

February 7, 2024

National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

BSE Limited

Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Symbol: L&TFH

Security Code No.: 533519

Kind Attn: Head – Listing Department / Dept. of Corporate Communications

Sub: Submission of notice of postal ballot

Dear Sir(s) / Madam(s),

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter dated January 23, 2024, informing inter alia about change in the directors, please find enclosed the copy of the notice of postal ballot (“Postal Ballot Notice”) for seeking approval of the Members for the resolutions provided in the Postal Ballot Notice which is being sent through electronic mode to the Members of the Company.

The Postal Ballot Notice is also available on the website of the Company at www.ltfs.com.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

Apurva Rathod
Company Secretary and Compliance Officer

Encl: as above

L&T Finance Holdings Limited
Registered Office

Brindavan, Plot No. 177, C.S.T Road
Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67120MH2008PLC181833

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www.ltfs.com

L&T FINANCE HOLDINGS LIMITED

Registered Office: Brindavan, Plot No. 177, CST Road, Kalina, Santacruz (East),
Mumbai - 400 098, Maharashtra, India. **CIN:** L67120MH2008PLC181833

Email: igrc@ltps.com; **Website:** www.ltps.com; **Phone:** +91 22 6212 5000; **Fax:** +91 22 6212 5553

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("MA Rules"), Secretarial Standard on General Meetings ("SS-2"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations, that it is proposed to seek the consent of the members ("Members") of L&T Finance Holdings Limited ("the Company"), for the resolutions appended below, by way of postal ballot ("Postal Ballot") using remote electronic voting ("E-voting") facility.

The proposed resolutions and explanatory statement pursuant to the provisions of Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions are included hereinafter for consideration of the Members.

The Ministry of Corporate Affairs, Government of India ("MCA") vide various circulars issued from time to time (the latest being circular dated September 25, 2023) (collectively "MCA Circulars") has prescribed the framework for passing of resolutions through Postal Ballot up to September 30, 2024. As per the MCA Circulars, the communication of assent / dissent of the shareholders in respect of the Postal Ballot can take place only through E-voting facility. Thus, the requirements provided under Rule 20 of the MA Rules relating to E-voting facility shall be applicable mutatis mutandis for passing of resolutions through Postal Ballot.

Further, in accordance with the MCA Circulars, the notice for Postal Ballot ("Postal Ballot Notice") is being sent through email to all the Members who have registered their email address with the Company (including the Registrar and Share Transfer Agent i.e., Link Intime India Private Limited ("RTA") / depository / depository participants). The communication of assent / dissent of the Members will take place only through the E-voting facility.

SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. Sudipta Roy (DIN: 08069653) as the Managing Director and Chief Executive Officer 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 149, 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, Mr. Sudipta Roy (DIN: 08069653), in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as the Managing Director and Chief Executive Officer of the Company, for a term of 5 (five) years with effect from January 24, 2024 upto January 23, 2029 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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."

Item No. 2

Redesignation of Mr. Dinanath Dubhashi (DIN:03545900) as the Whole-Time Director 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 149, 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, Mr. Dinanath Dubhashi (DIN: 03545900), be and is hereby redesignated as the Whole-Time Director of the Company with effect from January 24, 2024 upto April 30, 2024 on such terms and conditions as set out in the resolution and the explanatory

statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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."

Item No. 3

Appointment of Dr. R. Seetharaman (DIN: 01846777) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder read with Schedule IV of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws / statutory provisions, if any (including statutory modification(s) or amendment(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Dr. R. Seetharaman (DIN: 01846777), who was appointed as an Additional Director of the Company, and is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. from January 23, 2024 to January 22, 2029."

Item No. 4

Reappointment of Ms. Nishi Vasudeva (DIN:03016991) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder read with Schedule IV of the Act and 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), Ms. Nishi Vasudeva (DIN: 03016991) who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, proposing her candidature for the office of the Director, be and is hereby reappointed as an Independent Director of the

Company for another term of 5 consecutive years with effect from March 15, 2024 to March 14, 2029."

