

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of L&T Housing Finance Limited will be held on Monday, March 23, 2015 at 1.00 P.M. at the L&T Finance Holdings Limited, City-2, 177 – C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098 to transact the following business:

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification(s) the following as an **ORDINARY RESOLUTION:**

1. Appointment of Mr. Prabhakar B. as an Independent Director.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Prabhakar B. (DIN 02101808), who was appointed as an Additional Director of the Company and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who has offered himself for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for Five years, to hold office for a term up to October 16, 2019 and shall not be liable to retire by rotation”

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

**Sd/-
Kriti Narula
Company Secretary**

Date: February 27, 2015
Place: Mumbai

Registered Office:

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

NOTES:

1. **A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the Meeting.**
2. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting. E-voting is optional and Members shall have the option to vote either through e-voting or in person at the General Meeting. The detailed procedure is mentioned in this notice. For the aforesaid purpose, Mr. Alwyn D'souza, Company Secretary in Practice, is appointed as scrutinizer for scrutinizing e-voting process in a fair and transparent manner.
3. The statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business above is annexed hereto.

Procedure for voting through electronic means

- (i) The voting period begins on March 16, 2015 at 9.00 A.M. and ends on March 16, 2015 at 7.00 P.M.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" Tab Now Enter

your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. |

| | |
|--|--|
| | <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for L&T Housing Finance Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates/ Custodian.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE
(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1

The new Companies Act, 2013 (“the Act”) had made several changes in the governance framework of the Companies.

Accordingly, in view of the growing complexities in the business and regulatory requirement, the Board of Directors of the Company subject to the approval of Shareholders at the General Meeting has appointed Mr. Prabhakar B. as an Independent Director on the Board of the Company. Appointment of Mr. Prabhakar B can be justified with his brief profile as follows:

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 as the Executive Director of Bank of India for a period of a little over 3 years from October 2008 to December 2011. Before that, he had served with Bank of Baroda from October 1977 to October 2008 having worked in all areas of banking. He also worked abroad for about eight years in stints at Zambia and U.K. He was 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.

Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the company in its general meeting.

Accordingly, the Directors recommends this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel (except Mr. Prabhakar B.) 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/-

**Kriti Narula
Company Secretary**

Date: February 27, 2015
Place: Mumbai

Registered Office :

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