

L&T Finance Limited

(formerly known as L&T Finance Holdings Limited)

Regd. Office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098, Maharashtra, India. CIN: L67120MH2008PLC181833 E-mail: <u>igrc@ltfs.com</u>; Website: <u>www.ltfs.com</u>; Phone: +91 22 6212 5000; Fax: +91 22 6212 5553

Notice of the Sixteenth Annual General Meeting

Notice is hereby given that the **Sixteenth Annual General Meeting** ("AGM") of the Members of **L&T Finance Limited** (formerly known as L&T Finance Holdings Limited) will be held on Tuesday, June 25, 2024 at 10.00 a.m. (IST) through electronic mode [video conference ("VC") or other audio-visual means ("OAVM")] to transact the following business:

Ordinary Business:

- 1. To consider and adopt the audited standalone financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024 and audited consolidated financial statements of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2024.
- 2. To declare dividend on Equity Shares.
- 3. To appoint a director in place of Mr. S. N. Subrahmanyan (DIN: 02255382), who retires by rotation, and being eligible, offers himself for re-appointment.
- 4. To appoint a director in place of Mr. R. Shankar Raman (DIN:00019798), who retires by rotation, and being eligible, offers himself for re-appointment.

5. Appointment of Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the circular dated April 27, 2021 issued by the Reserve Bank of India on Guidelines for Appointment of Statutory Auditors of NBFCs ("RBI Circular"), including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereof, for the time being in force, the Company hereby appoints M/s T R Chadha & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 006711N/N500028) and M/s Brahmayya & Co., Chartered Accountants (ICAI Firm Registration Number: 000515S) who have confirmed their eligibility as per Section 141 of the Act and RBI Circular, be appointed as the Joint Statutory Auditors of the Company to hold office for a term of 3 (three) consecutive years from the conclusion of Sixteenth Annual General Meeting ("AGM") till the conclusion of Nineteenth AGM.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Special Business:

6. Continuation of Mr. Pavninder Singh (DIN: 03048302) as a Director on the Board of the Company:

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

"RESOLVED THAT pursuant to Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and other applicable provisions, Mr. Pavninder Singh (DIN: 03048302), Nominee Director of the Company, who was appointed by the Members at the Ninth Annual General Meeting as a Director not liable to retire by rotation, approval be and is hereby given for his continuation as a Director on the Board of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion,



deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard and to give effect to this resolution and for the matters connected therewith or incidental thereto."

> By Order of the Board of Directors For L&T Finance Limited (formerly known as L&T Finance Holdings Limited)

> > Apurva Rathod Company Secretary ACS 18314

Date: April 27, 2024 Place: Mumbai

Notes:

- 1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the proposal is annexed to the notice of the AGM ("Notice").
- 2. Additional information for items 3, 4 and 5 as required under Regulation 36(3) and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of the Secretarial Standards -2 ("SS-2") is annexed to the Notice.
- 3. Ministry of Corporate Affairs ("MCA") has vide its various circulars issued from time to time (the latest circular being dated September 25, 2023) ("MCA Circulars") permitted the holding of the AGM through VC/OAVM. In compliance with the provisions of the Act, MCA Circulars and SEBI Listing Regulations, the Sixteenth AGM is being held through VC/OAVM on Tuesday, June 25, 2024 at 10.00 a.m. (IST). The deemed venue of the AGM shall be the registered office of the Company.

The procedure for joining the AGM through VC/OAVM is mentioned in the Notice.

4. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.

The route map, proxy form as well as the attendance slip are therefore, not annexed to this Notice.

- 5. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
- 6. The Company has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary (Membership No.: FCS – 4206) or failing him Mr. S. N. Vishwanathan, Practicing Company Secretary (Membership No.: ACS - 61955) as the scrutinizer for scrutinizing the entire voting process i.e., remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.
- Members are permitted to join the AGM through 7. VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and while the AGM is in progress, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Customer Protection Committee, Auditors, etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend the AGM and vote.
- 8. The attendance of the Members joining the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.



- 9. Members attending the AGM through VC/ OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for the business specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote again.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members/list of Beneficial Owners maintained by National Securities Depository Limited ("NSDL") and CDSL (NSDL and CDSL collectively referred as "Depositories") as on the cut-off date i.e., June 18, 2024 ("Cut-off date").
- 11. A person, whose name is recorded in the Register of Members/list of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
- 12. Any person who becomes a Member of the Company after sending of the Integrated Annual Report ("the Report") and holding shares as on the Cut-off date shall also follow the procedure stated herein.

