

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@ltfs.com; Website: www.ltfs.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, November 4, 2019 at 11:00 a.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. Amendment of Articles of Association of the Company:**

To consider and if thought fit, to pass with or without modification the following Resolution as a Special Resolution, for amendment of the Articles of Association:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with rules thereunder (including any statutory modifications or re-enactment thereof), the consent of the members be and is hereby accorded, to substitute Article 71 of the Articles of Association of the Company with the following article:

“ARTICLE 71 – BUY BACK OF SHARES, SECURITIES AND COMMERCIAL PAPER

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other Securities or commercial paper.”

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof or any person authorised by the Board), be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient to give effect to the aforesaid resolution, including but not limited to filing the requisite forms with Ministry of Corporate Affairs, finalizing and/or executing any document, letter, agreement or undertaking, submission of necessary documents with any



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other authority and carrying out any change to the aforesaid article as required by any regulatory authority.”

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

**Gufran Ahmed Siddiqui
Company Secretary
FCS No: 9880**

Date: October 31, 2019
Place: Mumbai

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Kalina, Santacruz (East)
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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. The 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 and explanatory statement, if any, are available for inspection at the registered office on all working days of the Company, between 9.30 a.m. and 6.00 p.m. from the date of dispatch of the Notice up to and including the date of the EGM and at the EGM venue.



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ANNEXURE TO THE NOTICE

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

Item No.1:

The Company has been raising funds from the market by issuing various securities such as non-convertible debentures ("NCDs"), commercial paper ("CPs") etc. from time to time.

In the current scenario, wherein the liquidity in the market has dried up and raising funds at a competitive rate has become difficult, the Company may face situations wherein buying back its own securities would be one of the available options in the market to command the variations in the interest rates and to maintain asset liability mix of the Company.

As per the advice of the legal counsel, the Articles of Association of the Company ("AoA") needs to have a specific article to enable the Company to buy back NCDs, CPs and various other securities from time to time as and when opportunity arises in the market.

The current AoA is prepared as per provisions of Companies Act, 2013 ("the Act") and covers buyback of shares. Since buyback of NCDs, CPs, etc is not specifically covered under the Act, the AoA does not include provision for the aforesaid.

In view of the aforesaid, it was proposed to amend the article of the AoA of the Company as stated below:

| Existing Article | Revised Article |
|--|---|
| <p>71 – BUY BACK OF SHARES</p> <p>Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.</p> | <p>71 – BUY BACK OF SHARES, SECURITIES AND COMMERCIAL PAPER</p> <p>Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other Securities or commercial paper.</p> |

The Board of Directors of the Company ("Board") at its meeting held on October 18, 2019 had approved the amendment to the AoA of the Company as stated above.

Pursuant to and in terms of the provisions of Section 14 of the Act, any amendment to the AoA requires shareholders' approval by way of a special resolution. Accordingly, approval of the Members is being sought by way of a special resolution, as set out at Item No. 1 of this Notice, approving the amendment to the AoA of the Company.

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

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

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


**Gufran Ahmed Siddiqui
Company Secretary
FCS No: 9880**

Date: October 31, 2019
Place: Mumbai

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ATTENDANCE SLIP

EXTRA - ORDINARY GENERAL MEETING – MONDAY, NOVEMBER 4, 2019 AT 11:00 A.M.
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

FolioNo:

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, November 4, 2019 at 11:00 a.m.

.....
First /Soleholder/Proxy

.....
Secondholder/Proxy

.....
Thirdholder/Proxy

X

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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, November 4, 2019 at 11:00 a.m. at 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. Amendment of Articles of Association of the Company

Signed this..... day..... of 2019.

.....
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.

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