

**L&T Housing Finance Limited**

Registered office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098  
CIN: U45200MH1994PLC259630: E-mail: investor grievances@lfs.com: Website: www.lfs.com  
Phone no.: +91 22 6212 5000 Fax: +91 22 6621 7509

**NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Fourth Annual General Meeting ("AGM") of the Members of L&T Housing Finance Limited will be held on Thursday, August 9, 2018 at 10.00 a.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 reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), 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 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, Chartered Accountants, 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, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Fourth AGM till the conclusion of the Twenty Fifth AGM and the appointment of the Statutory Auditors be and is hereby governed by the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

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

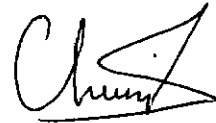
**Special Business:**

4. **Appointment of Mr. P.V. Bhide 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 regulations of the Articles of Association of the Company, Mr. P. V. Bhide (DIN: 03304262), who was appointed as an Additional Director of the Company with effect from June 28, 2018 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 June 28, 2018 to June 27, 2023."

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



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

**Date:** July 18, 2018  
**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 FOURTH 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 a 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. Proxy 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 9.00 a.m. and 6.00 p.m.
5. The Members are requested to bring their copy of the Annual Report to the AGM.
6. 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.
7. 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.
8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
9. All documents referred to in the explanatory statement are available for inspection at the registered office on any working day of the Company, between 11:00 a.m. to 1:00 p.m. from the date of dispatch of the notice till Thursday, August 9, 2018.
10. Additional information of Directors seeking appointment/ re-appointment at the ensuing AGM; as required under Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is annexed to the Notice.

## **ANNEXURE TO THE NOTICE**

### **The Statement under Section 102 of the Companies Act, 2013:**

#### **Item No. 4:**

The Board had appointed Mr. P. V. Bhide (DIN: 03304262) as an Additional Director of the Company effective June 28, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Bhide holds office as a Director till the date of this Annual General Meeting. Since, Mr. Bhide possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149 (6) of the Act. 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 5 years. In compliance with Section 149 of the Act, it is proposed to appoint Mr. Bhide as an Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from June 28, 2018 to June 27, 2023.

Mr. P V Bhide has held various government positions in his vast career spanning four decades. Some of the positions he has held includes the Secretary, Department of Revenue, Ministry of Finance; Secretary and Joint Secretary, Department of Disinvestment, Ministry of Finance; Additional Secretary/Spl. Secretary, Ministry of Home Affairs; Deputy Secretary, Department of Economic Affairs, Ministry of Finance. He has also held various other key positions across Departments. He is a retired IAS Officer with an MBA, LLB and B.Sc. degrees.

In the opinion of the Board, Mr. Bhide 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. Bhide 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. Bhide and accordingly, recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Bhide 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.

**Additional information of a Director seeking re-appointment/appointment at the Twenty Fourth Annual General Meeting pursuant to SS-2:**

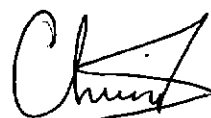
<b>Name of the Director</b>	<b>Mr. Dinanath Dubhashi</b>	<b>Mr. P. V. Bhide</b>
<b>Date of Birth/ age</b>	May 31, 1966 (52 years)	January 8, 1950 (68 years)
<b>Qualifications</b>	Post Graduate from IIM Bangalore B. E. (Mechanical) degree	MBA, L.L.B, and B.Sc. Retired IAS Officer
<b>Date of first appointment on the Board</b>	October 9, 2012	June 28, 2018
<b>Remuneration</b>	N.A. <sup>(1)</sup>	N.A. <sup>(2)</sup>
<b>Experience / Brief profile</b>	<p>Mr. Dinanath Dubhashi is the Managing Director &amp; Chief Executive Officer of L&amp;T Finance Holdings Limited, the holding company. He has a rich experience of over two decades in multiple domains in financial services such as Corporate Banking, Cash Management, Credit Rating, Retail Lending and Rural Financing. He has been with L&amp;T Financial Services since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segment and geographies.</p> <p>Under his leadership, retail business has grown both organically and inorganically to reach an asset size of around Rs. 28,000 Crore, serving more than 30 Lakh customers. He has also provided leadership to various functions such as Operations and Information Technology for L&amp;T Financial Services.</p> <p>Prior to this, he was associated with organizations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities.</p> <p>He is a Post Graduate from IIM Bangalore and also holds a B.E. (Mechanical) degree.</p>	As mentioned in the explanatory statement
<b>Terms and conditions of appointment/re-appointment</b>	Appointed as a Director liable to retire by rotation.	Appointed as an Independent Director for a

