

**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@lths.com Website: www.lths.com  
Phone no.: +91 22 6212 5000 Fax: +91 22 6212 5398

**NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra - Ordinary General Meeting ("EGM") of the Members of L&T Housing Finance Limited will be held on November 20, 2017 at 4.30 p.m. at the registered office of the Company at 8<sup>th</sup> Floor, Brindavan, Plot No. 177, CST Road, Kalina, Santacruz (East), Mumbai – 400098 to transact the following Special Business:

**Special Business:**

**Alteration of the object clause in the Memorandum of Association of the Company:**

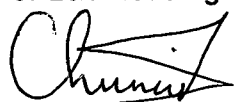
To consider and, if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") including the rules thereunder and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof), for the time being in force and subject to such approval as may be necessary, if any, from the competent authorities, approval be and is hereby given for substituting the existing sub clause 42 under Clause III (B) of the Memorandum of Association of the Company with the following:

"Subject to the regulatory guidelines, to open branches in India and adopt such means of making known to the public the business of the Company as may seem expedient and in particular by advertising in the press by circulars and publication of books and periodicals".

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including any Committee thereof), the Company Secretary or the Manager, be and are hereby authorized to do all such 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."

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



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

Date: November 17, 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 EXTRA-ORDINARY GENERAL MEETING ("EGM") 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 EGM. Further, the proxy holder shall carry a valid proof of identity at the EGM.

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 EGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the EGM.
6. In case of joint holders attending the EGM, 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 EGM.
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 and including the date of the EGM and at the EGM venue.

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## ANNEXURE TO THE NOTICE

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

As per Section 34 of the National Housing Bank Act, 1987, an inspection was conducted by National Housing Bank ("NHB"), with reference to the financial position of the Company as on March 31, 2016.

Further, NHB has vide its letter no. NHB (ND)/HFC/DRS/Sup./3113/2017 dated March 28, 2017, communicated its findings during the course of the inspection.

Further, vide the aforesaid letter, NHB has advised the Company to amend the sub- clause 42 of Clause III (B) of the Memorandum of Association ("MOA") of the Company (which contains the enabling clause to open the branches of the Company in India and elsewhere), so as to bring the said clause in line with the Housing Finance Companies (NHB) Directions, 2010 ("Directions"), which states that no housing finance company shall open branch outside India.

The Company had informed NHB that the MOA of the Company is mandatory as per the requirements of the Companies Act, 2013 ("the Act") and was drafted basis the requirements of the Act. While the Act govern the corporate functioning of the Company, the business of the Company is governed by the rules, regulations and guidelines (issued from time to time) by NHB, the regulator of the Company and therefore over and above the requirements specified under the Act, the Company is mandatorily required to comply with the specific laws under which the Company is registered with a regulator, which is NHB. NHB was also informed that the MOA of the Company did not supersede the NHB regulations.

However, NHB has advised us to change the said clause.

Accordingly, it is proposed to alter the existing sub clause 42 under Clause III (B) of the MOA of the Company.

The Board recommends the Special Resolution set forth in the Notice for approval of the Members.

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.

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



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

Date: November 17, 2017  
Place: Mumbai

**L&T Housing Finance Limited**

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**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: .....Signature ....., or failing him

(2) Name: .....  
Address: .....  
E-mail Id:.....Signature ....., or failing him

(3) Name: .....  
Address: .....  
E-mail Id: ..... Signature .....,

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 November 20, 2017 at 4 pm at 8<sup>th</sup> Floor, Brindavan, CST Road, Kalina, Santacruz (East), Mumbai - 400098 and at any adjournment thereof in respect of such resolution as are indicated below:

**Special Business:**

Alteration to the object clause of the Memorandum of Association of the Company.

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

.....  
Signature of Shareholder

Affix  
revenue  
stamp of  
Re.1

.....  
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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**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – November 20, 2017 AT 4 PM.**

(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: .....

.....

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 at 8<sup>th</sup> Floor, Brindavan, CST Road, Kalina, Santacruz (East), Mumbai – 400098 on November 20, 2017.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

*B*

# Route map to the venue of the Extra - Ordinary General Meeting

