

Notice of the Fourth Annual General Meeting

Notice is hereby given that the Fourth Annual General Meeting of the Members of L&T Finance Holdings Limited will be held on Thursday, **August 9, 2012** at 3.00 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400 020, to transact the following business :

Ordinary Business :

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. A. K. Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. S. V. Haribhakti, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. V. Bhargava, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors or any Committee thereof to fix their remuneration.

Special Business:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT** Ms. Kamakshi Rao, who was appointed as an Additional Director of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956, proposing her candidature for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors
For L&T Finance Holdings Limited

Registered office:

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

Sd/-
N. Suryanarayanan
Company Secretary

Date: July 2, 2012
Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Members are requested to bring their copy of the Annual Report to the Meeting.
4. The Members/Proxies should fill the Attendance Slip for attending the meeting.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Meeting.
8. The register of the Members and share transfers would remain closed from Tuesday, August 7, 2012 to Thursday, August 9, 2012 (both days inclusive).
9. Brief profile of the Directors retiring by rotation and eligible for re-appointment and Directors proposed to be appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) is attached to the Notice.
10. In order to receive copies of Annual Reports and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to gogreen@ltfinanceholdings.com.
11. Investor Grievance Redressal: The Company has designated an exclusive e-mail id: igrc@ltfinanceholdings.com to enable investors to register their complaints, if any.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts relating to special business:

ITEM NO. 6

Ms. Kamakshi Rao, who has been appointed as an additional Director w.e.f. October 1, 2011 holds office up to the date of Fourth Annual General Meeting of the Company but is eligible for appointment. In terms of Section 257 of the Companies Act, 1956, the Company has received notice in writing along with a deposit of ₹ 500 from one of its Members signifying his intention to propose the candidature of Ms. Kamakshi Rao for the office of Director.

Accordingly, your Directors recommend the resolution for appointing Ms. Kamakshi Rao as a Director of the Company, for the approval of the Members.

Save and except Ms. Kamakshi Rao, none of the Directors is in anyway interested or concerned in the above resolution.

Profile of New Directors/Directors Retiring by Rotation and eligible for Re-appointment as required under Clause 49 of the Listing Agreement:

Name of the Director: Mr. Ajit Kumar Jain

Profile

Mr. Ajit Kumar Jain, aged 66, is a B.Com (Honours) graduate and holds a Masters Diploma in Public Administration from the Indian Institute of Public Administration. He completed his graduation in commerce from the University of Delhi. Mr. Jain is a nominee of the Specified Undertaking of the Unit Trust of India on the Board of Larsen & Toubro Limited. A retired Indian Administrative Service officer, he held important posts in the Government of India, including those of Director & Additional Controller of Capital Issues in the Investment Division of Ministry of Finance; Assistant to Executive Director, Asian Development Bank, Joint Secretary in the Banking Division of Ministry of Finance; Special Secretary, Ministry of Power and Secretary to the Government of India, Ministry of Finance (Department of Disinvestment). He has also served as a non-executive Director on the boards of several central and state PSUs including Canara Bank, Cochin Shipyard Limited, The Industrial Finance Corporation of India Limited and ITI Ltd. Mr. Jain has served as a member of the ADB Institute Advisory Council of the Asian Development Bank, for tenure of two years, from September 11, 2006 to September 10, 2008 and as a Member of Advisory Board on Bank, Commercial & Financial Frauds, constituted by Central Vigilance Commission, Government of India from July 1, 2007 to June 30, 2009.

Shareholding in the Company

Mr. Jain does not hold any share of the Company.

Other Directorships

1. Larsen & Toubro Limited; and
2. L&T Infrastructure Finance Company Limited

Committee Details

1. Chairman of Shareholders'/Investors' Grievance Committee of Larsen & Toubro Limited; and
2. Chairman of Shareholders'/Investors' Grievance Committee of L&T Finance Holdings Limited.

Name of the Director: Mr. Shailesh Vishnubhai Haribhakti

Profile

Mr. S. V. Haribhakti, aged 56, is managing partner of Haribhakti & Co., an accounting firm with a national footprint and Chairman of BDO Consulting Private Limited. He is a Chartered Accountant by profession. Mr. Haribhakti has an expertise in the area of corporate governance. He is also a member of the corporate governance committees of ASSOCHAM and CII. He has been awarded 'The Best Non-Executive Independent Director - 2007' award by The Asian Centre for Corporate Governance. He is also a member of the NSE in the Futures and Options Committee and the Securities and Exchange Board of India Committee on Disclosures and Accounting Standards.

Shareholding in the Company

Mr. Haribhakti does not hold any share of the Company.