Name of the Director	Mr. Dinanath Dubhashi	Mr. P. V. Bhide
		period of 5 years i.e. from June 28, 2018 to June 27, 2023
Directorships held in other companies (excluding foreign companies) as on date	1) L&T Finance Holdings Limited 2) L&T Finance Limited (erstwhile known as Family Credit Limited) 3) L&T Infrastructure Finance Company Limited 4) L&T Infra Debt Fund Limited 5) L&T Capital Markets Limited 6) L&T Investment Management Limited 7) L&T Infra Investment Partners Advisory Private Limited	1) L&T Finance Holdings Limited 2) Nocil Limited 3) Tube Investments of India Limited 4) Glaxosmithkline Pharmaceuticals Limited 5) Heidelberg Cement India Limited 6) Quick Heal Technologies Limited 7) L&T Finance Limited (erstwhile known as Family Credit Limited) 8) A.P.I.D.C. Venture Capital Private Limited 9) Shiksha Financial Services India Private Limited 10) VST Industries Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Annexure I	Annexure II
Shareholding in the Company (Equity)	One share, held jointly with L&T Finance Holdings Limited	-
Relationship with other Directors / Manager / Key Managerial Personnel	None	None
Number of Board meetings attended during the FY 2017-18	Five out of five meetings	NA

<sup>(1)</sup> Mr. Dinanath Dubhashi is in the service of L&T Finance Holdings Limited ("LTFH"), the holding company, and draws remuneration from LTFH. Mr. Dinanath Dubhashi has not been paid any commission or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

<sup>(2)</sup> No remuneration was drawn by Mr. P. V. Bhide as he was appointed on June 28, 2018 i.e. after financial year 2017-18. He is entitled to receive sitting fees and commission paid to Non-Executive Directors.

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



Chinni Singh  
Company Secretary  
ACS No.-A41074

Date: July 18, 2018  
Place: Mumbai

**Annexure I**

**Memberships/Chairmanships of committees across companies of Mr. Dinanath Dubhashi**

<b>Sr. No.</b>	<b>Name of the Companies</b>	<b>Name of Committee</b>	<b>Whether Member or Chairperson</b>
1.	L&T Finance Holdings Limited	Corporate Social Responsibility Committee	Member
2.	L&T Finance Limited (erstwhile known as Family Credit Limited)	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholder's Relationship Committee	Chairperson
3.	L&T Infrastructure Finance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Stakeholder's Relationship Committee	Chairperson
4.	L&T Infra Debt Fund Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
5.	L&T Capital Markets Limited	Corporate Social Responsibility Committee	Member
6.	L&T Investment Management Limited	Corporate Social Responsibility Committee	Member
7.	L&T Infra Investment Partners Advisory Private Limited	Corporate Social Responsibility Committee	Member
8.	L&T Housing Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson

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**Annexure II**

**Memberships/Chairmanships of committees across companies of Mr. P. V. Bhide**

<b>Sr. No.</b>	<b>Name of the Companies</b>	<b>Name of Committee</b>	<b>Whether Member or Chairperson</b>
1.	L&T Finance Holdings Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairperson
2.	L&T Finance Limited (erstwhile known as Family Credit Limited)	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
3.	GlaxoSmithKline Pharmaceuticals Limited	Stakeholders Relationship Committee	Member
		Audit Committee	Member
4.	Heidelberg Cement India Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Chairperson
5.	Tube Investments of India Limited	Audit Committee	Member
6.	Quick Heal Technologies Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
7.	VST Industries Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
8.	L&T Housing Finance Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member



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CIN: - U45200MH1994PLC259630 E-mail: investor grievances@lfs.com Website: www.lfs.com  
Phone no.: +91 22 6212 5000 Fax: +91 22 6621 7509

**ATTENDANCE SLIP**

**TWENTY FOURTH ANNUAL GENERAL MEETING - THURSDAY, AUGUST 9, 2018 AT  
10.00 A.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 Fourth Annual General Meeting of the Company held at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098 on Thursday, August 9, 2018 at 10.00 a.m.**

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

.....  
**Second holder / Proxy**

.....  
**Third holder / Proxy**

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**L&T Housing Finance Limited**

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Phone no.: +91 22 6212 5000 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: ..... ;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Thursday, August 9, 2018 at 10.00 a.m. at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolution as are indicated below:

**Ordinary Business:**

1. Adoption of financial statements for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), 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.

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**Special Business:**

4. Appointment of Mr. P. V. Bhide (DIN: 03304262) as an Independent Director of the Company.

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

.....  
Signature of Member

Affix revenue stamp of Re.1
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.....  
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.
- .....