

## **L&T Housing Finance Limited**

Registered office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098  
CIN: U45200MH1994PLC259630: E-mail: secretarial@ltfinance.com: Website: www.ltfs.com  
Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

### **NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Third Annual General Meeting ("AGM") of the Members of L&T Housing Finance Limited will be held on Wednesday, August 16, 2017 at 3.00 p.m. at the registered office of the Company at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098, to transact the following business:

#### **Ordinary Business:**

1. To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.
2. To appoint a director in place of Mr. Prabhakar B. (DIN: 02101808), who retires by rotation, and being eligible, offers himself for re-appointment
3. To ratify the appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the resolution passed by the Members at the Twenty Second Annual General Meeting ("AGM") of the Company held on June 17, 2016 in respect of the appointment of the Statutory Auditors, M/s. Deloitte Haskins & Sells LLP (ICAI Registration No. 117366W/W-100018), till the conclusion of the Twenty Seventh AGM, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Third AGM till the conclusion of the Twenty Fourth AGM.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof), be and is hereby authorised to decide and finalise the terms and conditions including remuneration of the Statutory Auditors."

#### **Special Business:**

4. **Appointment of Mr. Srikanth J as a Manager of the Company:**

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

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**“RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, 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 read with Schedule V of the Act and pursuant to the regulation of Articles of Association of the Company including any statutory modifications or re-enactments thereof for the time being in force, approval of Members be and is hereby accorded for appointment of Mr. Srikanth J. as the Manager of the Company for a period of five years commencing from January 20, 2017 upon the terms and conditions as set out in the agreement entered into by the Company with Mr. Srikanth J.

**RESOLVED FURTHER THAT** Mr. Srikanth J 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, the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**5. Appointment of Mr. Shashikant Harilal Bhojani as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149,152,161 and any other applicable provisions of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Schedule IV to the Act and pursuant to the provisions of the Articles of Association of the Company, Mr. Shashikant Harilal Bhojani (DIN: 00196767), who was appointed as an Additional Director of the Company with effect from July 5, 2017 and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. from July 5, 2017 to July 4, 2022.”

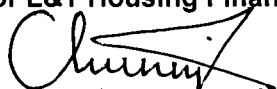
**6. Appointment of Mr. Ashish Kotecha as a Director of the Company:**

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in

force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Ashish Kotecha (DIN: 02384614), who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Director on the Board of the Company, not liable to retire by rotation."

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



**Chunni Singh  
Company Secretary  
ACS No.- A41074**

Date: July 24, 2017  
Place: Mumbai

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY THIRD ANNUAL GENERAL MEETING ("AGM") 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.

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, 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 later than forty eight hours before the commencement of the AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM.

3. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. 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.
5. Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
8. 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 9.30 A.M. and 6.00 P.M. upto the date of the AGM.
9. Additional information of Directors and Key Managerial Personnel seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the SS-2, is annexed to the Notice.

## ANNEXURE TO THE NOTICE

### The Statement under Section 102 of the Companies Act, 2013 ("the Act"):

#### Item No. 4:

Pursuant to the provisions of Section 203 of the Companies Act, 2013 ('the Act'), every listed company is required to have either a Managing Director or a Chief Executive Officer or a Manager and in their absence, a whole-time director as one of its key managerial persons.

The Board of Directors of the Company at its meeting held on January 20, 2017 has appointed Mr. Srikanth J as the Manager of the Company in place of Mr. Girijakanta Misra, for a period of five years with effect from January 20, 2017, subject to the approval of members of the Company.

Mr. Srikanth J has over 19 years of experience in the financial services and banking industry in various areas like corporate credit risk, commercial loans / capital market products and SME. Prior to joining L&T Financial Services Group, he was working with BNP Paribas, Dubai. Currently, he is responsible for Housing Loan and Loan against Property Business and Real Estate Finance Business.

He has done MBA from IIM Lucknow and holds an engineering degree.

The Board is of the view that considering the rich and varied experience and valuable contribution made by Mr. Srikanth J towards the growth of the businesses of the Company, his appointment as the Manager of the Company would be of immense significance to the Company and accordingly, Board recommends his appointment to the Members for approval.

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

#### Remuneration details:

##### (a) Basic Salary:

In the range of Rs. 52,50,000/- to Rs. 1,05,60,000/- per annum. .

##### (b) Allowances:

- House Rent Allowance – In the range of Rs. 31,50,000/- to Rs. 63,40,000/- per annum.
- Special Allowance - In the range of Rs. 33,70,000/- to Rs. 68,20,000/- per annum.
- Leave Travel Allowance - In the range of Rs. 4,37,000/- to Rs. 8,80,000/- per annum.
- Medical Allowance - Up to a maximum of Rs. 15,000/- per annum.
- Conveyance Allowance - Up to a maximum of Rs. 19,200/- per annum.