Item No. 5

Revision in the overall borrowing powers of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded, to borrow, from time to time, any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from any one or more other banks, persons, firms, companies / bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and / or any entity / entities or authority / authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures / bonds, commercial papers, long / short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, pass through certificates, syndicated loans, commercial borrowing from multilateral financial institutions, either in rupees and / or in such other foreign currencies as may be permitted under law from time to time, and / or any other instruments / securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, such that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.1,50,000 Crore (Rupees One Lac Fifty Thousand Crore).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Item No. 6

Creation of mortgage / charge on the assets:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Memorandum

and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Members, be and is hereby accorded, to sell, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures / bonds and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed with the lender(s), agent(s) and / or trustee(s).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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

Apurva Rathod
Company Secretary
ACS 18314

Date: January 23, 2024
Place: Mumbai

Notes:

1. The explanatory statement as required under Section 102 of the Act setting out all material facts and reasons for the proposal is annexed to the Postal Ballot Notice.
2. Additional information of the Directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole-Time Director) as required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2 is annexed to the Postal Ballot Notice.
3. The approval of the Members in terms of requirements under the Act and the SEBI Listing Regulations, is sought through Postal Ballot.
4. In compliance with provisions of Sections 108 of the Act, Rule 20 of the MA Rules, SS-2, Regulation 44 of the SEBI Listing Regulations and relevant MCA Circulars, the Company is providing its Members the facility to exercise the right to vote electronically on the Postal Ballot through the E-voting facility. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (“CDSL”) to facilitate E-voting. The detailed procedure with respect to the E-voting facility is mentioned under section, “Instructions for voting through electronic means”. Members can cast their votes only through the E-voting facility.
5. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Monday, February 5, 2024 (“Cut-Off Date”) will be entitled to vote through the E-voting facility. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members / Beneficial Owners as on the Cut-Off Date. A person who is not a Member as on the Cut-Off Date should treat the Postal Ballot Notice for information purpose only.
6. In case of joint holders, only such joint holder whose name stands first in the Register of Members / Register of Beneficial Owners as on the Cut-Off Date as received from the depositories in respect of such joint holding will be entitled to vote.
7. The voting commences on Monday, February 12, 2024 from 9.00 a.m. (IST) and ends on Tuesday, March 12, 2024 at 5.00 p.m. (IST). Please note that E-voting will be disabled for voting after the said date and time.
8. Once the vote on the resolutions is cast by a Member, the Member shall not be allowed to change it subsequently. Any request for voting through email or other mode will not be accepted.
9. The Company has appointed Mr. Alwyn D’Souza, Practising Company Secretary (Membership No.:

FCS - 5559) or failing him Mr. Jay D'Souza, Practising Company Secretary (Membership No.: FCS - 3058) as the Scrutinizer for scrutinizing the E-voting process to ensure that the process is carried out in a fair and transparent manner.

10. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the depositories as on the Cut-Off Date. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose email addresses are registered with the Company (including the RTA) / depositories / depository participants and the physical Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members. The Postal Ballot Notice will also be available on the Company's website at www.ltfs.com and websites of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of CDSL at www.evotingindia.com.
11. For the purpose of receiving the Postal Ballot Notice through electronic mode in case the email address is not registered with the Company / RTA / depositories / depository participants, Members may register the email address by sending an email to the Company at igrc@ltfs.com. Please provide the below mentioned details in the email:
 - For Members holding shares in physical form: Folio number, name of the shareholder, scanned copy of the share certificate, PAN (self-attested scanned copy of PAN card).
 - For Members holding shares in dematerialized form: DP ID and Client ID, name of the shareholder and PAN.
12. Members who have not yet registered their email addresses are requested to register the same with their depository participants in case the shares are held by them in dematerialized form and with Company / RTA in case the shares are held by them in physical form.
13. The resolutions as stated in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed at a General Meeting of the Members, on the last date specified by the Company for E-voting i.e., March 12, 2024.
14. All the relevant documents referred to in the Postal Ballot Notice are available for inspection by the Members from the date of dispatch of the Postal Ballot Notice till March 12, 2024. Members seeking to inspect such documents are requested to write to the Company at igrc@ltfs.com along with the folio number / DP ID and Client ID. Alternatively, the documents can be inspected at the registered

office of the Company on any working day, between 11:00 a.m. (IST) to 1:00 p.m. (IST)

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

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

Type of Members	Login Method
Individual Members holding securities in dematerialized form with CDSL	<ol style="list-style-type: none"> 1) 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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 for casting the vote during the E-voting period. Additionally, there are also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting Service Providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at the website of CDSL at www.cdslindia.com, click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access E-voting page by providing demat account number and PAN from a E-voting link available on www.cdslindia.com home 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 E-voting Service Providers.

