

NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra - Ordinary General Meeting of the Company will be held on April 7, 2016 at 11.30 A.M. at City- 2, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following Special Business:

SPECIAL BUSINESS:

1. To consider and approve revision in overall borrowing powers of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on April 10, 2015 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from any one or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.15,000 Crore (Rupees Fifteen thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors be and are hereby severally authorised to:

1. Fix the terms and conditions of all such moneys to be borrowed from time to time as to the nature of instrument(s), tenure, interest, repayment, pre-payment, security or otherwise, howsoever as they may think fit;

2. Finalise and execute all such documents, writings as may be necessary, proper, desirable or expedient as they may deem fit and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be necessary in this regard; and

3. Generally to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the Resolution of the Members passed on April 10, 2015 shall be valid and in order.”

2. Issuance of Debentures/ Bonds on Private Placement basis to various investors from time to time during the Financial Year 2016-17:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 (“**the Act**”), Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors and/ or Committee of Directors to offer, issue and allot, in one or more tranches, Secured or Unsecured, Non-convertible Debentures/ Bonds on Private Placement basis, during the Financial Year 2016-17, for an amount not exceeding Rs. 6,000 Crore (Rupees Six Thousand Crore Only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/ Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), 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/persons as the Board/ Committee of Directors may decide so, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/ Bonds at any point of time shall not exceed Rs. 6,000 Crore.

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

3. Approval of alteration in Articles of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Articles of Association of the Company be altered in the following manner i.e. existing Clause 2 of the Articles of Association be altered to include the following:

| Clause No | Regulation | |
|------------------|--|-----------------------------|
| 2 | <i>“Investment Agreement” means the investment agreement executed on September 21, 2015 by and amongst the L&T Finance Holding Limited (Holding Company), Investor 1 and</i> | <i>Investment Agreement</i> |

| | | |
|---|---|------------------------------|
| | <i>Investor 2.</i> | |
| 2 | <i>Investor 1” means BC Investments VI Limited, a company incorporated under the laws of Mauritius and having its registered office at Suite 110, 10th Floor, Ebene Heights Building, 34 Ebene Cybercity, Ebene, Republic of Mauritius.</i> | <i>“Investor 1”</i> |
| 2 | <i>“Investor 2” means BC Asia Growth Investments Limited, a company incorporated under the laws of Mauritius and having its registered office at Suite 110, 10th Floor, Ebene Heights Building, 34 Ebene Cybercity, Ebene, Republic of Mauritius</i> | <i>“Investor 2”</i> |
| 2 | <i>“Investors” means Investor 1 and Investor 2 collectively.</i> | <i>“Investors”</i> |
| 2 | <i>“Investors’ Director” means one non retiring non-executive director jointly nominated by the Investors for appointment as a director on the Board.</i> | <i>“Investors’ Director”</i> |

RESOLVED FURTHER THAT the Articles of Association of the Company be altered in the following manner i.e. existing Clause 98 of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 98:

| | | |
|----|--|---|
| 98 | <i>All the Directors (Other than Independent Directors and the Investors’ Director) including the Managing Director(s) and Whole Time Director(s) shall be liable to retire by rotation. However, such retirement shall not be deemed as break in service, if such Managing Director(s) or Whole Time Director(s) are re-appointed immediately. Subject to the foregoing, the Board shall have the power to determine the directors whose period of office is or is not liable to retire by rotation subject to the provisions of the Act.</i> | <i>Directors liable to retire by rotation</i> |
|----|--|---|

RESOLVED FURTHER THAT any one of the Directors of the Company, Company Secretary of the Company, Mr. N. Suryanarayanan, Authorised Signatory or Mr. Jaymeen Shah, Authorised Signatory be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

**Amit Bhandari
Authorised Signatory**

Date:

Place: Mumbai

Registered Office:

L&T House, Ballard Estate, Mumbai – 400 001

NOTES:

- a) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business above is annexed hereto.
- b) 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.

- c) All Proxy-holder should carry their identity card at the time of attending the Meeting.
- d) *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.*
- e) 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.
- f) The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
- g) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11.00 A.M. and 5.00 P.M. upto the date of the EGM.

