L&T Financial Services

March 8, 2022

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

Symbol: L&TFH

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

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 with reference to our letter dated February 28, 2022 intimating appointment of Mr. S.N. Subrahmanyan (DIN: 02255382) as the Additional Director (Non-Executive) and Chairperson of the Board, and Board approving the notice for seeking approval of the Members by way of postal ballot, please find enclosed the copy of the notice of postal ballot which has been sent through electronic mode to the Members of the Company.

The aforesaid 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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E igrc@ltfs.com

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
E-mail: igrc@ltfs.com; **Website:** www.ltfs.com; **Phone:** +91 22 6212 5000; **Fax:** +91 22 6212 5553

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 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 Resolution appended below, by way of postal ballot ("Postal Ballot") using remote electronic voting ("E-Voting") facility.

The proposed Resolution and Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out the material facts and reasons for the proposed Resolution is included hereinafter for consideration of the Members.

The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively "MCA Circulars") has prescribed the framework for passing of resolutions through postal ballot up to June 30, 2022. As per the MCA Circulars, the communication of assent / dissent of the shareholders in respect of the postal ballot can take place only through remote 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 Resolution through Postal Ballot.

Further, in accordance with MCA Circulars, the notice for Postal Ballot ("Postal Ballot Notice") is being sent through email to all the Members who have registered their email addresses 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. S.N. Subrahmanyan (DIN: 02255382) as the Non-Executive 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 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Mr. S.N. Subrahmanyan (DIN: 02255382) who was appointed as an Additional Director of the Company with effect from February 28, 2022, and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act proposing his candidature for the office of the Director and who is eligible for appointment, be and is hereby appointed as the Non-Executive Director of the Company, liable to retire by rotation."

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

Apurva Rathod
Company Secretary
ACS 18314

Date: February 28, 2022
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 Director seeking appointment, as required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2 is annexed to the 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 Section 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., Thursday, March 3, 2022 ("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 Thursday, March 10, 2022 from 9:00 a.m. (IST) and ends on Friday, April 8, 2022 by 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 Resolution 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 voting on Resolution included in the Postal Ballot Notice cannot be exercised through proxy.

10. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary (Membership No.: FCS - 4206) or failing him Ms. Malati Kumar, Practising Company Secretary (Membership No.: ACS - 15508) as the Scrutinizer for scrutinizing the E-Voting process to ensure that the process is carried out in a fair and transparent manner.

11. 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 e-mail 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.

12. 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 & Client ID, name of the shareholder and PAN.

13. Members who have not yet registered their e-mail 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.

14. The Resolution 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. April 8, 2022, subject to receipt of the requisite number of votes in favour of the Resolution.

15. 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 Friday, April 8, 2022. 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. 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	1) Users opting for CDSL's Easi / Easiest facility, can login through their existing User ID and password. Option will be made available to reach the E-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com, click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-voting menu. On clicking the e-voting menu, the user will be able to see his / her holdings along with links of the respective e-voting service provider ("ESP") i.e., CDSL. 3) If the user is not registered for Easi / Easiest facility, option to register is available at https:// web.cdslindia.com/myeasi./ Registration/ Easi Registrat. 4) Alternatively, the user can directly access e-voting page by providing DP ID & Client ID and PAN using the link available on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on the registered mobile no. & e-mail ID as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also directly access the system of all ESPs.

Type of Members	Login Method
Individual Members holding securities in dematerialized form with NSDL	1) If the user is already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. The URL for using the e-services is https://eservices.nsdl.com Once the home page of e-services is launched, the user can 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 name of the ESP and the user will be re-directed to ESP website for casting vote during the e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.Jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a 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. User will have to enter User ID (i.e. sixteen digit demat account number of NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein you can see 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 e-voting period.

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 the user's DP registered with NSDL / CDSL for e-voting facility. After successful login, user will be able to see e-voting option. Once user clicks on the e-voting option, the user will be redirected to NSDL / CDSL Depository site after successful authentication, wherein 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 e-voting period.

B. 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 you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier Resolution of any other company, then your existing password is to be used.

