

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Members of L&T Housing Finance Limited will be held on Friday, June 17, 2016 at 5.00 P.M. at L&T House, Ballard Estate, Mumbai - 400001 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016 and Profit and Loss Account for the year ended as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint M/s. Deloitte Haskins & Sells LLP., Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting, subject to ratification by the Members in every intervening Annual General Meeting of the Company and to authorise the Board of Directors or any Committee thereof to fix their remuneration.

“RESOLVED THAT M/s Deloitte Haskins & Sells LLP., Chartered Accountants (Firm Registration No. 117366W/W-100018), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of Twenty Second Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the Members at every intervening Annual General Meeting, for a remuneration to be decided by the Board of Directors or any Committee thereof in consultation with the Statutory Auditors of the Company.”

3. To re-appoint Mr. Dinanath Dubhashi (DIN: 03545900), Director who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), Mr. Prabhakar B. (DIN 02101808), who was appointed as an Additional Director of the Company with effect from September 23, 2015 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a Member of the Company as per the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Director of the Company, Manager and/or the Company Secretary be and is hereby severally authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), Mr. Pavninder Singh (DIN 03048302), who was appointed as an Additional Director of the Company with effect from January 21, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a Member of the Company as per the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Director of the Company, Manager and/or the Company Secretary be and is hereby severally authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V to the Act 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 and pursuant to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Girijakanta Misra as the Manager of the Company, for a period of five years, commencing from April 6, 2016 to April 5, 2021 on the remuneration and terms and conditions as agreed by the Board.

RESOLVED FURTHER THAT Mr. Misra be paid remuneration as may be fixed by the Board from time to time, as prescribed under the Act and within the limits approved by the Members as per the details given in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable in this regard.”

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

**Sd/-
Chunni Singh
Company Secretary**

Date: June 14, 2016

Place: Mumbai

Registered Office: L&T House, Ballard Estate, Mumbai – 400 001.

NOTES:

1. The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business above is annexed hereto.
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. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. All Proxy-holder should carry their identity card at the time of attending the Meeting.
5. Proxies registers shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 9.30 A.M. and 6 P.M.
6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

7. 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.
8. The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 10.00 A.M. and 5.00 P.M. upto the date of the Annual General Meeting.
10. Route map of venue is enclosed herewith for reference of the Members.

ANNEXURE TO THE NOTICE

(The statement as per the provisions of Section 102(1) of the Companies Act, 2013)

Item No. 4:

Mr. Prabhakar B., who has been appointed as an Additional Director effective September 23, 2015 holds office as director till the ensuing Annual General Meeting of the Company. In terms of the provisions of Section 160 of the Companies Act, 2013 (“**the Act**”), the Company has received notice, in writing, along with a deposit of requisite amount, from one of its Members signifying its intention to propose the candidature of Mr. Prabhakar B. for the office of Director. For the information of Members, the Company has received a declaration from Mr. Prabhakar B. that he is not disqualified to be a director under this Act.

Accordingly, the Board of Directors recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Mr. Prabhakar B., is a commerce graduate from the University of Mysore and a Chartered Accountant. He has around 37 years of experience in banking sector. He was retired as Chairman and Managing Director of Andhra Bank in August 2013. Prior to that, he had served Bank of India as the Executive Director for a period of 3 years from October 2008 to December 2011. Before that, he was associated with Bank of Baroda from October 1977 to October 2008, having worked in all areas of banking. He was also the Chief Executive of Bank of Baroda, UK operations.

Mr. Prabhakar B. had served on various Boards representing the Banks he had worked. He was the Chairman of Bank of India (Tanzania) and Bank of India (Indonesia). He was also on the Board of Star Union Daichi Insurance Ltd., India International Bank (Malaysia) and ASREC India Ltd.

Additional information of Directors seeking re-appointment/appointment at the Twenty Second Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Prabhakar B.
Age	63 Years
Qualifications	Commerce graduate from the University of Mysore and a Chartered Accountant
Date of first appointment on the Board	September 23, 2015(as an additional director)
Experience	As mentioned in the Statement annexed to the Notice
Terms and conditions of Appointment including remuneration	Not Applicable, considering he is a Non-executive Director
No. of meetings of the Board attended during the year	3
Directorship in other Company	<ul style="list-style-type: none"> • The Karnataka Bank Limited • JBF Industries Limited

	<ul style="list-style-type: none"> • Family Credit Limited • Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited • ASREC (India) Limited
Memberships/Chairmanships of committees* across companies	None (<i>*Only Statutory Committees required to be constituted under the Companies Act, 2013 considered</i>)
Shareholding in the Company (Equity)	None
Relationship with other Directors/Manager/Key Managerial Personnel	None

Save and except Mr. Prabhakar B., none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the resolution.