A person who is not a Member as on the Cutoff date should treat this Notice for information purposes only.

- 13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
- 14. The Company has fixed June 18, 2024 as the record date for determining entitlement of Members to receive dividend for the financial year ended March 31, 2024, if approved by the Members at the AGM.
- 15. If the dividend as recommended by the Board is approved at the AGM, payment of such dividend will be made on or before July 25, 2024 subject to deduction of tax at source, as applicable:
 - to all the Members in respect of shares held in physical form whose names appear in the Company's Register of Members as at the close of business hours on the record date; and
 - to all Beneficial Owners in respect of shares held in dematerialised form whose names

appear in the list of Beneficial Owners furnished by Depositories as at the close of business hours on the record date.

16. Dividend income on equity shares is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in accordance with the provisions of the Income Tax Act,1961 ("IT Act") read with amendments thereof. The shareholders are requested to update their PAN with the Company/Registrar & Transfer Agents viz. Link Intime India Private Limited ("RTA") (in case of shares held in physical form) and with the Depositories/Depository Participants ("DPs") (in case of shares held in demat form).

Resident shareholders:

For resident shareholders, who have provided PAN, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 ("IT Act") at 10% on the amount of dividend.

Tax shall be deducted at source at 20% wherein:

- a. Shareholders do not have PAN/have not registered their valid PAN details in their demat account/with the Company/RTA.
- b. Shareholders are classified as specified persons (i.e., non-filers of Income-tax returns) under Section 206AB.
- c. Shareholders who have not linked PAN with Aadhaar as per the guidelines issued by Central Board of Direct Taxes ("CBDT").

No tax shall be deducted on the dividend payable to a resident shareholder:

- If the total dividend paid or likely to be paid to the resident individual shareholders during FY25 does not exceed ₹ 5,000;
- Individual shareholder submits Form 15G/ Form 15H/Nil withholding certificate/Lower withholding certificate and meets all the required eligibility conditions.
- Shareholders (other than individual) submits Nil withholding certificate/other exemption documents and meets all the required eligibility conditions.

Apart from cases stated above, following categories of shareholders are exempt from tax



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deduction at source as per second proviso to Section 194 of the IT Act:

- Life Insurance Corporation of India a.
- b. General Insurance Corporation of India/ The New India Assurance Company Limited/ United India Insurance Company Limited/ The Oriental Insurance Company Limited/ National Insurance Company Limited
- Any other insurer in respect of any shares C. owned by it or in which it has full beneficial interest
- d. Dividend income credited/paid to a "business trust", as defined in clause (13A) of Section 2, by a special purpose vehicle referred to in the explanation to clause (23FC) of Section 10.

The following payees are also not subject to tax deducted at source in view of the provisions of Sections 196 and 197A of the IT Act and CBDT notification:

- a. Government [Section 196(i)]
- b. Reserve Bank of India [Section 196(ii)]
- A corporation established by or under a C. Central Act which is, under any law for the time being in force, exempt from income-tax on its income [Section 196(iii)]
- Mutual Fund specified under Section 10(23D) d. [Section 196(iv)]
- any person for, or on behalf of, the New e. Pension System Trust referred to in Section 10(44) [sub-section 1E to Section 197A]
- f. Category I or a Category II Alternative Investment Fund (registered with Securities and Exchange Board of India ("SEBI") as per Section 115UB) as per notification 51/2015

In case, dividend income is assessed/taxable in the hands of a person other than the shareholder and TDS is applicable on such dividend, then such shareholder should file declaration with the Company in the manner prescribed in Rule 37BA of IT Rules.

Non-resident shareholders:

For a Foreign Portfolio Investor ("FPI"), taxes shall be deducted at source under Section 196D of the IT Act at 20% (plus applicable surcharge and cess).

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For other non-resident shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the IT Act, at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them.

No tax shall be deducted on the dividend payable to a non-resident shareholder if the shareholder submits Nil withholding certificate and meets all the required eligibility conditions.

FPI and the non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them

To avail benefit of rate of deduction of tax at source under DTAA, such FPI/non-resident shareholders will have to provide the following:

Self-attested copy of the PAN allotted by the a. Indian Income Tax authorities.