##### (c) Variable Remuneration:

In the range of Rs. 43,75,000/- to Rs. 88,00,000/- per annum

##### (d) Perquisites :

- The Manager shall be entitled to club membership, medical and personal accident insurance, term life insurance, benefits applicable to other employees, etc., in

- accordance with the policies of the Company.
- The Manager would be eligible for Matching Grant not exceeding Rs. 48,000/- per annum under the relevant Group Scheme.
  - The Manager 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.

### **Duties and powers**

The Manager shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the superintendence, control and direction of the Board, the Manager shall manage the affairs of the Company in the best interests of the business of the Company, including performing duties as assigned by the Board from time to time

Without prejudice to the generality of the foregoing, the Manager is vested with the powers as stated below:

- i. To insure the property of the Company to such extent and in such a manner as may be deemed necessary;
- ii. To ensure compliance with the requirements of all applicable laws and to authorize any employee to make necessary application to any regulatory body for necessary approvals;
- iii. To represent the Company either personally or otherwise before Central and State Governments and all other authorities or bodies, regulatory and otherwise;
- iv. To exercise such other powers as the Board of Directors (including any Committee thereof) and/or the Company in the General Meeting may delegate to the Manager from time to time; and.
- v. To delegate any of the powers, authorities and discretions for the time being vested in the Manager to any other official.

The Manager undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board (including any Committee thereof).

The material terms and conditions of the agreement entered into with Mr. Srikanth J, pursuant to Section 196(4) of the Companies Act, 2013 will be kept at the Registered Office of the Company for the perusal of members.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the members.

Save and except Mr. Srikanth J being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 5:**

The Board had appointed Mr. Shashikant Harilal Bhojani (DIN: 00196767) as an Additional Director of the Company effective July 5, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Bhojani holds office as a director till the date of this Annual General Meeting. Since, Mr. Bhojani possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149 (6) of the Act, the Board recommends Mr. Bhojani's appointment as an Independent Director of the Company. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years. In compliance with Section 149 of the Act, it is proposed to appoint Mr. Bhojani as an Independent Director of the Company to hold office for a term of 5 years i.e. from July 5, 2017 to July 4, 2022.

Mr. Bhojani is a Partner at Cyril Amarchand Mangaldas' Mumbai office since 2001. Prior to joining the Firm, he has had a long and fruitful career with ICICI Limited (now ICICI Bank Limited) for almost 28 years starting as a Law Officer and reaching the Board of Directors of ICICI Limited as Deputy Managing Director and General Counsel.

As the head of Finance Practice at Cyril Amarchand, he had been driving transactions in varied practice areas, including banking and project finance, securitization, debt and corporate restructuring.

He is involved in structuring transactions, suggesting business and strategic solutions and providing regulatory advice to the clients. His expertise and commercial insight are acknowledged by all relevant players in the financial market. He has been named as senior statesman and has also been described "a legendary figure" in the financial legal landscape by Chambers Asia 2013.

He has also been mentioned as a 'leading lawyer' in banking by IFLR1000 (2012). He has worked very closely on important economic legislations as a member of several high-powered committees appointed by the Government of India, including: Committee on Review of Eligibility Norms constituted by SEBI, Committee on Sick Industrial Companies (Special Provisions) Act (SICA) / Board of Industrial and Financial Reconstruction (BIFR), The Advisory Group on Bankruptcy Laws, Working Group for Drafting Law for Enforcement of Securities by Banks and Financial Institutions, Working Group on Foreclosure Law (Andhyarujina Committee), Committee on Insider Trading constituted by SEBI and The Working Group on Negotiable Instruments Act, 1881.

He holds a degree in Bachelor of Science, L.L.B and L.L.M.

The Company has received a notice along with the deposit of Rs. 1,00,000/- in accordance with the provisions of Section 160 of the Act, proposing the candidature of Mr. Bhojani for the office of Independent Director.

In the opinion of the Board, Mr. Bhojani fulfils the conditions specified in the Act and he is independent of the Management. For the information of Members, the Company has received a declaration from Mr. Bhojani that he is not disqualified to be appointed as an Independent Director under the Act

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Bhojani and accordingly, recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Save and except Mr. Bhojani being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 6:**

L&T Finance Holdings Limited ("LTFH"), the promoter of the Company had raised funds by issuing equity shares and warrants on a private placement basis to BC Investments VI Limited and BC Asia Growth Investments (jointly referred to as "Investors" hereafter).