Item No. 5:

Mr. Pavninder Singh, who has been appointed as an Additional Director effective from January 21, 2016 holds office as Director till the ensuing Annual General Meeting of the Company. In terms of the provisions of Section 160 of the Companies Act, 2013 (“**the Act**”), the Company has received notice, in writing, along with a deposit of requisite amount, from one of its Members signifying its intention to propose the candidature of Mr. Pavninder Singh for the office of Director. The Company has received a declaration from Mr. Singh that he is not disqualified to be a director under this Act.

Accordingly, the Board of Directors recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

For the information of the Members, the appointment of Mr. Singh was pursuant to the terms and conditions of the Investor Agreement which the promoter of the Company i.e. L&T Finance Holdings Limited (LTFH) had entered into with BC Investments VI Limited and BC Asia Growth Investments (Investors) in connection with the raising of funds from the Investors by issuing equity shares/warrants on private placement basis.

Mr. Pavninder Singh is the Managing Director with Bain Capital in the Mumbai office. He joined the firm in 2001 and has worked in the New York and Mumbai offices of Bain Capital. Mr. Singh is a founding member of Bain Capital’s India office and he co-leads the firms India and South East Asia investments. Prior to joining Bain Capital, Mr. Singh was the co-CEO of Medrishi.com, a healthcare services site. Prior to that, Mr. Singh was a consultant at Mercer Management Consulting (now Oliver Wyman) where he consulted in the e-commerce, retail, and energy industries.

Mr. Singh received an MBA from Harvard Business School where he was a Baker Scholar. He received a BA Magna cum Laude from Harvard College.

Additional information of Directors seeking re-appointment/appointment at the Twenty Second Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Pavninder Singh
Age	39 Years
Qualifications	a) MBA Harvard Business School – Baker Scholar b) BA Harvard College – Magna Cum Laude
Date of first appointment on the Board	January 21, 2016 (as an Additional Director)
Experience	As mentioned in the Statement annexed to the Notice
Terms and conditions of Appointment including remuneration	Not Applicable, considering he is a Nominee Director (Non-executive)
No. of meetings of the Board attended during the year	None
Directorship in other Company	- Himadri Chemicals & Industries Limited - L&T Finance Limited - L&T FinCorp Limited - L&T Infrastructure Finance Company Limited
Memberships/Chairmanships of committees* across companies	As mentioned below
Shareholding in the Company (Equity)	None
Relationship with other Directors/Manager/Key Managerial Personnel	None

*** Memberships/Chairmanships of committees* across companies of Mr. Pavninder Singh**

Name of the company	Type of Committees	Whether Member/Chairman
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**Only Statutory Committees required to be constituted under the Companies Act, 2013 considered.*

Save and except Mr. Singh, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 6:

The Board of Directors of the Company at its meeting held on April 6, 2016 appointed Mr. Girijakanta Misra as Manager of the Company for a period of five years with effect from April 6, 2016, subject to the approval of Members at the general meeting. The Members may note that the appointment of Mr. Misra was made in place of Mr. Vasudevan Ramaswami, who has resigned from the Company with effect from close of business hours of April 4, 2016.

Mr. Girijakanta Misra has over 5 years of experience in Housing Finance business and over 27 years of experience in Banking sector. He started his career with State Bank of India, where he was involved in various areas of Banking including lending to large/medium Corporates, SME, Trade Finance, Foreign Exchange business, etc. He joined L&T Financial Services in 2014 and prior to which he had worked with Dewan Housing Finance Corporation as Senior Vice President - Construction Finance.

He has done Master of Arts from Utkal University, Bhubaneswar and Post Graduate Diploma in General Management from Norse Monjee Institute of Management Studies (NMIMS). He is also a Certified Associate of Indian Institute of Bankers (CAIIB-I).

