

**L&T Finance Limited (erstwhile Family Credit Limited)**

**Regd. Office:** Technopolis, 7<sup>th</sup> Floor, A Wing, Plot 4, Block-BP, Sec- V, Salt Lake, Kolkata -700 091  
CIN: U65910WB1993FLC060810; E-mail: [contact@ltfs.com](mailto:contact@ltfs.com); Website: [www.ltfs.com](http://www.ltfs.com)  
Phone no: +91 22 6212 5000 Fax: +91 22 6621 7509

**NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Fifth Annual General Meeting ("AGM") of the Members of L&T Finance Limited (erstwhile Family Credit Limited) will be held on Wednesday, August 8, 2018 at 1.00 p.m. at the registered office of the Company at Technopolis, 7<sup>th</sup> Floor, A Wing, Plot No.4, Block-BP, Sector-V, Salt Lake, Kolkata -700 091, to transact the following business:

**Ordinary Business:**

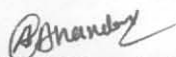
1. To consider and adopt the audited standalone financial statements of the Company together with the reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018 and consolidated financial statements of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Deloitte Haskins and Sells LLP., Chartered Accountants, as the 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 resolution passed by the Members at the Twenty Third Annual General Meeting ("AGM") of the Company held on June 15, 2016 in respect of the appointment of the Statutory Auditors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, ICAI Registration No. 117366W/W-100018, till the conclusion of the Twenty Eighth AGM, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Fifth AGM till the conclusion of the Twenty Sixth AGM and the appointment of the Statutory Auditors be and is hereby governed by the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof), be and is hereby authorized to decide and finalize the terms and conditions including remuneration of the Statutory Auditors."

By Order of the Board of Directors  
For **L&T Finance Limited**  
(erstwhile Family Credit Limited)

  
**Amit Bhandari**  
Company Secretary  
ACS No - 25871

**Date:** July 17, 2018  
**Place:** Mumbai

## NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FIFTH ANNUAL GENERAL MEETING ("AGM") 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 Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a 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 AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.
4. Proxy 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 9.00 a.m. and 6.00 p.m.
5. The Members are requested to bring their copy of the Annual Report to the AGM.
6. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
9. All documents referred to in the notice are available for inspection at the registered office on any working day of the Company, between 11:00 a.m. to 1:00 p.m. from the date of dispatch of the notice till Wednesday, August 8, 2018.
10. Additional information of a Director seeking appointment at the ensuing AGM, as required under Clause 1.2.5 of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to the Notice.

## ANNEXURE TO THE NOTICE

The statement as per the provisions of Section 102 of the Companies Act, 2013

Additional information of Directors seeking re-appointment at the Twenty Fifth Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Dinanath Dubhashi
Date of Birth/age	May 31, 1966 (52 years)
Qualifications	Post Graduate from IIM Bangalore B. E. (Mechanical) degree
Date of first appointment on the Board	December 31, 2012
Remuneration	N.A. <sup>(1)</sup>
Experience / Brief Profile	<p>Mr. Dinanath Dubhashi is the Managing Director &amp; Chief Executive Officer of L&amp;T Finance Holdings Limited, the holding company. He has a rich experience of over two decades in multiple domains in financial services such as Corporate Banking, Cash Management, Credit Rating, Retail Lending and Rural Financing. He has been with L&amp;T Financial Services since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segments and geographies.</p> <p>Under his leadership, retail business has grown both organically and inorganically to reach an asset size of around Rs. 28,000 Crore, serving more than 30 Lakh customers. He has also provided leadership to various functions such as Operations and Information Technology for L&amp;T Financial Services.</p> <p>Prior to this, he was associated with organizations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities.</p> <p>He is a Post Graduate from IIM Bangalore and also holds a B.E. (Mechanical) degree.</p>
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	1) L&T Finance Holdings Limited 2) L&T Infra Debt Fund Limited 3) L&T Housing Finance Limited

	4) L&T Infrastructure Finance Company Limited 5) L&T Investment Management Limited 6) L&T Infra Investment Partners Advisory Private Limited 7) L&T Capital Markets Limited
<b>Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)</b>	Annexure I
<b>Shareholding in the Company (Equity)</b>	One share, held jointly with L&T Finance Holdings Limited
<b>Relationship with other Directors / Manager / Key Managerial Personnel</b>	None
<b>Number of Board meetings attended during the FY 2017-18</b>	Five out of five Meetings

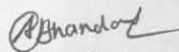
<sup>(1)</sup> Mr. Dinanath Dubhashi is in the services of L&T Finance Holdings Limited ("LTFH"), the holding company, and draws remuneration from LTFH. Mr. Dinanath Dubhashi has not been paid any commission, or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

**Annexure I**

**Memberships/ Chairmanships of committees across companies of Mr. Dinanath Dubhashi**

<b>Sr. No.</b>	<b>Name of the Companies</b>	<b>Name of Committee</b>	<b>Whether Member or Chairperson</b>
1.	L&T Finance Holdings Limited	Corporate Social Responsibility Committee	Member
2.	L&T Infrastructure Finance Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Stakeholder's Relationship Committee	Chairperson
3.	L&T Infra Debt Fund Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
4.	L&T Housing Finance Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
5.	L&T Capital Markets Limited	Corporate Social Responsibility Committee	Member
6.	L&T Investment Management Limited	Corporate Social Responsibility Committee	Member
7.	L&T Infra Investment Partners Advisory Private Limited	Corporate Social Responsibility Committee	Member
8.	L&T Finance Limited (erstwhile known as Family Credit Limited)	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholder's Relationship Committee	Chairperson

By Order of the Board of Directors  
For L & T Finance Limited  
(erstwhile Family Credit Limited)

  
**Amit Bhandari**  
Company Secretary  
ACS No - 25871

**Date:** July 17, 2018  
**Place:** Mumbai



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**ATTENDANCE SLIP**

**TWENTY FIFTH ANNUAL GENEAL MEETING – WEDNESDAY, AUGUST 8, 2018 AT 1.00 P.M.**

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. : .....

DP ID & Client ID: .....

Name : .....

Address : .....

.....

**I certify that I am a registered member/proxy for the registered member of the Company.**

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company held at Technopolis, 7<sup>th</sup> Floor, A Wing, Plot No.4, Block-BP, Sector-V, Salt Lake, Kolkata -700 091 on Wednesday, August 8, 2018 at 1.00 p.m.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

.....

**L&T Finance Limited (erstwhile Family Credit Limited)**

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**PROXY FORM**

**Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : .....  
Registered address : .....  
E-mail ID : .....  
Folio No. : .....  
DP ID & Client ID : .....

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

- (1) Name: .....  
Address: .....  
E-mail Id: ..... Signature ....., or failing him
- (2) Name: .....  
Address: .....  
E-mail Id: ..... Signature ....., or failing him
- (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 Twenty Fifth Annual General Meeting of the Company, to be held on Wednesday, August 8, 2018 at 1.00 p.m. at Technopolis, 7<sup>th</sup> Floor, A Wing, Plot No.4, Block-BP, Sector-V, Salt Lake, Kolkata -700 091 and at any adjournment thereof in respect of such resolution as are indicated below:

**Ordinary Business:**

1. Adoption of standalone and consolidated financial statements for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation and being eligible offers herself for re-appointment.
3. Ratification of appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2018

.....

Signature of Member

.....

Affix revenue  
stamp of  
Re.1

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

**Note:**

1. 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.