Type of Members	Login Method
Individual Members holding securities in dematerialized form with National Securities Depository Limited ("NSDL")	<p>1) 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: https://eservices.nsd.com either on a personal computer or on mobile. Once the home page of e-Services is launched, 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 services and the user will be able to see E-voting page. Click on company name or E-voting Service Provider's name and the user will be re-directed to E-voting Service Provider's website for casting vote during the E-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 authentication, the user will be redirected to NSDL Depository site wherein the user can see the E-voting page. Click on company name or E-voting Service Provider name and the user will be redirected to E-voting Service Provider website for casting the vote during the E-voting period.</p>

Type of Members	Login Method
Individual Members (holding securities in dematerialized form) logging in through their DPs	User can also login using the login credentials of demat account through user's Depository Participant 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 the company name or E-voting Service Provider name and the user will be redirected to E-voting Service Provider's website for casting vote during the E-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 or 022 - 2499 7000

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

- (i) The user should log on to the E-voting website www.evotingindia.com.
- (ii) Click on "Shareholders".
- (iii) Now enter the User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8-character DP ID followed by 8 digits client ID
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (iv) Next: Enter the image verification as displayed and click on "Login".

- (v) If the user is holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier resolution of any other company, then the existing password is to be used.
- (vi) If the user is a first-time user, follow the steps given below:

For Members holding shares in dematerialized form and physical form	
PAN	<ul style="list-style-type: none"> Enter your 10 digit alphanumeric 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 email on igrc@ltfs.com.
Dividend bank details or date of birth (DOB)	<ul style="list-style-type: none"> 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 number 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 in dematerialized 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 on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if the aforesaid documents are not uploaded on the CDSL E-voting system for the Scrutinizer to verify the same.
- (xi) Click on Electronic Voting Sequence Number ("EVSN") of "L&T Finance Holdings Limited".
- (xii) 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 resolutions and option NO implies that you dissent to the resolutions.
- (xiii) Click on the "RESOLUTIONS FILE LINK", if you wish to view the details of the resolutions.
- (xiv) After selecting the resolution 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

If you have any queries or issues regarding E-voting on the CDSL e-voting system, you 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:

The Scrutinizer shall submit the Scrutinizer's Report of the total votes cast in favour or against the resolutions as stated in the Postal Ballot Notice and invalid votes, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same. The results will be declared on or before 8.30 p.m. (IST) on Wednesday, March 13, 2024, at the registered office of the Company.

Based on the Scrutinizer's Report, the Company will submit to the stock exchanges within two working days of the conclusion of the E-voting, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

The results of the Postal Ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.ltfs.com and on the website of CDSL at www.evotingindia.com and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT, ANNEXURE TO AND FORMING PART OF THE POSTAL BALLOT NOTICE DATED JANUARY 23, 2024

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

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee of the Company ("NRC"), the Board of Directors had approved the appointment of Mr. Sudipta Roy as the Chief Operating Officer of the Company effective July 1, 2023 and the proposal for his appointment as the Managing Director and Chief Executive Officer of the Company ("MD & CEO") with effect from January 24, 2024 (subject to completion of necessary regulatory and / or statutory compliances).

In view of the aforesaid and based on the recommendation of the NRC, the Board at its meeting held on January 23, 2024 has approved the appointment of Mr. Sudipta Roy (DIN: 08069653) as an Additional Director with effect from January 24, 2024 and subject to approval of the Members, as the MD & CEO for a period of 5 (five) years with effect from January 24, 2024 till January 23, 2029, on such terms and conditions as stated in the agreement duly approved by the Board. Mr. Roy is not disqualified from being appointed as a Director in terms of the Act.