> In case of non-availability of PAN, following details and documents to be furnished:

- name, e-mail address, contact number; (i)
- address in the country of which the (ii) deductee is a resident;
- (iii) tax residency certificate;
- (iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.
- Tax residency certificate from the jurisdictional b. tax authorities confirming residential status which covers the period of FY25.
- Form 10F by the non-resident shareholder C. filed electronically on Income Tax Portal.
- d. Self-declaration by the non-resident shareholder as to:

- Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
- No Permanent Establishment/fixed base in India in accordance with the applicable tax treaty;
- Shareholder being the beneficial owner of the dividend income to be received on the equity shares;
- In case of Foreign Institutional Investor and Foreign Portfolio Investor, copy of SEBI registration certificate.

In case of non-resident shareholders, having permanent establishment in India and classified as "specified person" as per the provisions of Section 206AB, tax will be deducted at a rate higher of:

- i. twice the rate as per the provisions of IT Act; or
- ii. twice the rate in force; or
- iii. 5%.

General:

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the IT Act, we request resident shareholders, FPI and non-resident shareholders to upload the details and documents referred to in the Notice in the specified format and as applicable on the link <u>https://liiplweb.</u> linkintime.co.in/formsreg/submission-of-form-15g-15h.html. No communication on the tax determination/deduction shall be entertained beyond 11:59 p.m. (IST) on Friday, June 14, 2024.

Deduction of tax at a rate lower than statutory rate or no deduction of tax shall depend upon the completeness of the documents and the satisfactory review of the forms and the documents, submitted by resident shareholders, to the Company/RTA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review of the documents submitted, by FPI/non-resident shareholders to the Company/RTA.

Tax deducted by the Company is final and the Company shall not refund/adjust the tax so deducted subsequently.

- 17. Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which includes easy liquidity since trading is permitted in dematerialised form only, electronic transfer and elimination of any possibility of loss of documents. Any requests for transfer of securities are not permitted unless the securities are held in dematerialised form with a depository. Further, transmission or transposition of securities held in physical form can be effected only in dematerialised form.
- 18. Members holding shares in dematerialised form are requested to update with their respective DPs, their bank account details (account number, 9 digit MICR and 11 digit IFSC), e-mail address and mobile number. Members holding shares in physical form may communicate details to the Company/RTA before the record date, by quoting the folio no. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN card.
- 19. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
- 20. In line with MCA Circulars and circulars issued by SEBI, the Notice calling the AGM along with the Report is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A Member can request for a physical copy of the Report by sending an e-mail to the Company at *igrc@ltfs.com*. Members may note that the Report will also be available on the website of the Company at https://www.ltfs.com/ investors, the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and https://www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at https://www.evotingindia.com/noticeResults.jsp.



For the purpose of receiving the Notice of the AGM and the Report through electronic mode in case the e-mail address is not registered with the respective DPs/Company/RTA, Members may register the e-mail addresses by sending e-mail to the Company at *igrc@ltfs.com*. Please provide the below mentioned details in the e-mail:

- For Members holding shares in physical form: folio no., name of shareholder, scanned copy of the share certificate, PAN (self-attested scanned copy of PAN card).
- For Members holding shares in dematerialised form: DP ID & Client ID, name of the shareholder and PAN.

Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held in dematerialised form and with Company/RTA in case the shares are held in physical form.

- 21. All the documents referred in the Notice/ as required under the Act are available for inspection electronically from the date of dispatch of Notice till Tuesday, June 25, 2024. Members seeking to inspect such documents are requested to write to the Company at <u>igrc@ltfs.com</u>. Alternatively, all the documents are available for inspection at the registered office of the Company on any working day, between 11:00 a.m. (IST) to 1:00 p.m. (IST).
- 22. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail address i.e., <u>igrc@ltfs.com</u> to enable the investors to register their complaints/send correspondence, if any.
- 23. **Webcast:** The Company is providing the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the website of CDSL at <u>www.evotingindia.com</u> using the login credentials.
- 24. **Unclaimed Dividends:** Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund)

Rules, 2016, dividends which remain unclaimed/ unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund.

The Company requests the Members to claim the unclaimed dividends within the prescribed period. The details of the unclaimed dividends are available on the website of the Company at <u>https://www.ltfs.com/investors</u> and Ministry of Corporate Affairs at <u>www.iepf.gov.in</u>. Members can contact the RTA for claiming the unclaimed dividends standing to the credit in their account.

PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM AND E-VOTING DURING THE AGM:

The remote e-voting period begins on Saturday, June 22, 2024 from 9:30 a.m. (IST) and ends on Monday, June 24, 2024 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or dematerialised form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.

