L&T Finance Holdings

September 11, 2015

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.

Scrip Code No.: 533519

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

Sub: Compliance under Clause 31 (d) – Proceedings of the Seventh Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 31 (d) of the Equity Listing Agreement, please find enclosed herewith proceedings of the Seventh Annual General Meetings of the Company held on Tuesday, September 8, 2015 at 3.00 p.m. at RAMA & SUNDRI WATUMULL AUDITORIUM, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400020.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary

Encl: as above

L&T Finance Holdings

PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 8, 2015 AT 3.00 P.M. AT RAMA & SUNDRI WATUMULL AUDITORIUM, VIDYASAGAR, PRINCIPAL K. M. KUNDNANI CHOWK, 124, DINSHAW WACHHA ROAD, CHURCHGATE, MUMBAI – 400020 AND CONCLUDED AT 5.45 P.M.

Directors Present:

Mr. Y. M. Deosthalee	Chairman & Managing Director & Member
Mr. N. Sivaraman	President & Whole-time Director
Mr. R. Shankar Raman	Non-Executive Director & Member
Mr. B. V. Bhargava	Independent Director
Mr. S.V. Haribhakti	Independent Director & Chairman of Audit Committee
Mr. P.V. Bhide	Independent Director
Mr. Thomas Mathew T.	Independent Director

In Attendance:

Mr. N. Suryanarayanan	Company Secretary & Member

Leave of Absence:

Ms. Kamakshi Rao	Independent Director
Mr. Harsh Mariwala	Independent Director

Invitees:

Mr. Firdosh D. Buchia	Partner, Sharp & Tannan, Statutory Auditors
Mrs. Naina R. Desai	Practising Company Secretary, Secretarial Auditor
Mr. S. N. Ananthasubramanian	Practising Company Secretary, Scrutinizer

1. Mr. Y. M. Deosthalee, Chairman & Managing Director of the Company chaired the proceedings of the Meeting.

2. The Chairman introduced the Board members who were present at the AGM and also informed the members that due to some exigencies the other Board members were unable to attend the AGM.

3. The Chairman announced that 274 Members were present in person/ proxy and after confirming the requisite quorum called the Meeting to order.

4. With the permission of the Members present, the Notice of the Meeting, the Independent Auditors' Report and the Secretarial Audit Report was taken as read. The Chairman also informed the Members that the Register of Directors & Key Managerial Personnel, Proxy Register as required under the Companies Act, 2013; Memorandum of Association, Articles of Association and the Agreement entered into with Mr. N. Sivaraman with respect to his Re-Appointment as Whole-time Director of the Company were available for inspection of the Members.

5. The Chairman delivered his speech and thereafter informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business

items transacted at the Seventh AGM, by electronic means, between September 5, 2015 and September 7, 2015 in proportion to their shareholding as on the cut-off date i.e. September 2, 2015. He also informed that Mr. S. N. Ananthasubramanian, Practising Company Secretary had been appointed as the scrutinizer to scrutinize the Remote e-voting and Ballot process in a fair and transparent manner.

6. The Chairman then informed the Members that those who had not voted through electronic means could vote through the Ballot Paper process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder.

7. Prior to the commencement of Ballot process, the Chairman requested display of the empty ballot boxes to the Members and Proxies present. The ballot boxes were then sealed in their presence.

8. The Chairman, thereafter, took up items listed in the Notice one by one for transaction. The Chairman then requested the Members present including proxies, who had not exercised their vote through the remote e-voting facility, to cast their votes through Ballot Paper and deposit the forms into the Ballot Box.

9. The Chairman then requested the Members present to raise queries, if any, on the matters listed in the Agenda. Accordingly, 20 Members raised various queries, broadly covered in the **Annexure 1** and the Chairman responded to the same.

10. The Ballot process commenced thereafter and was concluded in due course.

11. The Chairman thanked the Members and Proxies present and concluded the Meeting at 5.45 p.m.

Based on the Scrutinizer's Report, the Voting Results (Remote e-voting and Ballot Paper) were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement on September 9, 2015 and was uploaded on the website of the Company. Further, the Scrutinizer's Report was also uploaded on the website of the Agency appointed for conducting Remote e-voting i.e. Central Depository Services (India) Limited as well as on the website of the Company i.e. www.ltfinanceholdings.com. A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	% Votes in Favour	% Votes Against
ORDINARY BUSINESS:				
1	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the year ended March 31, 2015.	Ordinary	99.9996	0.0004
2	Declaration of dividend on equity shares of Rs. 0.80 per equity share of face value Rs. 10/- each.	Ordinary	99.9998	0.0002
3	Appointment of Mr. N. Sivaraman, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	99.9987	0.0013

4	Re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration.	Ordinary	99.9976	0.0024
SPECIAL BUSINESS:				
5	Appointment of Mr. Thomas Mathew T. as an Independent Director.	Ordinary	99.9989	0.0011
6	Issue of Non-Convertible Debentures (NCDs) on private placement basis.	Special	99.9978	0.0022
7	Issue of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on private placement basis.	Special	99.1218	0.8782
8	Re-appointment of Mr. N. Sivaraman as the President & Whole-time Director.	Ordinary	99.9986	0.0014
9	Increase in the Authorised Share Capital from Rs. 8,000 Crore to Rs.10,000 Crore.	Ordinary	99.1191	0.8809
10	Alteration of Memorandum of Association of the Company.	Special	99.9995	0.0005
11	Alteration of Articles of Association of the Company.	Special	98.8908	1.1092

For **L&T Finance Holdings Limited**

Y. M. Deosthalee
Chairman & Managing Director

L&T Finance Holdings Ltd
City 2, Plot No 177, Vidyanagari Marg
CST Road, Kalina, Santacruz (E)
Mumbai 400 098, India

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L&T House, NM Marg
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Annexure 1

Questions asked at the Seventh Annual General Meeting broadly covered following:

- Clarification relating to Financial Statements.
- Focus areas of the Company, Outlook and future prospects of the Company.
- Vision Statement of the Company.
- Rationale of cover page theme of the Annual Report
- Update on Banking license.
- Equity Dividend.
- Corporate Social Responsibility (CSR) activities.
- Employee Stock Option Scheme.
- Remuneration of Managerial Personnel and retirement policy for the Board members of the Company.
- Possibility of Merger/Amalgamation between subsidiary companies.
- Ranking of the Company in the Industry.

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