Keeping in view the rich and varied experience and valuable contribution made by Mr. Misra towards the growth of Housing Finance businesses, it would be in the interest of the Company to appoint Mr. Misra as the Manager of the Company

As required under Section 196(4) of the Companies Act, 2013, the material terms and conditions of the Agreement entered into with Mr. Girijakanta Misra are as under:

1. Period of appointment: The Company to employ Mr. Girijakanta Misra for serving the Company as its Manger for a period of 5 (five) years commencing from April 6, 2016
2. Duties: Mr. Girijakanta Misra shall, subject to the supervision and control of the Board of Directors and/or Chairman 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 of the Company.
3. Remuneration:
 - (a) Basic Salary:

In the range of Rs. 2,40,000 /- to Rs. 5,00,000 /- per month.
 - (b) House Rent Allowance:

In the range of Rs. 1,50,000/- to Rs. 3,00,000/- per month.
 - (c) Other Allowances:
 1. Conveyance Allowance: Rs. 1,600/- per month
 2. Medical Allowance: Rs. 1,250/- per month

3. Special Allowance: In the range of Rs.1,90,000/- to Rs. 3,30,000/- per month
4. Monthly Benefit LTA: In the range of Rs. 20,000/- to Rs. 42,000/-

(d) Other terms and conditions:

The Manager shall also be entitled to following benefits:

1. He shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, earned leave and encashment of earned leave at the end of the tenure and long service awards, as per the rules of the Company.
 2. Life Insurance cover as well as Mediclaim for self and family as well as personal Accident cover- as per Company norms.
 3. L&T Finance Holdings Limited Stock options plans – as per applicable scheme.
 4. Matching grant not exceeding Rs. 48,000/- per annum under the relevant Group Scheme.
4. The Manager 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.

Accordingly, the Board of Directors recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the Members.

The Agreement entered into between the Company and Mr. Girijakanta Misra 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.

Additional Information of Manager seeking re-appointment/appointment at the Twenty Second Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Girijakanta Misra
Age	58 Years
Qualifications	He has done Master of Arts from Utkal University, Bhubaneswar and Post Graduate Diploma in General Management from Norse Monjee Institute of Management Studies (NMIMS). He is also a Certified Associate of Indian Institute of Bankers (CAIIB-I).
Date of first appointment on the Board	Not Applicable
Experience	As mentioned in the Statement annexed to the Notice
Terms and Conditions of Appointment including remuneration	As mentioned above in the statement annexed to the Notice
No. of meetings of the Board attended during the year	None
Directorship in other	None

Company	
Memberships/Chairmanships of committees* across companies	None
Shareholding in the Company (Equity)	None
Relationship with other Directors/Manager/Key Managerial Personnel	None

**Only Statutory Committees as required to be constituted under the Companies Act, 2013 considered.*

Save and except Mr. Misra, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

**By order of the Board of Directors
 For L&T Housing Finance Limited
 Sd/-
 Chunni Singh
 Company Secretary**

Date: June 14, 2016

Place: Mumbai

Registered Office: L&T House, Ballard Estate, Mumbai – 400 001.

L&T Housing Finance Limited

Registered office: L&T House, Narottam Morarji Marg, Ballard Estate, Mumbai- 400001

CIN: - U45200MH1994PLC259630 E-mail: secretarial@itfinance.com website:

www.lthousingfinance.com

Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

ATTENDANCE SLIP

TWENTY SECOND ANNUAL GENERAL MEETING- JUNE 17, 2016 AT 5.00 P.M.

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No./ DP ID & Client ID:

.....

Name:

.....

Address:

.....

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I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Twenty Second Annual General Meeting of the Company at L&T House, Ballard Estate, Mumbai – 400001 on Friday, June 17, 2016 at 5.00 P.M.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

L&T Housing Finance Limited

Registered office: L&T House, Narottam Morarji Marg, Ballard Estate, Mumbai- 400001
 CIN: - U45200MH1994PLC259630 E-mail: secretarial@itfinance.com website:
 www.lthousingfinance.com
 Phone no.: +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 appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held on the Friday, June 17, 2016 at 5.00 P.M. at L&T House, Ballard Estate, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2016 and Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint M/s. Deloitte Haskins & Sells LLP., Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Second Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting, subject to ratification by the Members in every intervening Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.
3. To re-appoint Mr. Dinanath Dubhashi (DIN: 03545900), Director who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

1. Appointed of Mr. Prabhakar B. as Director of the Company
2. Appointed of Mr. Pavninder Singh as Director of the Company.
3. Appointment of Mr. Girijakanta Misra as Manager of the Company for a period of five years.

Affix revenue stamp of Re.1

Signed this _____ day _____ of 2016

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Signature of Member

.....
First / Sole holder / Proxy
Proxy

.....
Second holder / Proxy

.....
Third 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.
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