The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

A.1 Procedure and instructions for individual Members holding shares in dematerialised form:

Type of Members	Login Method
Individual Members holding securities in dematerialised form with CDSL	 Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. To login to Easi/Easiest, users are requested to visit CDSL website <u>www.cdslindia.com</u> and click on login icon & New System Myeasi Tab.

Type of Members	Login Method	Type of Members	Login Method
	 After successful login, the Easi/Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by the Company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider ("ESP") for casting the vote during the E-voting period. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs website directly. If the user is not registered for Easi/Easiest, option to register is available at the website of CDSL at <u>www.cdslindia.</u> <u>com</u>, click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access E-voting page. The system will authenticate the user by sending OTP on registered mobile & email address as recorded in the demat account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also be able to directly access the system of all ESPs. 		 click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter the user ID and password. After successful authentication, the user will be able to see E-voting services. Click on "Access to E-voting" under E-voting page. Click on company name or name of the user will be able to see E-voting page. Click on company name or name of the ESP and the user will be re-directed to ESP website for casting vote during the remote e-voting period or joining meeting through VC/OAVM & voting during the AGM. 2) If the user is not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com/</u>Select "Register Online for IDeAS Portal" or click at <u>https://www.evoting.nsdl.com/</u>either on a personal computer or on mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section. A new screen will open. The user will have to enter the user ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. After successful
Individual Members holding securities in dematerialised form with NSDL	 If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <u>https://eservices.nsdl.com</u> either on a personal computer or on mobile. Once the home page of e-Services is launched, 		authentication, the user will be redirected to NSDL Depository site wherein the user can see the E-voting page. Click on company name or ESP name and user will be redirected to the website of ESP for casting vote during the remote e-voting period or joining the AGM through VC/ OAVM & voting during the AGM.



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Type of Members	Login Method
Individual Members (holding securities in dematerialised form) logging in through their DPs	User can also login using the login credentials of demat account through user's DP registered with NSDL/CDSL for E-voting facility. After successful login, the user will be able to see E-voting option. Once the user clicks on E-voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see E-voting feature. Click on company name or name of the ESP and user will be redirected to ESP website for casting vote during the remote e-voting period or for joining the AGM through VC/ OAVM & voting during the AGM.

Important note: Members who are unable to retrieve user ID/password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Members holding securities in dematerialised form for any technical issues related to login through depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual	Members facing any
Members	technical issue in login can
holding	contact CDSL helpdesk
securities in	by sending a request at
dematerialised	<u>helpdesk.evoting@cdslindia.</u>
form with	<u>com</u> or contact at toll free
CDSL	no.: 1800 22 55 33.
Individual	Members facing any
Members	technical issue in login can
holding	contact NSDL helpdesk
securities in	by sending a request at
dematerialised	<u>evoting@nsdl.co.in</u> or
form with	contact at: 022-48867000 or
NSDL	022-24997000

A.2 Procedure and instructions for non-individual Members holding shares in dematerialised form and Members holding shares in physical form:

- The user should log on to the e-voting (i) website www.evotingindia.com.
- Click on "Shareholders/Members". (ii)
- (iii) Now enter the user ID

For CDSL: 16 digits beneficiary ID a.

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- b. For NSDL: 8 character DP ID followed by 8 digits client ID
- Members holding shares in physical C. form should enter folio no. registered with the Company.
- (iv) Next: Enter the image verification as displayed and click on "Login".
- If you are holding shares in dematerialised (v) form had logged on and to https://www.evotingindia.com and voted on an earlier resolution of any other company, then your existing password is to be used.

If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(vi) If you are a first time user, follow the steps given below:

	For Members holding shares in dematerialised form and physical form		
PAN	 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/ Depository Participant are requested to contact the Company through e-mail on <i>igrc@ltfs.com</i>. 		
Dividend bank details or date of birth (DOB)	 Enter the dividend bank details or DOB (in dd/mm/yyyy format) as recorded in the demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member ID/folio no. in the dividend bank details field by following the instructions. 		

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares dematerialised 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 the said 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Note for Non individual Members and Custodians:
 - Non-individual Members (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log onto <u>https://www.evotingindia.com</u> and register themselves as Corporates.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@</u> <u>cdslindia.com</u>.
 - 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 linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the board resolution and Power of Attorney (POA) issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual Members are required to mandatorily send the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the scrutinizer and to the Company,

if the aforesaid documents are not uploaded on the CDSL e-voting system, for verification by the scrutinizer.

