L&T Finance Holdings

March 11, 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.

Scrip Code No.: 533519

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

Sub: Intimation of the Voting Results of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 44 of the Listing Regulations, please find enclosed herewith the details of Voting Results of the Postal Ballot announced today, regarding approval sought from the Members for the following Resolution:

- "Maintain adequate working capital" to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due".

The above Resolution mentioned in the Postal Ballot Notice dated January 22, 2016 have been passed with requisite majority.

Further, please find enclosed Scrutinizer's Report issued by Mr. S. N. Ananthasubramanian, Practising Company Secretary.

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

Encls: 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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www.ltfinanceholdings.com

L&T Finance Holdings

DETAILS OF VOTING RESULTS OF THE POSTAL BALLOT

Date of the AGM/EGM	Wednesday, March 09, 2016 (Postal Ballot)
Total no. of shareholders on record date (i.e. Friday, January 22, 2016 – cut-off date for voting purpose)	4,47,565
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
➢ Promoters and Promoter Group	-
➢ Public	-
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
➢ Promoters and Promoter Group	-
➢ Public	-

The details of resolution wise voting is given below in **Annexure 1**.

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary & Compliance Officer

Encl : As above

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L&T FINANCE HOLDINGS LIMITED (CIN : L67120MH2008PLC181833)								
Resolution				"Maintain adequate working capital" to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due"				
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Interested				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)] *100**	**% of Votes against on votes polled (7)=[(5)/(2)] *100**
Promoter and Promoter Group	E-Voting	-	1169709304	100.000000	1169709304	0	100.000000	0.000000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	0	0.000000	0	0	0.000000	0.000000
	Total	**1169709304**	**1169709304**	**100.000000**	**1169709304**	**0**	**100.000000**	**0.000000**
Public – Institutions	E-Voting	-	58698894	31.508428	58698894	0	100.000000	0.000000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	983149	0.527735	983149	0	100.000000	0.000000
	Total	**186295850**	**59682043**	**32.036163**	**59682043**	**0**	**100.000000**	**0.000000**
Public - Non-Institutions	E-Voting	-	56066768	14.108631	56046942	19826	99.964639	0.035361
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	1073408	0.270112	1056994	16414	98.470852	1.529148
	Total	**397393397**	**57140176**	**14.378743**	**57103936**	**36240**	**99.936577**	**0.063423**
Total		**1753398551**	**1286531523**	**73.373593**	**1286495283**	**36240**	**99.997183**	**0.002817**

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L&T Finance Holdings

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/ 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

To,
The Chairman & Managing Director,
L & T Finance Holdings Limited
L & T House,
N.M. Marg, Ballard Estate,
Mumbai- 400001.
(CIN: **L67120MH2008PLC181833**),

We are pleased to present the Report on the **POSTAL BALLOT** conducted by the Company to pass one Ordinary Resolution as contained in the Notice of Postal Ballot dated **January 22, 2016.**

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on **January 22, 2016** to conduct the Postal Ballot as contained in the Notice dated **January 22, 2016.**

2. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL),** as on **February 8, 2016,** the Company completed dispatch of the Notice of Postal Ballot:

   - On **February 8, 2016,** in physical form to **12,568** members by registered post and to **2,01,696** Members by courier; and
   - On **February 8, 2016**, by email to **2,09,168** members who had registered their email-ids with the Company.

3. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:

   - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me on or before close of working hours at **5:00p.m. on March 9, 2016**.
   - In case of remote e-Voting, votes to be cast electronically on e-voting platform provided by Central Depository Services Limited (CDSL) upto **5:00p.m. on March 9, 2016**.

4. I received **1964** Postal Ballot Forms and **369** Members cast their votes on the e-Voting platform, till **5:00 p.m. on March 9, 2016**.

S. N. ANANTHASUBRAMANIAN & CO
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5. With the support of **M/s. Sharepro Services (India) Pvt. Ltd.**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with RTA and as provided by the Depositories.

6. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by **M/s. Sharepro Services (India) Pvt. Ltd.**

7. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, votes cast through remote e-Voting only were considered valid.

8. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting result, I report that the **Ordinary Resolution** as contained in the Postal Ballot Notice dated January 22, 2016 has been passed with requisite majority.

I have annexed with this Report, the details of the Postal Ballot Forms and e-Voting and the analysis of the Result of the Ordinary Resolution as contained in the said Notice.

S. N. Ananthasubramanian

C.P.No. 1774

11th March, 2016
Thane

For L&T Finance Holdings Limited

Y. M. Deosthalee
Chairman & Managing Director

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Details of the Postal Ballot & e-Voting

A	**Postal Ballot**		
1	Number of Forms received from Members		**1964**
2	Number of Forms rejected / not considered for reasons as stated below:-		
	a. Signature mismatch		63
	b. Duplicate		
	c. Not signed		08
	d. Not Voted		69
	e. Voted for Both		03
	f. Board Resolution not attached		02
	Total Invalid Forms		145
	Number of Valid Forms (A)		**1819**
B	**e-Voting**		
1	Number of Members who participated in e-Voting.		369
	Invalid e-Votes		0
	Number of Valid e-Votes (B)		**369**
C	Total (A+B)		**2188**



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Result of Postal Ballot

Item No. 1: Maintain adequate working capital' as stipulated in the "Objectives of the Issue" with respect to the issuances of Equity Shares and Cumulative, Non-Participating and Non-Convertible Preference Shares on Preferential Basis:

	Number of Votes contained in						%
Particulars	**e-Votes**	**Postal Ballot Forms**	**Total**	**e-Votes**	**Postal Ballot Forms**	**Total**	
Assent	352	1,773	2,125	1,28,44,55,140	20,40,143	1,28,64,95,283	99.997
Dissent	17	46	63	19,826	16,414	36,240	0.003
Total	369	1,819	2,188	1,28,44,74,966	20,56,557	1,28,65,31,523	100.00

Based on the aforesaid result, I report that, the **Ordinary Resolution** as contained in Item No. 1 of the Postal Ballot Notice dated January 22, 2016, has been passed with **requisite majority**.

S. N. Ananthasubramanian

C.P.No. 1774
11th March, 2016
Thane