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1

The Shareholders had authorized the Board of Directors of the Company and/or any Committee thereof to borrow from time to time a sum not exceeding Rs. 10,000 Crore (Rupees Ten Thousand Crore), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 vide resolution passed on April 10, 2014. In view of the potential growth in business of the Company and anticipating the need of additional funds that may be required in the near future, it was considered essential to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company, consequent to which the amount borrowed and outstanding could exceed the present limit of Rs. 15,000 Crore.

The Board accordingly recommends the revised limit to the extent of Rs. 15,000 Crore (Rupees Fifteen thousand Crore) under Section 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

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

ITEM NO. 2

In order to meet the working capital requirements of the Company that may arise during the Financial Year 2016-17, the Board of Directors of the Company at its Meeting held on April 6, 2016 had, subject to the approval of Members in the general meeting proposed to issue Non-convertible Debentures/ Bonds to various person(s) on Private Placement basis on such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/ or Committee of Directors. The amount to be raised by way of issue of Non-convertible Debentures/ Bonds on a Private Placement basis however shall not exceed Rs. 6,000 Crore (Rupees Six Thousand Crore) in aggregate.

It may be noted that Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, allows a company to pass a previous special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/ bonds from time to time and they are requested to authorize the Board (including Committee of the Directors) to issue Non-convertible Debentures/ Bonds during the Financial Year 2016-17 on Private Placement basis upto Rs. 6,000 Crore as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

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

ITEM NO. 3

Pursuant to Clause 7 of the Investment Agreement (“**Agreement**”) dated September 21, 2015 entered into between L&T Finance Holdings Limited (LTFH), the holding Company, BC Investments VI Limited (Investor 1) and BC Asia Growth Investments (Investor 2), the investors have the right to nominate one Non-retiring Non-Executive Director on the Board / Committees of LTFH and its material subsidiaries as defined in the Agreement.

Accordingly, the Articles of Association of the Company are proposed to be altered in the following manner:

- Existing Clause 2 of the Articles of Association be altered to include the following

| Clause No | Regulation | |
|-----------|---|-----------------------|
| 2 | “Investment Agreement” means the investment agreement executed on September 21, 2015 by and amongst the L&T Finance Holding Limited (Holding Company), Investor 1 and Investor 2. | Investment Agreement |
| 2 | “Investor 1” means BC Investments VI Limited, a company incorporated under the laws of Mauritius and having its registered office at Suite 110, 10th Floor, Ebene Heights Building, 34 Ebene Cybercity, Ebene, Republic of Mauritius. | “Investor 1” |
| 2 | “Investor 2” means BC Asia Growth Investments Limited, a company incorporated under the laws of Mauritius and having its registered office at Suite 110, 10th Floor, Ebene Heights Building, 34 Ebene Cybercity, Ebene, Republic of Mauritius | “Investor 2” |
| 2 | “Investors” means Investor 1 and Investor 2 collectively. | “Investors” |
| 2 | “Investors’ Director” means one non retiring non-executive director jointly nominated by the Investors for appointment as a director on the Board. | “Investors’ Director” |

- Existing Clause 98 of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 98:

| | | |
|----|--|---|
| 98 | <i>All the Directors (Other than Independent Directors and the Investors’ Director) including the Managing Director(s) and Whole Time Director(s) shall be liable to retire by rotation. However, such retirement shall not be deemed as break in service, if such Managing Director(s) or Whole Time Director(s) are re-appointed immediately. Subject to the foregoing, the Board shall have the power to determine the directors whose period of office is or is not liable to retire by rotation subject to the provisions of the Act.</i> | <i>Directors liable to retire by rotation</i> |
|----|--|---|

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

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

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

Sd/-

**Amit Bhandari
Authorised Signatory**

Date:

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

EXTRA-ORDINARY GENERAL MEETING – _____ AT _____.

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

Folio No./ DP ID & Client ID:

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Name:

Address:

.....

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company on

.....
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 Extra Ordinary General Meeting of the Company, to be held on the ____ 2016 at ____ at City- 2, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. To consider and approve revision in overall borrowing powers of the Company.
2. Issuance of Debentures/ Bonds on Private Placement basis to various investors from time to time during the Financial Year 2016-17.

Affix revenue stamp of Re.1

Signed this _____ day _____ of 2016

Signature of Shareholder

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

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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Route map to the venue of the EGM