- Click on Electronic Voting Sequence Number ("EVSN") of "L&T Finance Limited".
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the details of the resolution.
- After selecting the resolution(s) 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 modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- B. Procedure and instructions for Members attending the AGM through VC/OAVM:
 - (i) The procedure for attending the AGM & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 - (ii) The link for VC/OAVM to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 - (iii) Members are encouraged to join the AGM through laptops/iPads for better experience.
 - (iv) Members connecting through mobile devices or tablets or laptop connecting via mobile hotspot may experience loss of audio/video due to fluctuation in the network.

Members are required to allow camera and use an internet facility with a good bandwidth to avoid facing any disturbance during the AGM.







- (v) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio no., PAN, mobile number along with their queries at igrc@ltfs.com from June 18, 2024 from 9:30 a.m. (IST) to June 21, 2024 till 5:00 p.m. (IST). Those Members who have registered themselves as a speaker will be allowed to express their views/ask guestions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vi) Only those Members, who are present at the AGM through VC/OAVM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.
- (vii) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.

Members who have any queries or issues regarding attending AGM & e-voting using the CDSL e-voting system, can write an email to *helpdesk*. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Declaration of Results:

1) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or the person authorised by him, who shall countersign the same.

Financial

- Based on the scrutinizer's report, the Company will 2) submit within two working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3)of the SEBI Listing Regulations.
- The results declared along with the scrutinizer's 3) report, will be hosted on the website of the Company at https://www.ltfs.com and on the website of CDSL at https://www.evotingindia. com immediately after the declaration of the result by the Chairman or a person authorised by him in writing and communicated to the Stock Exchanges.

Important notice for investors holding nonconvertible securities of the Company:

SEBI has vide its circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 8, 2023 released a procedural framework for dealing with unclaimed interest, dividend and redemption amounts lying with entities having listed non-convertible securities and manner of claiming such amounts by investors. The Company has formulated a framework specifying the process to be followed by the investors for claiming their unclaimed amounts. The framework and details of unclaimed amounts are available on the website of the Company at www.ltfs.com/investors.



EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE DATED APRIL 27, 2024:

The following explanatory statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

ITEM NO. 5:

The Members of the Company at the Thirteenth Annual General Meeting ("AGM") held on July 28, 2021 had approved the appointment of M/s KKC & Associates LLP (ICAI Firm Registration No. 105146W/W100621) ("KKC") as the Statutory Auditors of the Company for a period of 3 consecutive years from the conclusion of the Thirteenth AGM to the conclusion of the Sixteenth AGM. Accordingly, KKC will complete the first term as the Statutory Auditors of the Company on conclusion of this AGM and thus, cease to be the Statutory Auditors of the Company on conclusion of the Sixteenth AGM.

Pursuant to Reserve Bank of India circular no. RBI/2021-22/25 ref. no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular") issuing Guidelines for Appointment of Statutory Auditors for NBFCs, NBFCs with asset size of ₹ 15,000 Cr and above as at the end of previous year are required to conduct the statutory audit under joint audit of a minimum of two audit firms (Partnership firms/Limited Liability Partnerships) and appoint joint statutory auditors for a continuous period of 3 years.

Consequent to the merger of the wholly-owned subsidiaries of the Company effective December 4, 2023, the asset size of the Company as at March 31, 2024 is more than ₹ 15,000 Cr. Thus, in view of the aforesaid regulatory requirements, the Company is required to appoint joint statutory auditors.

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee ("the Committee"), has recommended for the approval of the Members, the appointment of M/s T R Chadha & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 006711N/N500028) ("M/s T R Chadha & Co.") and M/s Brahmayya & Co. Chartered Accountants, (ICAI Firm Registration No. 000515S) ("M/s Brahmayya & Co."), as the Joint Statutory Auditors of the Company for a period of 3 consecutive years from the conclusion of Sixteenth AGM till the conclusion of Nineteenth AGM.

Before recommending the appointment of M/s T R Chadha & Co. and M/s Brahmayya & Co., as the Joint Statutory Auditors of the Company, the Committee considered various parameters as specified in the RBI Circular and Section 141 of the Companies Act, 2013 ("the Act"), like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge, experience of the partners etc., and found M/s T R Chadha & Co. and M/s Brahmayya & Co. to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. M/s T R Chadha & Co. and M/s Brahmayya & Co., fulfil the eligibility criteria, including relating to independence and conflict, as specified by the Reserve Bank of India.