With respect to the investments so received, LTFH had entered into an Investor Agreement with the Investors. According to the terms and conditions of the Investor Agreement, the Investors have the right to nominate one non-retiring Non-Executive Director on the Board / Committees of LTFH and its material subsidiaries (the Company is a material subsidiary as per the Investor Agreement).

In view of the aforesaid, Mr. Pavninder Singh was appointed as a Director (on behalf of the investors) on the Board of the Company effective January 21, 2016. Basis request received from the investors, Mr. Ashish Kotecha was appointed as an Additional Director on the Board of the Company in place of Mr. Pavninder Singh. Mr. Kotecha is appointed as non-retiring Director as per the Articles of Association of the Company.

Mr. Kotecha is an Operating Partner with Bain Capital. He is the Regional Lead for Bain Capital's Portfolio Group in Asia covering investments in China, Japan, India, Australia and Korea. Prior to joining Bain Capital, Mr. Kotecha was the Chief Operating Officer at Tourneau - a Leonard Green & Partners portfolio company. Earlier he was with McKinsey & Company where he led engagements in the retail, consumer and private equity industries.

He has been actively involved in the investments in L&T Finance Holdings Limited, Hero Motocorp, Himadri Chemicals & Industries Ltd., Asia Pacific Medical Group, Rise Education, Camp Australia and Only About Children.

He received an MBA with honors from The Anderson School at UCLA, a Master of Commerce from Sydenham College, and a Bachelor of Commerce from the University of Mumbai.

The Company has received a notice along with the deposit of Rs. 1,00,000/- in accordance with the provisions of Section 160 of the Act proposing the candidature of Mr. Kotecha for the office of Director.

For the information of the Members, the Company has received a declaration from Mr. Kotecha that he is not disqualified to be appointed as a Director under the Act.

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

Save and except Mr. Kotecha being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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**Additional Information of Directors/Manager seeking re-appointment/appointment at the Twenty Third Annual General Meeting pursuant to Secretarial Standard:**

<b>Name of the Director/ Manager</b>	<b>Mr. Banavar Anantharamaiah Prabhakar</b>	<b>Mr. Srikanth J</b>	<b>Mr. Shashikant Harilal Bhojani</b>	<b>Mr. Ashish Kotecha</b>
<b>Date of Birth</b>	August 4, 1953	August 10, 1972	September 13, 1943	January 12, 1976
<b>Qualifications</b>	B.Com from University of Mysore and Chartered Accountant.	MBA from IIM Lucknow and holds an engineering degree.	Bachelor of Science, LLB and LLM	Bachelor of Commerce from the University of Mumbai, Master of Commerce from Sydenham College and MBA with honors from The Anderson School at UCLA.
<b>Date of Appointment on the Board</b>	October 17, 2014	NA	July 5, 2017	July 5, 2017
<b>Remuneration</b>	Last drawn remuneration is given in Corporate Governance section of Board's Report. As Non-Executive Director, he is entitled for sitting fees for attending meetings of the Board/ Committees and commission on profits as may be approved within the limits set out in the Companies Act, 2013	As mentioned in the explanatory statement	-( <sup>1</sup> )	-( <sup>1</sup> )
<b>Experience / Brief Profile</b>	Mr. Prabhakar B. comes with a rich experience of over 35 years in the banking industry before he retired as the Chairman and Managing Director of	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement

Name of the Director/ Manager	Mr. Banavar Anantharamaiah Prabhakar	Mr. Srikanth J	Mr. Shashikant Harilal Bhojani	Mr. Ashish Kotecha
	<p>Andhra Bank in August 2013. Prior to that, he was the Executive Director of Bank of India from October 2008 to December 2011 and worked across various verticals of Bank of Baroda from October 1977 to October 2008. He has also worked overseas, at Zambia and UK, for eight years. He was the Chief Executive of Bank of Baroda - UK operations, Chairman of Bank of India (Tanzania) and Bank of India (Indonesia). He has been on the boards of various banks that he has worked with including Star Union Daichi Insurance Ltd., India International Bank (Malaysia) and ASREC India Ltd.</p> <p>Mr. Prabhakar B. is a commerce graduate from the University of Mysore and a Chartered Accountant.</p>			
<b>Terms and conditions of appointment/re-appointment</b>	Appointed as a Director liable to retire by rotation.	As mentioned in the explanatory statement	Appointed as an Independent Director for a period of 5 years i.e. from July 5, 2017 to July 4, 2022	Appointed as a Non-executive Director not liable to retire by rotation