Mr. Roy is a consumer banking and payments professional with over 24 years of financial services experience. He joined the Company from ICICI Bank, where he served as Group Head and managed diverse businesses like Unsecured Assets, Cards, Payment Solutions, Student Ecosystem, E-commerce and Merchant Ecosystem, Millennial Banking and API Banking. Before his assignment with ICICI Bank since 2010, he has worked for Citibank and Deutsche Bank.

Mr. Roy has a deep understanding of consumer finance, cards and retail loans, lending and payments technology systems and associated risk management practices and has worked extensively in India, China and Canada in the consumer lending and payments business, having built green-field lending and cards businesses in all three countries.

He was voted as one of the Top 50 Digital Finance Influencers in the country in 2024 as well as the top 30 Fintech Influencers in India in the year 2021 and is a speaker at various forums on Retail Lending and Credit, History of Payments, Risk and Fraud Control and Future of Payments business.

Mr. Roy has also been a part of several Government and Reserve Bank of India committees in areas of transit payment systems, banking security and retail payments.

He is a chemical engineer from Indian Institute of Technology, Kharagpur and MBA from XLRI School of Management, Jamshedpur.

As required under Section 196(4) of the Act, the material terms and conditions of the agreement entered into with Mr. Roy ("Agreement") are as under:

a. Basic Salary:

In the range of Rs. 1,23,00,000/- (Rupees One Crore Twenty Three Lac Only) to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac only) per annum.

b. Allowances:

- House Rent Allowance – In the range of Rs. 61,50,000/- (Rupees Sixty One Lac Fifty Thousand Only) to Rs.75,00,000/- (Rupees Seventy Five Lac Only) per annum.
- Special Allowance – In the range of Rs. 94,57,370/- (Rupees Ninety Four Lac Fifty Seven Thousand Three Hundred Seventy Only) to Rs.1,15,00,000/- (Rupees One Crore Fifteen Lac Only) per annum.
- Leave Travel Allowance – In the range of Rs. 10,25,000/- (Rupees Ten Lac Twenty Five Thousand Only) to Rs.12,50,000/- (Rupees Twelve Lac Fifty Thousand Only) per annum.

c. Variable Remuneration:

In the range of Rs. 1,00,00,000/- (Rupees One Crore Only) to Rs.1,25,00,000/- (Rupees One Crore Twenty Five Lac Only) per annum at 100%, and paid out based on targets fixed, achieved and reviewed and approved by the NRC.

d. Retention / catchup pay:

Retention / catchup pay will be paid on an annual basis as per the guidelines formulated and approved by the NRC subject to overall remuneration being within the regulatory limits.

e. ESOPs:

ESOPs granted pursuant to approval of the NRC will vest as per the approved vesting schedule. Any additional ESOPs will be granted based on the guidelines formulated and approved by the NRC.

f. Perquisites:

- The MD & CEO shall be entitled to club membership, telephone and other communication facilities at residence, medical and personal accident insurance, term life insurance, all other benefits applicable to other employees, etc., in accordance with the policies of the Company.
- The MD & CEO shall be entitled to use of a new Company car (owned / leased or hired) of value Rs. 50,00,000/- (exclusive of applicable taxes), for a block of 5 years or until the efflux of his tenure as MD & CEO, whichever is earlier, for use on Company's business.

- The MD & CEO shall be eligible to avail of the benefits under the Matching Grant Scheme available to employees.
- The MD & CEO shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, Superannuation Fund, earned leave and encashment of earned leave at the end of the tenure as per Company rules.

The salary and other compensation payable by the Company to the MD & CEO will be subject to compliance with the applicable regulatory provisions.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay to the MD & CEO, salary and allowances (other than variable remuneration stated in clause (c)) as specified above and subject to Schedule V of the Act.

A copy of the Agreement would be available for inspection by the Members.

It is proposed to seek Members' approval for appointment of Mr. Sudipta Roy as the MD & CEO and payment of remuneration thereof, in terms of the applicable provisions of the Act.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Mr. Roy for the office of a Director.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich experience of Mr. Roy and accordingly, recommends the resolution set forth in Item No. 1 of the Postal Ballot Notice for approval of the Members.