M/s T R Chadha & Co. has been providing industry expertise to numerous multinationals as well as Indian companies for over 77 years. The firm has been committed to offer wide array of services spanning across assurance services, Internal Audit & Risk Advisory, Direct, Indirect and International Taxation & Consultancy services.

M/s Brahmayya & Co. is composed of experts specializing in Assurance, risk, Tax advisory and transaction services and has been rendering professional services for over 90 years. The firm helps to solve problems in finance and transactions, operations, technology, litigation, governance, risk, and compliance.

M/s T R Chadha & Co. and M/s Brahmayya & Co. have given their consent to act as the Joint Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act along with the RBI Circular.

The proposed remuneration to be paid to the Joint Statutory Auditors, M/s T R Chadha & Co. and M/s Brahmayya & Co. for FY25 is ₹ 186 lakhs. There is no material change in the fee payable to the Joint Statutory Auditors from that paid to KKC.



In view of the aforesaid, the Board recommends the ordinary resolution set forth in Item No. 5 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, are concerned/interested, financially or otherwise, in the said resolution.

ITEM NO. 6:

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 effective June 15, 2023, ("SEBI Listing Regulations") with effect from April 1, 2024, the continuation of a director (except the Whole-time Director, Managing Director, Manager, Independent Director or a Director retiring by rotation under Section 152(6) of the Companies Act, 2013) serving on the board of directors of a listed entity is subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more is subject to the approval of the shareholders in the first general meeting to be held after March 31, 2024.

Mr. Pavninder Singh (DIN: 03048302) was appointed as the Nominee Director on the Board of the Company, not liable to retire by rotation, effective June 15, 2017, by the Members at the Ninth Annual General Meeting held on August 28, 2017 in accordance with the terms of the Investment Agreement entered into between BC Investments VI Limited and BC Asia Growth Investments and the Company.

In view of the aforesaid, it is proposed to approve continuation of Mr. Pavninder Singh as a Director on the Board of the Company in accordance with the regulatory requirements.

Mr. Pavninder Singh serves as the partner at Bain Capital Private Equity, LP, as part of the Asia Pacific Private Equity team. He leads their efforts in India and Southeast Asia with a focus on Financial & Business Services and Industrial & Energy Verticals. Prior to that he was based in the New York office as part of the North American Private Equity industrials team.

Mr. Pavninder Singh has been closely involved with a number of Bain Capital's investments in the region, including Axis Bank, Hero MotoCorp, JM Baxi, L&T Finance, Quest Engineering, Chindata, Emcure Pharmaceuticals and Brillio.

Mr. Singh currently serves on the boards of Brillio, CitiusTech, 360 One and Porus Laboratories. Prior to Bain, he served as a Co-Chief Executive Officer of Medrishi.com. He also served as a Consultant at Mercer Management Consulting, where he consulted in the e-commerce, retail and energy industries.

Mr. Singh received an M.B.A. from Harvard Business School, where he was a Baker Scholar. He received a B.A. degree from Harvard College.

The Board recommends the ordinary resolution set forth in Item No. 6 of the Notice for approval of the Members.

Save and except Mr. Pavninder Singh, 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 said resolution.

Additional Information of the Directors seeking re-appointment at the Sixteenth AGM pursuant to SS-2 and SEBI Listing Regulations:

