

L&T Finance Limited

Registered office: Technopolis, 7th Floor, A- Wing, Plot No. - 4, Block - BP, Sector -V, Salt Lake,
Kolkata – 700 091

CIN: U65910WB1993FLC060810; E-mail: investorgrievances@lfs.com; Website: www.lfs.com

Phone no.: +91 22 6212 5000 Fax: +91 22 6212 5553

NOTICE OF THE EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra - Ordinary General Meeting (“EGM”) of the Members of L&T Finance Limited will be held on Monday, April 5, 2021 at 4:00 p.m. at 8th Floor, Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098, to transact the following Special Business:

Special Business:

1. Issuance of non-convertible debentures during FY 2021-22:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereof including the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Guidelines issued by Reserve Bank of India (“RBI”), the Memorandum and Articles of Association of the Company and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities, consent of the Members be and is hereby accorded to the Board of Directors (“Board”) to offer, issue and allot, in one or more tranches, secured/unsecured, non-convertible debentures/bonds during FY 2021-22 on a private placement basis, upto Rs. 15,000 Crore (Rupees Fifteen Thousand Crore Only) as approved by the Board at its Meeting held on March 20, 2020 on such terms and conditions and at such times at par or at such premium/discount, as may be decided by the Board 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 may decide so, for the purpose of meeting long term requirements of funds such that the total issuance of secured/unsecured non-convertible debentures/bonds on a private placement basis during FY 2021-22 which does not exceed Rs. 15,000 Crore (Rupees Fifteen Thousand Crore Only) as approved by the Board at its Meeting held on March 20, 2020.

RESOLVED FURTHER THAT in connection with the aforesaid, the Board (including any Committee thereof), be and is hereby authorized 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.”

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



Yashesh Bhatt
Company Secretary
FCS No: 20491

Date: April 2, 2021
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 the provisions of 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 6.00 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. Members/ Proxies should fill the Attendance Slip for attending the EGM.
8. Consent of the Members is being obtained for convening meeting at shorter notice.

9. 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, between 9.30 A.M. and 6.00 P.M. up to and including the date of the EGM and at the EGM venue.

ANNEXURE TO THE NOTICE

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

Item No. 1:

Pursuant to the provisions of Sections 179, 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (“the Act”), the Members of the Company are required to provide their consent by a Special Resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company’s bankers in the ordinary course of business.

The Board at its Meeting held on July 19, 2019 had approved the proposal permitting the Company to borrow from time to time up to an amount aggregating to Rs. 70,000 Crore and the proposal was thereafter approved by the Members of the Company at the General Meeting held on August 14, 2019.

Further, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Act, allows a company to make an offer or invitation for Non-Convertible Debentures (“NCDs”) through a private placement basis subject to a previous special resolution passed by the Members approving all the offers or invitation for such debentures that would be made during the year on an annual basis.

Thus, borrowing through issuance of NCDs can be done only if a special resolution is passed every year before the NCDs are issued in that year.

In light of the proposed merger (merger of L&T Housing Finance Company Limited and L&T Infrastructure Finance Company Limited with the Company), to enable the Company to borrow funds until the effective date of merger by issuance of NCDs upto Rs. 15,000 Crore on an annual basis as approved by the Board at its Meeting held on March 20, 2020 basis the already overall approved borrowing limit of Rs. 70,000 Crore as stated above, consent of the Members is sought in connection with the aforesaid issue of NCDs/ bonds from time to time in accordance with the regulatory requirements.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows:

L&T Finance Limited
Corporate Office Address
Brindavan, CST Road
Kalina, Santacruz (East)
Mumbai 400 098

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7th Floor, Technopolis, A-Wing
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a.	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Redeemable NCDs whether cumulative and/ or non-cumulative for an amount not exceeding in aggregate Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) in one or more tranches on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Committee of Directors/any person duly authorised by the Board. Date of passing Board Resolution: March 20, 2020.
b.	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable NCDs whether cumulative and/ or non-cumulative at premium, discount or at par, as may be determined by the Board/Committee of Directors/any person duly authorised by the Board.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee of Directors/any person duly authorised by the Board in accordance with the prevailing market conditions at the time of issue.
d.	Name and address of valuer who performed valuation	Not applicable in case of NCDs.
e.	Amount which the company intends to raise by way of such securities	Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only).
f.	Material terms of raising such securities	Since the issuance would be in one or more tranches, material terms will be determined by the Board/Committee of Directors/any person duly authorised by the Board, in accordance with the applicable provisions of the Companies Act, 2013

	and the Rules framed thereunder and other applicable law for the time being in force.
Proposed time schedule	FY 2021-22
Purposes or objects of offer	<p>For the purpose of onward lending, financing, refinancing the existing indebtedness of the Company (payment of the interest and / or repayment / prepayment of principal of borrowings) / General Corporate Purposes.</p> <p>The Unsecured NCDs may be in the nature of Subordinated Debt and will be utilised in accordance with statutory and regulatory requirements including requirements of RBI.</p>
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	The principal amount of the Secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of exclusive and/or pari passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by the Company and the Debenture Trustee. Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure atleast 100% asset cover for the Secured NCDs (along with the interest due thereon).

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the aforesaid resolution.

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

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



Yashesh Bhatt
Company Secretary
FCS No: 20491

Date: April 2, 2021
Place: Mumbai

L&T Finance Limited

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ATTENDANCE SLIP**EXTRA-ORDINARY GENERAL MEETING - MONDAY, APRIL 5, 2021 AT 4.00 P.M.**

(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 8th Floor, Brindavan, Plot no. 177, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 on Monday, April 5, 2021 at 4.00 p.m.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

L&T 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:Signatureor failing him/her

(2) Name:

Address:

E-mail Id:Signatureor failing him/her

(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 Monday, April 5, 2021 at 4.00 p.m. 8th Floor, Brindavan,

Plot no. 177, CST Road, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolution as are indicated below:

Special Business:

1. Issuance of Non-Convertible debentures during FY 2021-22.

Signed this..... day..... of 2021.

.....
Signature of Member

Affix revenue stamp of Re.1

.....
Signature of first Proxy Holder Signature of second Proxy Holder Signature of third Proxy Holder

Note:

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.