Save and except Mr. Sudipta Roy, being the appointee, 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. 2:

Based on the recommendation of the NRC, the Board at its Meeting held on January 23, 2024, has approved the redesignation of Mr. Dinanath Dubhashi as the Whole-Time Director of the Company ("WTD") with effect from January 24, 2024 until April 30, 2024, on the terms and conditions as stated in the agreement duly approved by the Board. Mr. Dubhashi is not disqualified from serving as a WTD in terms of the Act.

During his tenure as the WTD, Mr. Dubhashi will be responsible to oversee and assist in the smooth transition of leadership. Additionally, he will act as the special advisor to the Chairman of the Board.

With a rich experience of over 3 (three) decades, Mr. Dubhashi has worked in multiple domains of Financial Services such as Retail & Infrastructure lending, Rural Finance, Corporate Banking, Cash Management, Credit Ratings, Insurance and Wealth Management.

Mr. Dubhashi has been associated with L&T Finance ("LTF") since 2007 and has been instrumental in scaling up the retail businesses manifold, across customer segments and geographies. During his tenure as the Managing Director & Chief Executive Officer of the Company since 2016 until January 23, 2024, LTF has achieved several market leading positions in flagship products like Rural Group Loans & Micro Finance, Farm Equipment Finance and Two-wheeler Finance.

Mr. Dubhashi has been instrumental in conceptualising the Company's transformational strategic vision 'Lakshya 2026' aimed at transforming LTF into a top-class digitally-enabled, customer focused Fintech@Scale. By focusing on increasing the retail proportion of loan book and reducing the wholesale business, Mr. Dubhashi has led the organisation to deliver Retailisation of over 80%, Retail growth of over 25% CAGR, pristine Retail Asset Quality and optimum Retail RoA.

He has also built a strong digital and data analytics foundation for the Company, leading to best-in-class customer value proposition and Turn Around Time (TAT) for loan approvals and disbursals. The increase in Retail proportion of loan book under his leadership has been built on the foundations of distinctive digital and analytics-based offering and a robust risk management framework.

Prior to joining LTF in 2007, Mr. Dubhashi was associated with organisations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities.

In addition to his responsibilities at LTF, Mr. Dubhashi has also been co-chairing the FICCI Committee on NBFCs since 2018 and is also on the board of Finance Industry Development Council (FIDC) – a representative body of NBFCs.

He is a Postgraduate from IIM Bangalore and holds a B.E. (Mechanical) degree.

As required under Section 196(4) of the Act, the material terms and conditions of the agreement entered into with Mr. Dubhashi ("Agreement") are as under:

a. Basic Salary:

Rs. 1,92,14,988/- (Rupees One Crore Ninety Two Lac Fourteen Thousand Nine Hundred Eighty Eight Only) per annum.

b. Allowances:

- Special Allowance - Rs. 1,59,76,020/- (Rupees One Crore Fifty Nine Lac Seventy Six Thousand Twenty Only) per annum.
- Leave Travel Allowance - Rs. 14,00,004/- (Rupees Fourteen Lac Four Only) per annum.

c. Variable Remuneration:

Variable remuneration will be paid out based on targets fixed, achieved and reviewed and approved by the NRC.

d. Retention / catchup pay:

Retention / catchup pay will be paid as per the guidelines formulated and approved by the NRC subject to overall remuneration being within the regulatory limits.

e. ESOPs:

ESOPs granted pursuant to approval of the NRC will vest as per the approved vesting schedule.

f. Perquisites:

- The WTD shall be entitled to club membership, telephone and other communication facilities at residence, medical and personal accident insurance, term life insurance, all other benefits applicable to other employees, etc., in accordance with the policies of the Company.
- The WTD shall be eligible to avail of the benefits under the Matching Grant Scheme available to employees.
- The WTD shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, Superannuation Fund, earned leave and encashment of earned leave at the end of the tenure as per Company rules.
- All other benefits / perquisites to which Mr. Dinanath Dubhashi is entitled to as on the date of the Agreement or as may be approved by the NRC.

A copy of the Agreement would be available for inspection by the Members.