Name of the Director	Mr. S.N. Subrahmanyan (DIN: 02255382)	Mr. R. Shankar Raman (DIN: 00019798)
Date of Birth/(Age)	March 16, 1960 (64 years)	December 20, 1958 (65 years)
Qualifications	B.Sc., Engg. (Civil) and MBA Finance	B. Com from Madras University Chartered Accountant Cost Accountant
Date of first appointment on the Board	February 28, 2022	May 1, 2008
Remuneration	N.A ⁽¹⁾	N.A ⁽¹⁾
Experience/brief profile/ nature of expertise in specific functional areas	Mr. S. N. Subrahmanyan (SNS) is the Chairman & Managing Director of Larsen & Toubro, a multi-billion dollar conglomerate, spanning across Engineering, Infrastructure, Information Technology and Financial Services. He also holds diverse leadership positions as Chairman of the Company, Vice Chairman of LTIMindtree and L&T Technology Services, and Chairman of L&T Metro Rail (Hyderabad) Limited. SNS, over the years, has played a pivotal role in guiding L&T's infrastructure business to become the largest in India and among the biggest globally. Now, he is focused on driving L&T's diverse business interests towards new heights by leveraging the power of digitalisation, technology, transition to green energy and fostering a people-centric culture. This multi-pronged approach has already started pivoting L&T into a tech-driven engineering solutions and services powerhouse. Hailing from Chennai, SNS embarked on his professional journey with L&T in 1984 as a project planning engineer with a degree in civil engineering from the National Institute of Technology, Kurukshetra and a postgraduate degree in business management from Symbiosis Institute of Business Management, Pune. He furthered his education with an Executive Management Programme from the London Business School. Mentored by industry stalwarts, he took on roles of increasing responsibility across various business verticals and joined the L&T Board in 2011.	Mr. R. Shankar Raman is a qualified Chartered Accountant and a Cost Accountant. Over the past 40 years, Mr. R. Shankar Raman has worked in varied capacities in the field of finance. Mr. R. Shankar Raman joined L&T group in November 1994 to set up L&T Finance Limited, a wholly owned subsidiary (merged with the Company effective December 4, 2023). Over the years, Mr. R. Shankar Raman assumed responsibilities to oversee the entire finance function at the group level including functions like risk management, investor relations, mergers and acquisitions and legal. Mr. R. Shankar Raman was appointed as Chief Financial Officer of Larsen & Toubro Limited in September 2011 and subsequently elevated to the Board on October 1, 2011. Mr. R. Shankar Raman is also on the Board of Management of several companies within the L&T Group. Mr. R. Shankar Raman has been a recipient of several awards such as Best CFO of Asia in the Industrial Sector in a survey conducted by the prestigious New York based Institutional Investor Magazine, winner of Best CFO Awards from CNBC TV18, Financial Express, and Business Today. Mr. R. Shankar Raman is also the recipient of the Life Time Achievement award in the field of Finance from Financial Express.



Statutory Reports Financial Statements



leadership include the execution of diverse projects like the Statue of Unity, ITER, Dual Feed Crackers, Offshore Platforms, K9 Vajra, Atal Setu, Ayodhya Ram Mandir, in the offing Bullet Train and more – each recognised for being the 'tallest', 'largest, 'longest', 'smartest', 'most complex', or 'first' in their respective categories. His entrepreneurial mindset propelled L&T into untapped geographies, including the Middle East, Africa, and ASEAN, establishing the L&T's credentials globally. This has led to L&T being recognised among Asia's Most Honoured Companies by Institutional Investor, the Company of the Year by Business Standard in 2020, among the world's best employers on the Forbes' list and one of India's Best Employers among Nation-Builders in 2023 by the Great Place to Work (GPTW). SNS himself has garnered numerous accolades. He won the Eminent Engineer award from the Engineering Council of India in 2024. Apart from being featured on the cover of Fortune magazine's October 2023 edition as India's Best CEO, he is also the winner in the Infrastructure & Engineering category of the Business Today-PwC India's Best CEOs ranking in March 2022, was ranked 8th in the Construction Week Power 100 Ranking for 2022 and was honoured as the Infrastructure Person of the Year in 2012. In 2020, he achieved the Top CEO (Sell Side) and the 3rd Best CEO (Overall) in the All-Asia Executive Team Survey conducted by Institutional Investor and recognised as the CEO of	Mr. R. Shankar Raman is presently a member of the Advisory Committee to the Insolvency and Bankruptcy Board of India (IBBI) on Corporate Insolvency & Liquidation and also a member of the SEBI - Corporate Bonds and Securitization Advisory Committee (CoBoSAC). He is also a member of CII National Committee on Financial Reporting & CII National Committee for CFOs.
Team Survey conducted by Institutional Investor and recognised as the CEO of the Year by the leading Indian news channel, CNBC-Awaaz. His exemplary leadership was also recognised with the Emergent CEO Award in 2019, and he received the Leading Engineering Personality award from the Institution of Engineers (India) in 2014.	
SNS holds prominent positions within various industry bodies, construction institutions, and councils, showcasing his influential presence in these domains.	

