

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the next Extra-ordinary General Meeting of the Members of Visu Leasing and Finance Private Limited (the "Company") will be held on Monday, March 12, 2018, at 4:00 p.m. at the Corporate office of the Company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051 to consider and transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO.01**

**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.”

### **ITEM NO.02**

#### **To approve the increase in borrowing limits of the Company under Section 180(1)(c ) of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 2500 Crore (Rupees Two thousand and five hundred crore only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.”

### **ITEM NO.03**

#### **To approve creation of mortgage / charge on the properties / undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, , consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s),for securing the borrowings of the company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/ to be issued by the company (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 2,500 Crore (Rupees two thousand and five hundred Crore Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.”

#### **ITEM NO.04**

#### **To approve the appointment of Mr. Raj Vikash Verma (DIN:03546341) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr.Raj Vikash Verma (DIN: 03546341) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 27, 2017 be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a period of five years with effect from October 27, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.

**ITEM NO.05**

**To approve the appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mrs. Rupa Rajul Vora (DIN:01831916) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 27, 2017 be and is hereby appointed as an Non Executive Independent Director of the Company to hold office for a period of five years with effect from October 27, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any 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: 15.02.2018**

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

**NOTES:**

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
5. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EGM.
7. 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. 01**

#### **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**

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.

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

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. 02**

#### **To approve the increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

In order to cater to the business requirements, the Board at its meeting held on February 15, 2018, has approved to increase the present borrowing limits from Rs. 1500 Crore to Rs. 2500 Crore under Section 180(1) (c) of the Companies Act, 2013 subject to shareholders approval.

The Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members.

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. 03**

#### **To approve the creation of mortgage / charge on the properties / undertakings of the Company under section 180(1)(a) of the Companies Act, 2013**

In accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding Rs.2500 Crore thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 3.

The Directors recommend the matter and the resolution set out under Item no. 03 for the approval of the Members.

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. 04**

#### **Appointment of Mr. Raj Vikash Verma (DIN:03546341) as Independent Director of the Company**

The Board of Directors had considered and approved the appointment of Mr. Raj Vikash Verma (DIN 03546341) as an Additional Director (designated as Non Executive Independent Director) of the Company with effect from October 27, 2017 in terms of Section 149, 161 of the Companies Act, 2013 for a period of five years.

Schedule IV of the Companies Act, 2013 states that the appointment of an Independent Director shall be made at the general meeting of the Company. Accordingly, the approval of the members is sought to appoint Mr. Raj Verma, Independent Director of the Company for a period of five years beginning October 27, 2017.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act. In the opinion of the Board, Mr. Raj Vikash Verma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and he is independent of the Management.

The brief profile of Mr. Raj Vikash Verma is given below:

*Mr. Raj Verma holds BA (Hons) degree, Master's Degree in Economics from Delhi School of Economics, and MBA in Finance from Faculty of Management Studies, Delhi University and is a Certified Associate of the Indian Institute of Bankers. Mr. Raj Vikash Verma has an experience spanning 35 years in the financial sector, as well as more than 25 years in the Housing, Mortgage finance and Real Estate sector. He has held a number of prestigious positions in course of his service career. Besides working with the Reserve Bank of India, and serving as CMD of NHB, Mr Verma has held several leadership positions, viz. MD&CEO and Chairman of the Board at CERSAI and the Central Registrar (both appointed by the Govt of India), Director on the Board (Whole Time Member) and Officiating Chairman at the Pension Fund Regulatory and Development Authority (PFRDA)*

*(appointed by the Govt of India), Member on the Board of Trustees at the Credit Risk Guarantee Trust Fund for Low Income Housing, and Chairman at the Asia-Pacific Union for Housing Finance (APUHF) (elected by member countries), and former Chairman of the Board of IMGIC. He also served as Member on a number of Committees appointed by the Government of India and Reserve Bank of India, and entrusted with an important role in the formulation of various national level schemes and programmes on affordable and low-income housing. Mr Verma is currently appointed as short term Consultant to the World Bank Group.*

*He was invited to speak as Guest Speaker at a number of national and international conferences under different domestic and international agencies like the World Bank/IFC, KfW, DFID, International Union for Housing Finance, Canada Mortgage Housing Corporation, USAID, Euromoney, IFR Asia, National Association of Realtors (USA), Wharton Business School and other international governments."*

Copy of the letter for appointment of Mr. Raj Vikash Verma is available for inspection at the Corporate Office of the Company during the business hours.

