L&T Finance Holdings

August 24, 2016

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: Proceedings of the Eighth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith proceedings of the Eighth Annual General Meeting of the Company held on Tuesday, August 23, 2016 at 3.00 p.m. at Patkar Hall, S.N.D.T Women's University, New Marine Lines, Churchgate, Mumbai - 400 020.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary & Compliance Officer

Encl: as above

L&T Finance Holdings Ltd
8th Floor, City 2, Plot No 177
Vidyanagari Marg, CST Road, Kalina
Santacruz (E), Mumbai 400 098, India

Registered Office
L&T House, NM Marg
Ballard Estate, Mumbai 400 001, India
CIN: L67120MH2008PLC181833

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PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD ON TUESDAY, AUGUST 23, 2016 AT 3.00 P.M. AT PATKAR HALL, S.N.D.T WOMEN'S UNIVERSITY, NEW MARINE LINES, CHURCHGATE, MUMBAI - 400 020 AND CONCLUDED AT 4.45 P.M.

Directors Present:

Mr. Y. M. Deosthalee	Chairperson & Member
Mr. Dinanath Dubhashi	Managing Director & Member
Mr. R. Shankar Raman	Non-Executive Director & Member
Mr. B. V. Bhargava	Independent Director
Mr. S.V. Haribhakti	Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee & Member
Mr. P.V. Bhide	Independent Director & Chairman of Stakeholders Relationship Committee
Mr. Thomas Mathew T.	Independent Director
Mr. Amit Chandra	Nominee Director

In Attendance:

Mr. N. Suryanarayanan	Company Secretary & Member

Leave of Absence:

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

Invitees:

Mr. Mandar Ghanekar	Authorised Representative, M/s. Sharp & Tannan, Statutory Auditors
Ms. Naina R. Desai	Practising Company Secretary, Secretarial Auditor
Mr. S. N. Ananthasubramanian	Practising Company Secretary, Scrutinizer

1. Mr. Y. M. Deosthalee, Chairperson of the Company chaired the proceedings of the AGM.

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

3. The Chairperson announced that 158 Members were present in person/ proxy and after confirming the requisite quorum called the AGM to order.

4. With the permission of the Members present, the Notice of the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read. The Chairperson 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. Dinanath Dubhashi with respect to his appointment as Managing Director of the Company were available for inspection by the Members.

5. The Chairperson 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 AGM, by electronic means, between Saturday, August 20, 2016 and Monday, August 22. 2016 in proportion to their shareholding as on the cut-off date i.e. August 16, 2016. 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 Paper process in a fair and transparent manner.

6. The Chairperson 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 paper process, the Chairperson 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 Chairperson 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. He also added that the voting could be done, at the choice of the members, immediately, or after the conclusion of the Q&A session.

9. The Chairperson then requested the Members present to raise queries, if any, on the matters listed in the Agenda. Accordingly, 3 Members raised various queries, broadly covered in the **Annexure 1** and the Chairperson responded to the same.

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

11. The Chairperson thanked the Members and Proxies present and concluded the AGM at 4.45 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 Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on August 24, 2016 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
1	Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements together with the report of the Board of Directors and the Auditors thereon for the year ended March 31, 2016.	Ordinary	99.99	0.01
2	Declaration of dividend on equity shares of Rs. 0.80 per equity share of face value Rs. 10/- each.	Ordinary	99.99	0.01

3	Appointment of Mr. R. Shankar Raman, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	99.97	0.03
4	Appointment of M/s. B. K. Khare & Co., Chartered Accountants and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of Eighth Annual General Meeting ("AGM") till the conclusion of the Thirteenth AGM.	Ordinary	99.99	0.01
5	Appointment of Mr. Amit Chandra as a Nominee Director of the Company.	Ordinary	99.99	0.01
6	Appointment of Mr. Dinanath Dubhashi as the Managing Director of the Company.	Ordinary	99.99	0.01
7	Payment of Commission to Non-Executive Directors of the Company.	Ordinary	99.99	0.01
8	Issue of Non-Convertible Debentures (NCDs)/Bonds on private placement basis.	Special	99.95	0.05
9	Issue of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on private placement basis.	Special	98.18	1.82

For **L&T Finance Holdings Limited**

Dinanath Dubhashi
Managing Director

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Annexure 1

Questions asked at the Eighth Annual General Meeting broadly pertaining to following:

- Financial Statements/Annual Report.
- Corporate Social Responsibility (CSR) activities.
- Employee Stock Option Scheme.
- Focus areas of the Company, outlook and future prospects/plans of the Company and its subsidiaries.
- Overall organizational restructuring.
- Capex Programme for the next 2-3 years.
- Cost of Borrowings.
- Matters relating to Employees i.e. attrition rate, ratio of females to males, etc.
- Emphasis on ROE.
- Information on Employee Engagement Ratio and the maximum Return from employees.
- Information Security.

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