It is proposed to seek Members' approval for redesignation of Mr. Dinanath Dubhashi as the WTD and payment of remuneration thereof, in terms of the applicable provisions of the Act.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich experience of Mr. Dubhashi to oversee and assist in the smooth transition of leadership and accordingly, recommends the resolution set forth in Item No. 2 of the Postal Ballot Notice for approval of the Members.

Save and except Mr. Dubhashi, 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. 3:

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on January 23, 2024 has appointed Dr. R. Seetharaman (DIN: 01846777) as an Additional Director with effect from January 23, 2024 and subject to approval of the Members, as an Independent Director of the Company for a term of five consecutive years with effect from January 23, 2024 till January 22, 2029.

Dr. R. Seetharaman, former Chief Executive Officer of Doha Bank (2007 – 2022), is a prominent personality in the banking industry throughout the Middle East, an economic expert who has achieved remarkable success for his contributions to Banking, Trade, Investment, Economics, Environment, Social responsibility, Philanthropy and Charity. Post his successful Finance / Banking career of over 40 years he has adopted six sustainable development goals from United Nations and has registered a Non-profit organisation "Seetharaman School of Sustainable Development" with the vision of contributing to global sustainable development.

He is a Chartered Accountant and holds certificate in IT systems and Corporate Management, whilst being a gold medalist in his graduation Bachelor of Commerce.

He is recipient of multiple doctorates from leading universities of the world, including 3 PhDs.

- PhD in Global Governance by European University
- PhD in Green Banking and Sustainability from Sri Sri University
- PhD in Economic Implications of Global citizenship by Sri Sharda Institute of Indian Management
- Doctorate of Laws by Washington College for his unique and valuable contribution to society in the field of banking and knowledge management
- Doctorate of Honoris Causa from European University for his contribution to global governance and social responsibility
- Doctor of Philosophy (Honorary) by Arts, Science and Technology University, Lebanon (AUL) for his valuable contribution to Banking and Finance

In 2017, he was recognized and conferred by the Government of India with the prestigious Pravasi Bharatiya Samman Award, the highest honour conferred on overseas Indians by the Government of India.

Dr. R. Seetharaman was honoured with the "Green Economy Visionary Award" in 2016 by Union of Arab Banks for his contribution in promoting green economies. He was also honoured "Global Excellence Award in Renewable Energy 2017" by the Energy and Environment Foundation.

He was conferred with the "Lifetime Achievement Award" by The Banker Middle East to honour his contribution to the industry and his support for the environment and the business.

He was also conferred "Life time Achievement Award" from the Institute of Directors at the Global Summit.

He was recently conferred "Life time Achievement Award" by the Entrepreneur Middle East at the "Leaders in Fintech Awards 2023" in Dubai on June 12, 2023.

He is a prominent personality in the banking industry throughout the Middle East and being a high-profile economist, he was invited on a regular basis by

international media such as BBC, CNN, FOX, CNBC, Sky News, ABC and Bloomberg to share his views.

In the opinion of the Board, Dr. Seetharaman fulfils the conditions specified in the Act and the SEBI Listing Regulations pertaining to independent directors and is independent of the management. The Company has received a declaration from Dr. Seetharaman that he is not disqualified to be appointed as an Independent Director and is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties under the Act and the SEBI Listing Regulations.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Dr. Seetharaman for the office of a Director. A copy of the draft letter of appointment for the Independent Director is available for inspection as specified in the Postal Ballot Notice.

The necessary skills essential for the efficient operation of the Board of the Company include leadership qualities, industry knowledge and experience, experience and exposure in policy shaping and industry advocacy, understanding of relevant laws, rules, regulation and policy, corporate governance, financial expertise, risk management, global experience / international exposure, information technology and ESG expertise.

The Board believes that the appointment of Dr. Seetharaman is justified due to the relevant skills, leadership qualities, industry knowledge, experience and expertise possessed by Dr. Seetharaman and accordingly recommends the special resolution set forth in Item No. 3 of the Postal Ballot Notice for approval of the Members.