		1
	As one of nine founding members of the Climate Finance Leadership Initiative India, he actively contributes to bringing global scale and influence to this significant initiative. Additionally, he serves as the regular honorary chairperson of the Board of Governors at the National Institute of Technology-Rourkela, a position bestowed upon him by the Education Ministry. In February 2021, he was appointed by the Union Ministry of Labour & Employment as the Chairman of the National Safety Council for two years. In this capacity, he guided the council in playing a crucial role in ensuring workplace safety under the new Occupational Safety, Health, and Working Conditions Code, 2020 (OSH Code, 2020). Beyond his professional pursuits, SNS embodies a diverse range of interests that reveal the multi-faceted dimensions of his personality. A cricket aficionado and a passionate runner, he emphasises the importance of physical activity through his daily walks and runs. Notably, his appreciation extends beyond sports and fitness, as he also finds solace and passion in the world of Western classical music.	
Terms and conditions of appointment/	Appointed as a Director I	iable to retire by rotation.
re-appointment		
Directorships held	1. Larsen & Toubro Limited	1. LTIMindtree Limited
in other companies	2. LTIMindtree Limited	2. Larsen & Toubro Limited
(excluding foreign	3. L&T Technology Services Limited	3. L&T Realty Developers Limited
companies) as on April 27, 2024	4. L&T Realty Developers Limited	4. L&T Seawoods Limited
2024	5. L&T Metro Rail (Hyderabad) Limited	5. L&T Metro Rail (Hyderabad) Limited
	6. L&T Semiconductor Technologies	
	Limited	
	7. LTIMindtree Foundation	
Memberships/	A. Nomination and Remuneration	A. Audit Committee
Chairpersonship of committees across	Committee	1. L&T Finance Limited (formerly known
companies as on April	1. Larsen & Toubro Limited (M)	as L&T Finance Holdings Limited) (M) 2. LTIMindtree Limited (M)
27, 2024 (only Statutory		3. L&T Metro Rail (Hyderabad) Limited
Committees as required		(M)
to be constituted under		B. Corporate Social Responsibility
the Act considered)		Committee
		1. Larsen & Toubro Limited (M)



		 C. Nomination and Remuneration Committee 1. L&T Finance Limited (formerly known as L&T Finance Holdings Limited) (M) D. Risk Management Committee L&T Finance Limited (formerly known as L&T Finance Holdings Limited) (M)
Listed entities from which the Director has resigned in the past three years	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N./	Α.
Shareholding in the Company (equity) including shareholding as a beneficial owner as on March 31, 2024	4,987	30,080
Relationship with other Directors/Manager/Key Managerial Personnel	None	
Number of Board Meetings attended during FY 2023-24	All meetings (i.e. Eleven out of Eleven meetings)	

1) Mr. S.N. Subrahmanyan and Mr. R. Shankar Raman are in the services of Larsen & Toubro Limited and draw remuneration from Larsen & Toubro Limited. They are not paid any commission or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

M : Member

By Order of the Board of Directors For L&T Finance Limited (formerly known as L&T Finance Holdings Limited)

> Apurva Rathod Company Secretary ACS 18314

Date: April 27, 2024 Place: Mumbai

INFORMATION AT A GLANCE

Day, Date and Time of AGM	Mode
Tuesday, June 25, 2024 at 10.00 a.m. (IST)	2 Video Conference ("VC") or Other Audio-Visu Means ("OAVM")
Participation through VC/OAVM	Contact information for VC or E-voting related issues
Member can login from 9.45 a.m. (IST) on the date of the AGM at <u>www.evotingindia.com</u>	Email: <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33
Cut-Off Date for E-voting	Speaker Shareholder Registration before AGM
Tuesday, June 18, 2024	E-mail at <u>igrc@ltfs.com</u> mentioning the name, DP I and Client ID/folio no., PAN, mobile number alor with the queries from June 18, 2024 from 9:30 a.r (IST) to June 21, 2024 till 5:00 p.m. (IST).
EVSN	Remote E-voting start date and time
L&T Finance Limited	8 June 22, 2024 from 9:30 a.m. (IST)
Remote E-voting end date and time	Remote E-voting website
June 24, 2024 at 5:00 p.m. (IST).	10 <u>www.evotingindia.com</u> <u>https://eservices.nsdl.com</u>
Name of E-voting Service Provider	Name of Registrar & Share Transfer Agents
Central Depository Services (India) Limited	Link Intime India Private Limited
Registration of Members' e-mail IDs for the purpose of the report through electronic mode	Record date for Dividend
In case the e-mail address is not registered with the respective DPs/Company/RTA, Members may register the e-mail addresses by sending e-mail to the Company at <u>igrc@ltfs.com</u>	Tuesday, June 18, 2024
Dividend payment date	Information of tax on Dividend FY24
On or before Thursday, July 25, 2024	The same is available on the Company's website a https://www.ltfs.com/investors