The disclosure as required under Standard 1.2.5 of the "Secretarial Standard-2 on General Meetings" is given below:

<b>Name</b>	Mr. Raj Vikash Verma
<b>Date of Birth</b>	January 17, 1955
<b>Date of first appointment in the Company</b>	October 27, 2017
<b>Terms and conditions of appointment / re-appointment along with details of remuneration (sought to be paid, last drawn)</b>	Terms and conditions as per the letter of appointment issued in terms of Section 149 and Schedule IV of the Companies Act, 2013.
<b>Qualification</b>	Mr. Raj Verma holds BA (Hons) degree, Master's Degree in Economics from Delhi School of Economics, and MBA in Finance from Faculty of Management Studies, Delhi University
<b>Experience in specific functional areas</b>	Mr. Raj Vikash Verma has an experience spanning 35 years in the financial sector, as well as more than 25 years in the Housing, Mortgage finance and Real Estate sector.
<b>Directorships held in other companies</b>	-AU Small Finance Bank Limited -India Mortgage Guarantee Corporation Private Limited -ART Affordable Housing Finance (India) Limited -Bee Secure Home Finance Private Limited
<b>No of meeting attended after his appointment</b>	None
<b>No. of shares held in a company</b>	None



<b>Relationship with other Directors, Managers and KMP</b>	None
<b>Justification</b>	Considering his vast experience in financial services sector, his presence on the Board of Directors will provide guidance to the Management of the Company

The Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members.

Except for Mr. Raj Vikash Verma, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

### **Item No.05**

#### **Appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Independent Director of the Company**

The Board of Directors had considered and approved the appointment of Mrs. Rupa Rajul Vora (DIN: 01831916) as an Additional Director (designated as Non Executive Independent Director) of the Company with effect from October 27, 2017 in terms of Section 149, 161 of the Companies Act, 2013 for a period of five years.

Schedule IV of the Companies Act, 2013 states that an appointment of an Independent Director shall be made at the general meeting of the Company. Accordingly, the approval of the members is sought to appoint Mrs. Rupa Rajul Vora, Independent Director of the Company for a period of five years beginning October 27, 2017.

The brief profile of Mrs. Rupa Rajul Vora is given below:

*"Mrs. Rupa Rajul Vora has an experience of over 3 decades with 11 years spent with IDFC Group managing Finance, Risk Management, Audit, Tax and Compliance in the capacity of Group Director and CFO- Alternatives. Prior to IDFC, she was the CFO for Antwerp Diamond Bank, Mumbai. Prior banking experiences were with KBC Bank, Calyon Bank and Oman International Bank.*

*Earlier to this, she ran an independent practice as a Chartered Accountant for almost a decade."*

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act. In the opinion of the Board, Mrs. Rupa Rajul Vora fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

The disclosure as required under Standard 1.2.5 of the "Secretarial Standard-2 on General Meetings" is given below:

<b>Name</b>	Mrs. Rupa Rajul Vora
<b>Date of Birth</b>	July 21,1961
<b>Date of first appointment in the Company</b>	October 27, 2017
<b>Terms and conditions of appointment / re-appointment along with details of remuneration (sought to be paid, last drawn)</b>	Terms and conditions as per the letter of appointment issued in terms of Section 149 and Schedule IV of the Companies Act, 2013.
<b>Qualification</b>	Chartered Accountant

<b>Experience in specific functional areas</b>	She has an experience of over 3 decades experience in financial services sector
<b>Directorships held in other companies</b>	-Advanced Enzyme Technologies Limited -New Consolidated Construction Company Limited -Cravatex Brands Limited -SS Inclusive Development Finance Private Limited -Volkswagen Finance Private Limited -JM Financial Asset Reconstruction Company Limited -Bee Secure Home Finance Private Limited -SS Human Development Foundation
<b>No of meeting attended after her appointment</b>	Attended one Board Meeting and one Audit Committee Meeting held on November 10, 2017
<b>No. of shares held in the company</b>	Nil
<b>Relationship with other Directors, Managers and KMP</b>	None
<b>Justification</b>	Considering her vast experience in financial services sector, her presence on the Board of Directors will provide guidance to the Management of the Company

Copy of the letter for appointment of Mrs. Rupa Rajul Vora as an Independent Director is available for inspection at the Corporate Office of the Company.

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

Except for Mrs. Rupa Rajul Vora, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

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

**Sunil Lotke  
Company Secretary**

**Place: Mumbai**

**Date: 15.02.2018**

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

**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 Extra-ordinary general Meeting of the company, to be held on Monday, March 12, 2018 **at 04:00 p.m.** at the corporate office of the company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
	<b>SPECIAL BUSINESS</b>		
1.	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 upto an overall ceiling of Rs.500 crore on Private Placement Basis		
2.	To approve the increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013		
3.	To approve the creation of mortgage / charge on the properties / undertakings of the Company under section 180(1)(a) of the Companies Act, 2013		
4.	Appointment of Mr. Raj Vikash Verma (DIN:03546341) as Independent Director of the Company		
5.	Appointment of Mrs. Rupa Rajul Vora (DIN:01831916) as Independent Director of the Company		

Signed this \_\_\_\_ day of \_\_\_\_ 2018

Affix Revenue Stamps
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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 Extra-ordinary General Meeting of the Members of VISU LEASING AND FINANCE PRIVATE LIMITED held on Monday, March 12, 2018 at 04:00p.m. at the Corporate office of the company situated at Unit No. 1502-A, 15th Floor, The Capital Building, C-70, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400051

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 Extra-Ordinary General Meeting