Save and except Dr. Seetharaman, being the appointee, 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. 4:

Ms. Nishi Vasudeva (DIN: 03016991) was appointed as an Independent Director on the Board of the Company vide resolution passed at the Ninth Annual General Meeting held on August 28, 2017 for a period of 5 (five) years from June 15, 2017 to June 14, 2022 and on account of completion of her tenure (first term of 5 (five) consecutive years), Ms. Vasudeva ceased to be an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on January 23, 2024, basis evaluation of performance covering various aspects including level of participation, interpersonal relationship, understanding of the roles and responsibilities, etc. has reappointed Ms. Vasudeva as an Independent Director for a second term of 5 (five) consecutive years effective March 15, 2024 to March 14, 2029, subject to the approval of the Members by way of a special resolution.

Ms. Vasudeva is an internationally acclaimed leader and is the first woman to chair an oil and gas company in India. She represented Hindustan Petroleum Corporation Limited ("HPCL") as Chairperson / Director on the board of several joint venture companies. She was responsible for developing the vision and long-term objectives, improving growth and profitability, driving a high-performance culture geared towards operational excellence and consistent value creation for shareholders & all stakeholders.

Prior to assuming responsibility as Chairperson & Managing Director, she served on HPCL Board as Director-Marketing and was responsible for pan India sales (B2B & B2C segments), brand building, efficient supply chain management, Infrastructure development and leading HPCL foray into new business lines.

Her career at HPCL included leadership positions in Marketing, Corporate Strategy, Planning and Information systems and she has led key business transformation & organizational restructuring projects.

She is the first Indian to be awarded the Global CEO of the year at Platt's Global Energy Awards 2015. She received the SCOPE Award for excellence and outstanding contribution to Public Sector Management from the Hon'ble President of India and was also recognized with Outstanding Women Manager Award by SCOPE.

She has been a member in several committees for development of policy in the Oil industry and Hydrocarbon sector in India. She is BA (Economic Honours) from Delhi University and an MBA from IIM Calcutta with over 38 years of experience in the petroleum industry.

In the opinion of the Board, Ms. Vasudeva fulfils the conditions specified in the Act and the SEBI Listing Regulations pertaining to independent directors and is independent of the management. The Company has received a declaration from Ms. Vasudeva that she is not disqualified to be re-appointed as an Independent Director and is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties under the Act and the SEBI Listing Regulations.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Ms. Vasudeva for the office of a Director. A copy of the draft letter of appointment for the Independent Director is available for inspection as specified in the Postal Ballot Notice.

The necessary skills essential for the efficient operation of the Board of the Company include leadership qualities, industry knowledge and experience, experience and exposure in policy shaping and industry advocacy, understanding of relevant laws, rules, regulation and policy, corporate governance, financial expertise, risk management, global experience / international exposure, information technology and ESG expertise.

The Board believes that the reappointment of Ms. Vasudeva is justified due to the relevant skills, leadership qualities, industry knowledge, experience and expertise possessed by Ms. Vasudeva and accordingly recommends the special resolution set forth in Item No. 4 of the Postal Ballot Notice for approval of the Members.

Save and except Ms. Vasudeva, being the appointee, 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 above resolution.

Item No. 5:

Pursuant to the scheme of amalgamation of L&T Finance Limited, L&T Infra Credit Limited and L&T Mutual Fund Trustee Limited, the wholly-owned subsidiaries, with the Company by way of merger by absorption under the provisions of Sections 230 - 232 read with Section 52 of the Act and other applicable regulatory requirements ("the Scheme") the overall borrowing power of the Company had increased to Rs. 1,42,500.10 Crore without any further approvals (i.e.; it was a summation of the borrowing powers of the respective companies) in accordance with the Scheme.

Based on the projected business of the Company, which inter alia involves increasing the market share of the existing mature products and venturing into financing of new products, through various strategies, which include cross-sell and up-sell, thereby leading to creation of a strengthened balance sheet, the overall borrowing powers of the Company are proposed to be enhanced to Rs. 1,50,000 Crore.

As per the provisions of Section 180(1)(c) of the Act, a company cannot borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeds aggregate of its paid-up share capital, free reserves and securities premium, unless approval of the members is obtained by way of a special resolution.

Considering that the aforesaid limit exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, the Board recommends the special resolution set forth in Item No. 5 of the Postal Ballot Notice for approval of the Members.

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

Item No. 6:

As per the provisions of Section 180(1)(a) of the Act, a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a special resolution.

