

Notice of the Fifth Annual General Meeting

Notice is hereby given that the **Fifth Annual General Meeting** of the Members of L&T Finance Holdings Limited will be held on Thursday, **August 01, 2013** 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, 2013 and Statement of Profit and Loss for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare a dividend on preference shares.
3. To declare a dividend on equity shares.
4. To appoint a Director in place of Mr. R. Shankar Raman, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. 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. Mr. Subramaniam N., a Director due to retire by rotation at this Annual General Meeting, is not seeking re-election and accordingly it is "**RESOLVED THAT** the vacancy thereby caused be not filled up at this meeting or at any adjournment thereof."
7. Mr. M. Venugopalan, a Director due to retire by rotation at this Annual General Meeting, is not seeking re-election and accordingly it is "**RESOLVED THAT** the vacancy thereby caused be not filled up at this meeting or at any adjournment thereof."
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** Mr. R. Gopalakrishnan, 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 his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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: June 27, 2013
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 the 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 electronic form are requested to write their Client ID and DP ID 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 Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
9. The Register of Members and Share Transfer Books would remain closed from Tuesday, July 30, 2013 to Thursday, August 01, 2013 (both days inclusive).
10. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, August 30, 2013:
 - a) to all the Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, July 29, 2013; and
 - b) to all Beneficial Owners in respect of shares held in electronic form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Monday, July 29, 2013.
11. The facility of electronic credit of dividend directly to the respective bank accounts of the Members through Electronic Clearing Service (ECS) is arranged by the Company. This facility is currently available at the locations specified by RBI. This facility is in addition to the Bank Mandate Facility that already exists whereby bank account details are printed on the dividend warrants. The Members who would like to avail of the ECS Mandate Facility or the Bank Mandate Facility (if not done earlier) are requested to complete and submit the ECS Mandate Form to Company's Registrar and Share Transfer Agent (for shares held in physical form) or their Depository Participants (for shares held in electronic form) latest by Monday, July 29, 2013.
12. Brief profile of the Director retiring by rotation and eligible for re-appointment and Director proposed to be appointed, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed to the Notice.
13. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.ltfinanceholdings.com.
14. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and holidays, between 11.00 a.m. and 1.00 p.m, upto the date of the Annual General Meeting.
15. Investor Grievance Redressal: The Company has designated an exclusive e-mail id i.e. igrc@ltfinanceholdings.com to enable investors to register their complaints, if any.
16. **Note for Preference Shareholders:** A Member holding preference shares is entitled to attend the meeting and vote only on the resolution(s) which directly affects his rights.

ANNEXURE TO THE NOTICE

Explanatory Statement

As required by Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out material facts relating to the business under items 6, 7 & 8 of the accompanying Notice.

ITEM NO. 6 & 7

Pursuant to provisions of the Section 256 of the Companies Act, 1956, Mr. Subramaniam N. and Mr. M. Venugopalan, who were appointed as Independent Directors of the Company on September 25, 2010 and October 25, 2010 respectively, are liable to retire by rotation at the ensuing Annual General Meeting. The Company has received intimation from them that due to their prior commitments, they do not offer themselves for re-appointment.

Considering that the business of the Company is being carried out substantially through its subsidiaries and the Company being a holding company, it is proposed that the vacancies arising in this respect be not filled up at the current juncture.

The Company appreciates their contribution and support extended during their tenure as Directors on the Board of the Company.

ITEM NO. 8

Mr. R. Gopalakrishnan, who has been appointed as an Additional Director w.e.f. January 29, 2013 holds office up to the ensuing Annual General Meeting of the Company and 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 Mr. R. Gopalakrishnan for the office of Director.

Accordingly, your Directors recommend the resolution for appointing Mr. R. Gopalakrishnan as a Director of the Company, for the approval of the Members.

Save and except Mr. R. Gopalakrishnan, none of the Directors is in anyway interested or concerned in the above resolution.