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

For Members holding shares in dematerialized form and physical form	
PAN	• Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department. • Members who have not updated their PAN with the Company / depository participants are requested to contact the Company through email on igrc@ltfs.com.
Dividend bank details or date of birth (DOB)	• Enter the dividend bank details or date of birth (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 Company or depository, 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 dematerialised form will 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 on resolutions of any other company on which they are eligible to vote, provided that the 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 Resolution contained in this Notice.

(x) Click on Electronic Voting Sequence Number ("EVSN") of "L&T Finance Holdings Limited".

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the details of the Resolution.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the vote cast by clicking on "Click here to print" option on the voting page.

(xvi) 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.

(xvii) 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 www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have 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 send the relevant Board Resolution / Authority letter etc. together with 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 Scrutinizer to verify the same and declare the result.

(xviii) In case of any queries or issues regarding E-Voting, please refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-2305 8738 or 022-2305 8542/43.

(xix) All grievances connected with the E-Voting facility may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 022-2305 8542/43.

Process to procure an user ID and password and registration of email address for E-Voting on the Resolution set out in the Postal Ballot Notice for Members whose email addresses are not registered:

1. In accordance with MCA Circulars, the Postal Ballot Notice is being sent only through email to all the Members who have registered their email addresses with the Company (including RTA) / depository / depository participants.
2. Members whose email addresses are not registered can obtain their login ID and password by sending scanned copy of (i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID) and mobile number; (ii) self- attested scanned copy of client master or consolidated demat account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company at igrc@ltfs.com.

DECLARATION OF RESULTS:

The Scrutinizer shall submit the Scrutinizer's Report of the total votes cast in favour or against the Resolution as stated in the Postal Ballot Notice and invalid votes, if any, to the Chairperson of the Company or a person authorized by him, who shall countersign the same and the result of the Postal Ballot will be declared on or before 8:30 p.m. on Saturday, April 9, 2022 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 result 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.cdslindia.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.

IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE ("PHYSICAL SHAREHOLDERS"):

Securities and Exchange Board of India ("SEBI") has vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, introduced common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and nomination. In view of the same, Physical Shareholders are requested to submit their PAN, full KYC details (postal address with PIN, mobile number, email address, bank details, signature) and nomination details in Form ISR-1 at the earliest. Non-availability of any of the aforesaid documents / details with the Company / RTA on or after April 1, 2023 will result in freezing of the Physical Shareholders' folios pursuant to the aforesaid SEBI circular.

Physical Shareholders are requested to dematerialise their shareholding at the earliest. Any investor service requests including transfer / transmissions requests shall be processed in dematerialised mode only. Request for dematerialization can be submitted to the RTA of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT, ANNEXURE TO AND FORMING PART OF THE POSTAL BALLOT NOTICE DATED FEBRUARY 28, 2022

The following Explanatory Statement relating to the accompanying Postal Ballot Notice sets out all material facts in respect of the Resolution:

Item No. 1:

In line with L&T's overall vision to augment its presence in the Services business, and to strengthen the Board of the Company which has embarked on a strategic business transformation into a retail asset focused fintech at scale, based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 28, 2022, has appointed Mr. S.N. Subrahmanyan (DIN:02255382) as an Additional Director (Non-Executive Director) in accordance with the provisions of Section 161 of the Act and the Chairperson of the Board effective February 28, 2022.

In accordance with the requirements of Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members of the Company is being sought, by way of Postal Ballot through E-Voting facility.

The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Subrahmanyan for the office of the Director of the Company.

Mr. S.N. Subrahmanyan is the CEO & MD of Larsen & Toubro and serves on the Board of Directors of this multi-billion dollar conglomerate.

SNS, as he is popularly known, is also Vice Chairman on the Boards of Larsen & Toubro Infotech Limited, L&T Technology Services Limited & Mindtree Limited and Chairman of L&T Metro Rail (Hyderabad) Limited.

Prior to taking over the reins as CEO & MD in July 2017, SNS in his capacity as Deputy MD & President led L&T's infrastructure business to its position as the country's largest construction organisation and 14th in the world. He is now responsible for leading the breadth and width of L&T's considerable business interests to new growth levels, riding on the enormous benefits of digitalisation, big data, and predictive analysis that he drives internally with exceptional zeal. He places a premium on innovation, project management and talent development, particularly in leadership roles.