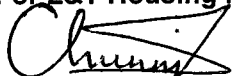
Name of the Director/ Manager	Mr. Banavar Anantharamaiah Prabhakar	Mr. Srikanth J	Mr. Shashikant Harilal Bhojani	Mr. Ashish Kotecha
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> <li>ASREC (India) Limited</li> <li>The Karnataka Bank Limited</li> <li>L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> <li>Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited</li> <li>National Securities Depository Limited</li> </ol>	<ol style="list-style-type: none"> <li>L&amp;T Infra Investment Partners Advisory Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>L&amp;T Infrastructure Finance Company Limited</li> <li>Sterlite Investment Managers Limited</li> </ol>	<ol style="list-style-type: none"> <li>L&amp;T Finance Limited (erstwhile known as Family Credit Limited)</li> <li>Kotecha Investment Corporation Private Limited</li> <li>Bombay Cotton and Yarn Company Private Limited</li> </ol>
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<b>Corporate Social Responsibility Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Housing Finance Limited</li> </ol>	<b>A. Audit Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Infra Investment Partners Advisory Private Limited</li> </ol> <b>B. Corporate Social Responsibility Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Infra Investment Partners Advisory Private Limited</li> </ol>	<b>A. Audit Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Housing Finance Limited</li> <li>L&amp;T Infrastructure Finance Limited-Chairperson</li> </ol> <b>B. Nomination and Remuneration Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Housing Finance Limited</li> <li>L&amp;T Infrastructure Finance Limited</li> </ol> <b>C. Corporate Social Responsibility Committee</b> <ol style="list-style-type: none"> <li>L&amp;T Infrastructure Finance Limited</li> </ol>	None
Shareholding in the Company (Equity)	-	-	-	-
Relationship with other Directors/Mana	-	-	-	-

<b>Name of the Director/ Manager</b>	<b>Mr. Banavar Anantharamaiah Prabhakar</b>	<b>Mr. Srikanth J</b>	<b>Mr. Shashikant Harilal Bhojani</b>	<b>Mr. Ashish Kotecha</b>
<b>ger/Key Managerial Personnel</b>				
<b>Number of Board meetings attended during the FY 2016-17</b>	Six out of Six Meetings	2 out of Six Meetings as a Manager of the Company <sup>(2)</sup>	NA	NA

<sup>(1)</sup> No remuneration was drawn by Mr. Shashikant Harilal Bhojani and Mr. Ashish Kotecha as they were appointed on July 5, 2017 i.e. after financial year 2016-17. The aforementioned Directors are entitled to receive sitting fees and commission paid to Non-Executive Directors.

<sup>(2)</sup> Appointed as the Manager of the Company with effect from January 20, 2017.

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



**Chunni Singh  
Company Secretary**

**ACS No.- A41074**

**Date: July 24, 2017**

**Place: Mumbai**

**L&T Housing Finance Limited**  
Registered office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East),  
Mumbai - 400098  
CIN: - U45200MH1994PLC259630 E-mail: [secretarial@ltfinance.com](mailto:secretarial@ltfinance.com)  
[website:www.ltf.com](http://www.ltf.com)  
Phone no.: +91 22 6621 7300 Fax: +91 22 6621 7509

**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./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 Third Annual General Meeting of the Company, to be held on the Wednesday, August 16, 2017 at 3.00 p.m. at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of financial statements for the year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
2. Appointment of a director in place of Mr. Prabhakar B, who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company.

**Special Business:**

4. Appointment of Mr. Srikanth J as Manager of the Company for a period of five years.
5. Appointment of Mr. Shashikant Harilal Bhojani as an Independent Director of the Company.
6. Appointment of Mr. Ashish Kotecha as a Non - Executive Director of the Company.

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Affix  
revenue  
stamp of  
Re.1

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2017

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Signature of Member

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.....

Second holder / Proxy

.....

First / Sole 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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**L&T Housing Finance Limited**  
**Registered office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East),**  
**Mumbai - 400098**

**CIN: - U45200MH1994PLC259630 E-mail: [secretarial@ltfinance.com](mailto:secretarial@ltfinance.com)**

**website: [www.ltfs.com](http://www.ltfs.com)**

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

**ATTENDANCE SLIP**

**TWENTY THIRD ANNUAL GENERAL MEETING- WEDNESDAY, AUGUST 16, 2017 AT**  
**3.00 P.M.**

(Please complete this Attendance Slip and hand over at the entrance of the meeting hall)

Folio No./ DP ID & Client ID:

.....

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 Twenty Third Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098 on Wednesday, August 16, 2017 at 3.00 p.m.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

4.

# Route Map to the AGM Venue