Profile of the Director retiring by rotation and eligible for re-appointment and Director proposed to be appointed as required under Clause 49 of the Listing Agreement:

Name of the Director	Mr. R. Shankar Raman	Mr. R. Gopalakrishnan
Date of Birth	December 20, 1958	December 25, 1945
Date of Appointment on the Board	May 01, 2008	January 29, 2013
Brief Profile	Mr. R. Shankar Raman, aged 54, is the Chief Financial Officer and the member of the Board at L&T. He is a Non-Executive Director on the board of our Company and L&T Finance. Mr. Shankar Raman has a bachelor's degree in commerce from Madras University. He is a Chartered and Cost Accountant by profession. He has approximately 30 years of experience in the field of finance. He has experience in other varied areas such as audit, accounts, treasury, capital markets, corporate finance, project finance and general management. He joined L&T group in 1994 for setting up L&T Finance. After six successful years with L&T Finance, he moved to L&T to oversee the Finance & Accounting functions. He is on the board of several companies including international subsidiaries within the L&T group. Mr. Shankar Raman has participated and presented papers in several conventions/seminars including international conferences.	Mr. R. Gopalakrishnan, aged 67, has been a professional manager for 45 years from 1967 onwards: 31 years in Unilever and 14 years in TATA. He had served in Jeddah as Chairman of Unilever Arabia, in Bangalore as Managing Director of Brooke Bond Lipton India, and finally as Vice Chairman of Hindustan Lever. Currently, he is Director, Tata Sons Ltd. He is the Chairman of Tata Auto-Component Systems and Rallis India, the Vice Chairman of Tata Chemicals, and is a Director of Tata Power and Tata Technologies. He is an Independent Director on the boards of Akzo Nobel India and Castrol India. Mr. Gopalakrishnan studied physics at St Xavier's Calcutta, engineering at IIT Kharagpur and attended the Advanced Management Program at Harvard Business School. He is a Past President of All India Management Association.

Name of the Director	Mr. R. Shankar Raman	Mr. R. Gopalakrishnan
Directorships held in other companies (excluding Section 25 and foreign companies) as on April 25, 2013	1. L&T Investment Management Limited; 2. Larsen & Toubro Limited; 3. L&T Finance Limited; 4. L&T Power Development Limited; 5. L&T Infrastructure Development Projects Limited; and 6. L&T General Insurance Company Limited.	1. TATA Sons Limited; 2. TATA Chemicals Limited; 3. The TATA Power Company Limited; 4. Rallis India Limited; 5. TATA Autocomp Systems Limited; 6. TATA Technologies Limited; 7. Akzo Nobel India Limited; 8. Castrol India Limited; 9. Advinus Therapeutics Limited; 10. Metahelix Life Sciences Limited; 11. Dhaanya Seeds Limited; and 12. ABP Private Limited.
Memberships of committees across companies (includes only Audit & Shareholders'/ Investors' Grievance Committee)	A) Audit Committee: 1. L&T Finance Holdings Limited; 2. L&T Investment Management Limited; 3. L&T Finance Limited; 4. L&T Power Development Limited; 5. L&T Infrastructure Development Projects Limited; and 6. L&T General Insurance Company Limited. B) Shareholders'/ Investors' Grievance Committee: L&T Finance Holdings Limited	A) Audit Committee: 1. TATA Chemicals Limited; 2. Akzo Nobel India Limited; 3. Castrol India Limited; and 4. ABP Pvt. Limited. B) Shareholders'/ Investors' Grievance Committee: Nil
Shareholding in the Company	24,461	Nil
Relationship between directors inter-se	Nil	Nil

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: June 27, 2013

Place: Mumbai

GREEN INITIATIVE IN CORPORATE GOVERNANCE

As the Members are aware, the Ministry of Corporate Affairs ("MCA") vide its Circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 has undertaken "Green Initiative in Corporate Governance" by allowing companies to send various communications/documents (including notice of general meetings, annual report, etc.) to its Members through electronic mode, to the registered e-mail addresses of the Members. Accordingly, the Company requests the Members to take part in this initiative by extending their support which would go a long way in protecting the environment and also reducing costs.

In view of the above, the Members who hold share(s):

- in electronic form and have not registered their e-mail address with the depository participant, are hereby requested to promptly register their e-mail address for serving of documents by the Company in electronic mode.
- in physical form and have not registered their e-mail address with the Company/Registrar and Share Transfer Agent (RTA) of the Company, are hereby requested to register their e-mail address with the Company by sending an e-mail to gogreen@ltfinanceholdings.com.