Hailing from Chennai, India, SNS commenced his professional journey with L&T in 1984 as a project planning engineer armed with a degree in civil engineering and a post-graduation in business management. Mentored by stalwarts, he took on roles of increasing responsibility across business verticals. With an entrepreneurial mindset, drive, and foresight, he began to rewrite the rules of the game. He led L&T's foray into the realm of executing developmental projects starting with the extremely successful HITEC City project in Hyderabad and the Bangalore International Airport, forging deals in the process without precedent in the construction space. Successfully setting up the Ready Mix business in India for the first time, bagging mandates to design & build all major international airports in India, venturing into untapped geographies like the Middle East, Africa & ASEAN to establish L&T's credentials and presence. Building long-term relationships came easy to SNS.

Under his leadership, SNS has transformed L&T into a company that executes a wide range of projects at Speed & Scale and, in the process, builds the tallest, largest, longest, smartest, and most complex structures. L&T which is among the three Indian companies to feature in the top 46 Most Honoured Companies according to the New York-based B2B publication, Institutional Investor, was recognised as the Company of the Year by Business Standard, a business publication in 2020 and has featured on the Forbes list as one of the world's best employers.

SNS was ranked 11th in the Construction Week Power 100 Ranking for 2021, that had previously recognized him as the Infrastructure Person of the Year for 2012. In 2020, SNS was ranked as 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 the Year by the leading Indian news channel, CNBC-Awaaz. He has been conferred the Emergent CEO Award at the CEO Awards in 2019 for his exemplary leadership and for delivering seamless growth for L&T. He has also been accorded the Leading Engineering Personality award by the Institution of Engineers (India) in 2014.

SNS holds positions of pre-eminence on various industry bodies, construction institutions and councils.

In February 2021, he was appointed Chairman of the National Safety Council (NSC) for three years by the Union Ministry of Labour & Employment. In this role SNS will guide the NSC, which has a major part to play to ensure safety in workplaces under the new Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code, 2020).

The Company has received a declaration from Mr. S.N. Subrahmanyan that he is not disqualified to be appointed as a Director under the Act.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich experience of Mr. S.N. Subrahmanyan and accordingly, recommends the Resolution set forth in the Notice for approval of the Members.

Save and except Mr. S.N. Subrahmanyan, who is being appointed, 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 Director seeking appointment pursuant to Clause 1.2.5 of SS-2 and Regulation 26 of the SEBI Listing Regulations:

Name of the Director	Mr. S.N. Subrahmanyan
Director Identification Number (DIN)	02255382
Date of Birth / (Age)	March 16, 1960 (61 years)
Qualifications	B.Sc., Engg. (Civil) and MBA Finance
Date of first appointment on the Board	February 28, 2022
Remuneration	N.A[1]
Experience / brief profile / nature of expertise in specific functional areas	Please refer the details in the explanatory statement
Terms and conditions of appointment	Appointed as a Non-Executive Director, liable to retire by rotation
Directorships held in other companies (excluding foreign companies) as on February 28, 2022	1. Larsen and Toubro Limited 2. Larsen & Toubro Infotech Limited 3. L&T Realty Developers Limited 4. L&T Technology Services Limited 5. L&T Metro Rail (Hyderabad) Limited 6. Mindtree Limited 7. Mindtree Foundation
Memberships / Chairpersonship of Committees across companies as on February 28, 2022 (only statutory committees as required to be constituted under the Act considered)	**A. Nomination and Remuneration Committee** 1. Mindtree Limited
Listed entities from which the Director has resigned in the past three years.	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.A.
Shareholding in the Company (equity) including shareholding as a Beneficial Owner	4,987 shares (0.0002%)
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board Meetings attended during FY 2021-22	N.A.

[1] *Mr. S.N. Subrahmanyan is in the services of Larsen and Toubro Limited and draws remuneration from Larsen and Toubro Limited. He will not be paid any commission or sitting fees separately for attending the meetings of the Board and / or any Committee of the Company.*

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

Apurva Rathod
Company Secretary
ACS 18314

Date: February 28, 2022
Place: Mumbai