L&T Finance Holdings

August 02, 2013

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) – Copy of the Proceedings of the Fifth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 31 (d) of the Listing Agreement, please find the enclosed certified true copy of the proceedings of the Fifth Annual General Meetings of the Company held on Thursday, August 01, 2013 at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400020.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

Prabhudesai

Shekhar Prabhudesai
Authorised Signatory

Encl: as above

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PROCEEDINGS OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 01, 2013 AT 3 P.M. AT BIRLA MATUSHRI SABHAGAR, 19, MARINE LINES, MUMBAI- 400 020.

1. Chairman of the Company took the chair.

2. Chairman announced that 431 members were present in person/ proxy and called the meeting to order.

3. With the permission of the Members present, the Notice of the Meeting and the Directors' Report was taken as read. The Chairman also informed the Members that Register of Directors' Shareholding and Proxy Register as required under the Companies Act, 1956 were kept open for inspection. The Chairman tabled at the meeting the Certificate dated April 25, 2013 received from M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company, certifying that the ESOP Scheme of the Company was implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time and the Resolution passed by the shareholders in this behalf.

4. At the request of the Chairman, Mr. N. Suryanarayanan, Company Secretary, read the Auditors' Report.

5. The Chairman then requested the Members present to raise queries on Audited Accounts and other related matters. Accordingly, 13 Members raised various queries and the Chairman suitably replied the same.

6. The Chairman, thereafter, took up items listed in the Notice one by one for transaction:

   i) **ADOPTION OF AUDITED BALANCE SHEET OF THE COMPANY AS AT MARCH 31, 2013 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE DIRECTORS' AND AUDITORS' THEREON.**

   Proposed by: Mr. Y. M. Deosthalee
   Seconded by: Mr. Shailesh Mahadevia

   Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

   ii) **DECLARATION OF DIVIDEND ON PREFERENCE SHARES OF RS. 8.75 ON PRO-RATA BASIS PER CUMULATIVE COMPULSORILY REDEEMABLE PREFERENCE SHARE OF FACE VALUE RS. 100/- EACH.**

   Proposed by: Ms. Ashalata Maheshwari
   Seconded by: Mr. Babulal I. Parekh

   Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

iii) **DECLARATION OF DIVIDEND ON EQUITY SHARES OF RS. 0.75 PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH.**

Proposed by: Mr. Ronal Fernandes
Seconded by: Ms. C. E. Mascarenhas

Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

iv) **RE-APPOINTMENT OF MR. R. SHANKAR RAMAN AS DIRECTOR OF THE COMPANY**

Proposed by: Ms. Ashalata Maheshwari
Seconded by: Mr. Niraj Bhatia

Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

v) **APPOINTMENT OF M/S SHARP & TANNAN, CHARTERED ACCOUNTANTS, STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISE THE BOARD OF DIRECTORS OR ANY COMMITTEE THEREOF TO FIX THEIR REMUNERATION**

Proposed by: Ms. Patel
Seconded by: Ms. Mital Shah

Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

vi) **NOT TO FILL THE VACANCY CAUSED DUE TO RESIGNATION OF MR. SUBRAMANIAM N., DIRECTOR RETIRING BY ROTATION NOT SEEKING RE-APPOINTMENT**

Proposed by: Mr. Bharat Shah
Seconded by: Mr. Prasad Shanbhag

Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

vii) **NOT TO FILL THE VACANCY CAUSED DUE TO RESIGNATION OF MR. M. VENUGOPALAN, DIRECTOR RETIRING BY ROTATION NOT SEEKING RE-APPOINTMENT**

Proposed by: Mr. H. V. Sanghavi
Seconded by: Mr. Niraj Bhatia

Resolution was passed with requisite majority on show of hands as an Ordinary Resolution.

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viii) **APPOINTMENT OF MR. R. GOPALAKRISHNAN, AS DIRECTOR OF THE COMPANY**

The Chairman apprised the Members that subsequent to the dispatch of the Notice to the Members, the Company has received a request from Mr. Gopalakrishnan not to appoint him as a Director and accordingly with the concurrence of the Members, the proposal stands withdrawn.

There being no further business to transact, the meeting ended with the vote of thanks to the Chair.

For **L&T Finance Holdings Limited**

Shekhar Prabhudesai
Authorised Signatory