Other Directorships

1. Pantaloon Retail (India) Limited
2. Hexaware Technologies Limited
3. Ambuja Cements Limited

4. Raymond Limited
5. ACC Limited
6. The Dhanalakshmi Bank Limited
7. Blue Star Limited
8. Mahindra Life space Developers Limited
9. Torrent Pharmaceuticals Limited
10. Future Capital Holdings Limited
11. J K Paper Limited
12. Everest Kanto Cylinder Limited
13. Future Value Retail Limited
14. BDO Consulting Private Limited
15. Advantage Moti India Private Limited
16. Quadrum Solutions Private Limited
17. J M Financial Asset Reconstruction Co. Private Limited
18. Milestone Ecofirst Advisory Services (India) Private Limited
19. Planet People & Profit Consulting Private Limited
20. Haribhakti SME Transformation & Support Solutions Limited

Committee Details

1. Chairman of the Audit Committee of Hexaware Technologies Limited
2. Chairman of the Audit Committee of Ambuja Cements Limited
3. Chairman of the Audit Committee of ACC Limited
4. Chairman of the Audit Committee of Raymond Limited
5. Member of the Audit Committee of Blue Star Limited
6. Member of the Audit Committee of The Dhanalakshmi Bank Limited
7. Member of the Audit Committee of Mahindra Lifespace Developers Limited
8. Member of the Audit Committee of Pantaloon Retail (India) Limited
9. Member of the Audit Committee of Torrent Pharmaceuticals Limited
10. Chairman of the Audit Committee of L&T Finance Holdings Limited

Name of the Director: Mr. Bhupendranath Vidyanath Bhargava

Profile

Mr. B.V. Bhargava, aged 76, has had a distinguished career in development banking and project finance for nearly three decades. Currently, Mr. Bhargava is Chairman of the Rating Committee of CRISIL Limited. A post graduate in commerce and a law graduate from the University of Bombay, Mr. Bhargava has had a varied and multifaceted experience which began with the Tariff Commission of India, where he was involved with various industries including cement, sugar and paper. His next assignment was with the Indian Investment Centre, where as Assistant Director at New York, he was closely involved with promotion of joint ventures. He joined ICICI in 1968 in the project appraisal department and rose to head various departments including the projects department and the Regional Office at Delhi. He retired from ICICI with effect from May 1, 1996 as Vice-Chairman and Managing Director. At ICICI he was closely involved with ICICI's innovative efforts in developing financial instruments and mechanisms tailored to the contemporary needs of Indian industry. He was also actively involved in raising foreign currency and rupee resources for ICICI. During his tenor with ICICI he has acquired deep knowledge of Indian industry and the problems of Industrial development. In the telecommunications sector, Mr. Bhargava was the chairman of the ICICI telecom group, a special group constituted by ICICI to advise the Government on key issues pertaining to reform of the telecommunications sector such as the creation of independent regulatory body and the entry conditions for private sector in telecom services. Mr. Bhargava has participated in a number of seminars on project evaluation and management and has addressed several forums on this topic. He is also on the board of various large companies including CRISIL.

Shareholding in the Company

Mr. Bhargava does not hold any share of the Company.

Other Directorships

1. L&T Infrastructure Finance Company Limited
2. CRISIL Limited
3. The Supreme Industries Limited
4. JK Lakshmi Cement Limited
5. ICICI Lombard General Insurance Company Limited
6. Excel Crop Care Limited
7. Grasim Bhiwani Textiles Limited
8. Grasim Industries Limited
9. Lakshmi Precision Screws Limited

Committee Details

1. Member of Audit Committee of CRISIL Limited
2. Chairman of Shareholders Grievance Committee of CRISIL Limited
3. Chairman of Audit Committee of JK Lakshmi Cement Limited
4. Chairman of Audit Committee of Grasim Industries Limited
5. Member of Remuneration Committee of Supreme Industries Limited
6. Chairman of Audit Committee of Excel Crop Care Limited
7. Member of Audit Committee of L&T Infrastructure Finance Company Limited
8. Chairman of Audit Committee of Grasim Bhiwani Textiles Limited
9. Member of Audit Committee of L&T Finance Holdings Limited

Name of the Director: Ms. Kamakshi Rao**Profile**

Ms. Kamakshi Rao aged 43 is an investment professional with over 15 years of experience. She earned her undergraduate degree from Harvard University, and her Masters degree from University of Pennsylvania. She is also a Chartered Financial Analyst.

Her last assignment was at Capital Group, where, as a Senior Vice-President, she was responsible for managing investments. She has managed investments in companies spanning a wide range of industries across Asia, Europe, the Middle East and Africa. Throughout her career, India has always been a core area of her responsibilities. She has a wealth of international work experience having been based in the United States, Singapore and Japan during the course of her career. She retired from The Capital Group in 2010.

Shareholding in the Company

Ms. Rao does not hold any share of the Company.

Details of Other Directorships

She is not a Director in any other Indian Company.

Committee Details

She is not a member of any Committee of any Indian Company.

None of the above Directors is related inter-se.

Registered office:

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

By Order of the Board of Directors
For L&T Finance Holdings Limited

Sd/-
N. Suryanarayanan
Company Secretary

Date: July 2, 2012
Place: Mumbai