

July 28, 2023

**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,  
1<sup>st</sup> 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: Proceedings of the Meeting of the Equity Shareholders of L&T Finance Holdings Limited (“Company”) convened pursuant to the Order dated May 19, 2023, passed by the Hon’ble NCLT, Mumbai**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Para A of Part A of Schedule III of the Listing Regulations, please find enclosed the proceedings of the Meeting of the Equity Shareholders of the Company convened pursuant to the Order dated May 19, 2023, passed by the Hon’ble NCLT, Mumbai. The Meeting of the Equity Shareholders was held today, i.e., Friday, July 28, 2023 at 2:00 p.m. through electronic mode (video conference and/or other audio-visual means) and concluded at 2:23 p.m.

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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**PROCEEDINGS OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (THE “COMPANY”) HELD ON FRIDAY, JULY 28, 2023 AT 2:00 P.M. THROUGH ELECTRONIC MODE (VIDEO CONFERENCE AND/OR OTHER AUDIO VISUAL MEANS) AND CONCLUDED AT 2:23 P.M.**

**Present:**

Mr. Aditya Jain	Chairperson appointed for the NCLT convened meeting of the Equity Shareholders of the Company
Mr. S.N. Subrahmanyam	Non-Executive Chairperson and Member
Mr. Dinanath Dubhashi	Managing Director & Chief Executive Officer and Member
Mr. R. Shankar Raman	Non-Executive Director and Member
Mr. P. V. Bhide	Independent Director and Chairperson of the Audit Committee and Member
Mr. Thomas Mathew T.	Independent Director and Chairperson of the Nomination and Remuneration Committee
Dr. Rajani R. Gupte	Independent Director and Chairperson of the Stakeholders Relationship Committee

**In Attendance:**

Ms. Apurva Rathod	Company Secretary and Member
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**Leave of absence:**

Mr. Shailesh Haribhakti	Independent Director and Chairperson of the Corporate Social Responsibility and ESG Committee and Member
Mr. Pavninder Singh	Nominee Director

**Invitees:**

Mr. Hasmukh B. Dedhia	Partner, M/s. KKC and Associates LLP
Mr. Alwyn D'souza	Representative, Practicing Company Secretary, Secretarial Auditor
Mr. S. N. Ananthasubramanian	Practicing Company Secretary, Scrutinizer

**Group Executive Committee:**

Mr. Sudipta Roy	Chief Operating Officer
Mr. Sachinn Joshi	Chief Financial Officer
Mr. Raju Dodti	Chief Executive - Wholesale and SME Finance, L&T Finance (“LTF”)
Mr. Tushar Patankar	Chief Risk Officer, L&T Finance Limited
Mr. Santosh B. Parab	General Counsel, LTF
Mr. Abhishek Sharma	Chief Digital Officer, LTF
Ms. Sonia Krishnankutty	Chief Executive - Rural Business Finance, Customer Service and Operations, LTF
Mr. Asheesh Goel	Chief Executive - Farmer Finance, LTF

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1. Mr. Aditya Jain, the Chairperson appointed by the Hon'ble NCLT, Mumbai Bench, vide its order dated May 19, 2023 ("Order") for the Meeting of the equity shareholders of the Company ("Equity Shareholders"), took the Chair and welcomed the Equity Shareholders who were participating in the Meeting through video conference ("VC") or other audio-visual means ("OAVM"), in accordance with regulatory requirements.
2. The Chairperson thereafter introduced the Board Members of the Company who were attending the Meeting through VC / OAVM. He informed the Equity Shareholders that due to some exigencies, Mr. Shailesh Haribhakti, Independent Director and Mr. Pavninder Singh, Nominee Director were unable to attend the Meeting. He further informed that the Members of the Group Executive Committee of the Company (which included the Company Secretary of the Company and Mr. Sudipta Roy, Chief Operating Officer of the Company) were attending the Meeting through VC / OAVM.

Further, he informed that the Company had taken all feasible efforts as per the regulatory requirements to enable the Equity Shareholders to participate through VC / OAVM and vote. After confirming that the requisite quorum was present through VC / OAVM, the Chairperson called the Meeting to order and commenced the proceedings.

3. The Chairperson further informed that the Notice (including the explanatory statement and the annexures) convening the Meeting was already circulated to the Equity Shareholders in compliance with the Order and was therefore, taken as read.
4. Ms. Apurva Rathod, Company Secretary walked the Equity Shareholders through some of the important points in relation to the proceedings of the Meeting. The facility for appointment of proxies by the Equity Shareholders was not applicable as the Meeting was held through VC / OAVM and therefore the proxy register was not available for inspection. As per the regulatory requirements, the documents / registers were available for inspection physically and electronically to the Equity Shareholders requesting for the same.
5. The Company Secretary informed that the Company had provided remote e-voting facility to the Equity Shareholders to exercise their right to vote on the business item transacted at the Meeting by electronic mode from Tuesday, July 25, 2023 (9:30 a.m. (IST)) until Thursday, July 27, 2023 (5:00 p.m. (IST)).
6. The Company Secretary further informed that those Equity Shareholders who had not exercised their votes through remote e-voting and who had participated in the Meeting, could vote through the e-voting process conducted at the Meeting.
7. The Company Secretary further informed that Mr. S. N. Ananthasubramanian, Practicing Company Secretary had been appointed as the scrutinizer by the Hon'ble NCLT vide its Order dated May 19, 2023, to scrutinize the e-voting process in a fair and transparent manner.
8. The Company Secretary thereafter informed that the results of the e-voting would be declared within 2 (two) working days from the conclusion of the Meeting, based on the scrutinizer's

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report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the Meeting and that the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the Meeting) post intimation to the stock exchanges.

9. The Chairperson thereafter informed the Equity Shareholders about the rationale for and benefits of the amalgamation.
10. The following business item was transacted at the Meeting:

Sr. No.	Particulars	Type of Resolution
<b>Special Business:</b>		
1.	To consider and approve the Scheme of Amalgamation amongst L&T Finance Limited, L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited), L&T Mutual Fund Trustee Limited and the Company and Arrangement under Sections 230-232 read with Section 52 and other applicable provisions of the Companies Act, 2013.	Special*

\*to be approved by majority representing three-fourth in value of the Equity Shareholders.

11. The Chairperson then requested the Equity Shareholders who had registered themselves as speakers to ask questions concerning the amalgamation. 5 Equity Shareholders provided comments / asked questions which were answered by Mr. S. N. Subrahmanyam, the Chairman of the Board and Managing Director and Chief Executive Officer, Mr. Dinanath Dubhashi.
12. The Chairperson further informed the Equity Shareholders that e-voting facility would remain open for 15 (fifteen) minutes post conclusion of the Meeting and requested the Equity Shareholders who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
13. The Chairperson thanked the Equity Shareholders and the Directors for participating in the Meeting and the Meeting was concluded at 2:23 p.m.
14. Thereafter, the voting process was concluded.

For **L&T Finance Holdings Limited**

**Apurva Rathod**  
**Company Secretary and Compliance Officer**

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