In connection with the loan / credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan / credit facilities extended to the Company. Further, upon occurrence of default under the relevant loan / facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale / disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale / disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.

In view of the revision in the borrowing limit as set out in Item No. 5 of the Postal Ballot Notice, the Board recommends a revision in the limit up to which charge can be created on assets / properties in line with the revised borrowing limit by way of a special resolution set forth in Item No. 6 of the Postal Ballot Notice for approval of the Members.

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

Additional Information of Directors seeking appointment / reappointment and / or fixation of remuneration of Directors (including Managing Director or Whole-Time Director) pursuant to Clause 1.2.5 of SS-2 and Regulation 36 of the SEBI Listing Regulations:

Name of the Director	Mr. Sudipta Roy (DIN: 08069653)	Mr. Dinanath Dubhashi (DIN: 03545900)	Dr. R. Seetharaman (DIN:01846777)	Ms. Nishi Vasudeva (DIN: 03016991)
Date of Birth / (Age)	March 23, 1972 (51 years)	May 31, 1966 (57 years)	April 2, 1959 (64 years)	March 30, 1956 (67 years)
Qualifications	<ul style="list-style-type: none"> Chemical Engineer from Indian Institute of Technology, Kharagpur; MBA from XLRI School of Management, Jamshedpur. 	<ul style="list-style-type: none"> B.E.(Mechanical); Post Graduate from IIM Bangalore. 	<ul style="list-style-type: none"> Chartered Accountant; Certificate in IT systems and Corporate Management; Bachelor of Commerce. 	<ul style="list-style-type: none"> BA (Economics Honours) from Delhi University; MBA from IIM Calcutta.
Date of first appointment on the Board	January 24, 2024	April 14, 2016	January 23, 2024	<ul style="list-style-type: none"> First term from June 15, 2017 to June 14, 2022 Second term from March 15, 2024 to March 14, 2029
Remuneration	As mentioned in the explanatory statement	As mentioned in the explanatory statement	Sitting fees and commission as approved by the Board / Committee	Sitting fees and commission as approved by the Board / Committee
Experience / Brief Profile	As mentioned in the explanatory statement			
Terms and conditions of appointment				
Directorships held in other companies (excluding foreign companies) as on date (January 23, 2024)	1. L&T Infra Investment Partners Advisory Private Limited	1. Finance Industry Development Council	–	1. HCL Technologies Limited 2. Tata Projects Limited 3. Atria Convergence Technologies Limited
Memberships / Chairpersonship of committees across companies (only statutory committees as required to be constituted under the Act considered) as on January 23, 2024	1. Member of the Corporate Social Responsibility Committee of L&T Infra Investment Partners Advisory Private Limited	1. Member of the Stakeholders Relationship and Consumer Protection Committee of the Company 2. Member of the Corporate Social Responsibility & ESG Committee of the Company	–	1. Member of Audit Committee of HCL Technologies Limited 2. Member of Audit Committee of Atria Convergence Technologies Limited 3. Member of Corporate Social Responsibility Committee of Atria Convergence Technologies Limited 4. Chairperson of Stakeholders Relationship Committee of Tata Projects Limited 5. Chairperson of CSR & ESG Committee of Tata Projects Limited 6. Member of Audit Committee of Tata Projects Limited

Name of the Director	Mr. Sudipta Roy (DIN: 08069653)	Mr. Dinanath Dubhashi (DIN: 03545900)	Dr. R. Seetharaman (DIN:01846777)	Ms. Nishi Vasudeva (DIN: 03016991)
Listed entities from which the Director has resigned in the past three years	–	–	–	Hitachi Energy India Limited
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.A.	N.A.	As mentioned in the explanatory statement	
Shareholding in the Company (Equity) including shareholding as a beneficial owner	Nil	6,60,766 shares	Nil	Nil
Relationship with other Directors / Manager / Key Managerial Personnel	None			
Number of Board Meetings attended during FY 2023-24	N.A.	10 (ten) out of 10 (ten) Meetings	1 (one) out of 1 (one) Meeting	N.A.

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

Apurva Rathod
Company Secretary
ACS 18314

Date: January 23, 2024

Place: Mumbai