investment Banking division. There he was responsible for running Fixed Income Institutional Sales for India.	Mr. Girish Nadkarni has worked in Tata Group for more than 15 years and currently working in IDFC Alternatives	Vivek Anand PS has more than 17 years of experience in Banking and Financial Services across public Equities, Private Banking and Asset Management.	Mr. Vivek Bansal was previously associated with Yes Bank where he worked from 2011 with his last designation being Deputy Chief Financial Officer. He also played an active role in capital raising, investor relations and management of rating agencies.
Directorship held in other company, Membership of Committee of other Boards [n1]	BSH Corporate Advisors and Consultants Private Limited	<ol style="list-style-type: none"> Star Agriwarehousing and Collateral Management Limited Staragri Finance Limited Bee Secure Home Finance Private Limited 	<ol style="list-style-type: none"> Alpha Capital Advisors Private Limited Inara Capital Advisors Private Limited Antfarm Business Incubator Private Limited Udhav Ventures LLP Bee Secure Home Finance Private Limited 	Bee Secure Home Finance Private Limited
No of meeting attended after their appointment	2	2	2	0

No. of shares held in the company	Nil	Nil	Nil	Nil
Relationship with other Directors, Managers and KMP	None	None	None	None
Terms and Conditions of appointment or reappointment along with details of remuneration along with details of remuneration sought to be paid and remuneration last drawn	As per the board resolution for their respective appointments			

**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]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature, or failing him	
Name :	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general Meeting of the company, to be held on Wednesday, August 01, 2018, at 4.30 PM. at the Registered office of the Company situated at 87 -B, 2nd floor, Shahpur Jat, New Delhi - 110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of Standalone and Consolidated Financial Statements for the year ended 31 March, 2018		
2.	Re-appointment of BSR & Co. LLP, Chartered Accountants, ICAI Firm Registration No. "101248 W/W -100022" as auditors and fixing their remuneration.		
	SPECIAL BUSINESS		
3.	To approve appointment of Mr. Sunil Agarwal as Director of the Company		
4.	To approve appointment of Mr. Vivek Bansal as Director of the Company		
5.	To approve appointment of Mr. Vivek Anand PS as Director of the Company		
6.	To approve appointment of Mr. Girish Nadkarni as Director of the Company		
7.	Alteration of Memorandum of Association		
8.	To approve the borrowings by way of Issuance of Non-Convertible Debentures (NCD's) on Private Placement Basis pursuant to Sections 42, and 71 of the Companies Act, 2013, read with rule 14(2) of companies (Prospectus and allotment of Securities) Rules 2014 for an amount of Rs. 500 crore		

Signed this ___ day of ___ 2018

Affix Revenue Stamps

Signature of Shareholder
Revenue Stamp

Signature of Proxy holder

Signature of the shareholder across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the 26th Annual General Meeting of the Members of VISU LEASING AND FINANCE PRIVATE LIMITED held on Wednesday, August 01, 2018, at 4.30 PM. at the Registered office of the Company situated at 87 -B, 2nd floor, Shahpur Jat, New Delhi - 110049

Signature of the Shareholder or Proxy: _____

NOTES:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

Route Map for venue of Annual General Meeting

