L&T Finance Holdings

August 6, 2014

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 Sixth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 31 (d) of the Equity Listing Agreement, please find enclosed herewith proceedings of the Sixth Annual General Meetings of the Company held on Thursday, July 24, 2014 at 3.00 p.m. 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**

Shekhar Prabhudesai
Authorised Signatory

Encl: as above

L&T Finance Holdings Ltd
9th Floor, City 2, Plot No 177
Vidyanagari Marg, C.S.T Road, Kalina
Santacruz (E), Mumbai 400 098, India

Registered Office
L&T House
N.M Marg, Ballard Estate
Mumbai 400 001, India

T +91 22 6737 2911/961
F +91 22 6621 7113

www.ltfinanceholdings.com

L&T Finance Holdings

PROCEEDINGS OF THE SIXTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, JULY 24, 2014 AT 3.00 P.M. AT BIRLA MATUSHRI SABHAGAR, 19, MARINE LINES, MUMBAI- 400 020.

1. Mr. Y. M. Deosthalee, Chairman & Managing Director of the Company chaired the proceedings of the Meeting. Mr. R. Shankar Raman, Non-Executive Director, chaired the proceedings in respect of Sr. No. 11 of the business to be transacted at the Meeting.

2. The Chairman announced that 218 Members were present in person/ proxy and after confirming the requisite quorum called the Meeting to order.

3. With the permission of the Members present, the Notice of the Meeting and the Auditors' Report was taken as read. The Chairman also informed the Members that the Register of Directors' Shareholding and Proxy Register as required under the Companies Act, 2013 were kept open for inspection. The Chairman tabled at the Meeting the certificate dated April 23, 2014 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. The Chairman delivered his speech and thereafter informed the Members that the Companies Act, 2013 and the Rules made thereunder having come into force w.e.f. April 1, 2014, the proceedings of the Annual General Meeting (AGM) were to be carried out in compliance with the same.

5. The Chairman informed the Members that the Company had provided e-Voting facility to the Members to exercise their right to vote on the business items transacted at the 6th AGM, by electronic means, between July 18, 2014 and July 20, 2014, in proportion to their shareholding as on the cut-off date of July 11, 2014. He also informed that Mr. S. N. Ananthasubramanian, Practising Company Secretary was appointed as the scrutinizer to scrutinize the e-Voting 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 poll process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder.

7. Prior to the commencement of polling, 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 e-Voting facility, to cast their votes through Ballot Form and deposit the form into the Ballot Box.

9. The Chairman then requested the Members present to raise queries on Audited Accounts and other related matters. Accordingly, 9 Members raised various queries and the Chairman suitably replied the same.

10. The polling commenced thereafter and was concluded in due course.

L&T Finance Holdings Ltd
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

T +91 22 6621 7300/400
F +91 22 6621 7509
E igrc@ltfinanceholdings.com
www.ltfinanceholdings.com

11. The Chairman thanked the Members and Proxies present and concluded the Meeting.

Based on the Scrutinizer's Report, the Voting Results (e-voting and polling) were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement on July 25, 2014 and the same were also uploaded on the website of the Agency appointed for conducting 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 Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date together with the reports of Board of Directors and Auditors thereon.	Ordinary	99.9996	0.0004
2	Declaration of dividend on equity shares of Rs. 0.75 per equity share of face value Rs. 10/- each.	Ordinary	99.9994	0.0006
3	Re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration.	Ordinary	99.9988	0.0012
SPECIAL BUSINESS:				
4	Appointment of Mr. Harsh Mariwala as an Independent Director.	Ordinary	99.9994	0.0006
5	Appointment of Mr. B. V. Bhargava as an Independent Director.	Ordinary	99.9990	0.0010
6	Appointment of Mr. Shailesh V. Haribhakti as an Independent Director.	Ordinary	99.9992	0.0008
7	Appointment of Mr. P. V. Bhide as an Independent Director.	Ordinary	99.9995	0.0005
8	Appointment of Ms. Kamakshi Rao as an Independent Director.	Ordinary	99.8448	0.1552
9	Issue of Non-Convertible Debentures/Bonds on Private Placement basis.	Special	99.9990	0.0010
10	Issue of Cumulative Non-Convertible Redeemable Preference Shares by way of Public Offer or on Private Placement basis.	Special	99.9990	0.0010

11	Variation in terms of appointment / remuneration of Chairman and Managing Director.	Ordinary	99.9986	0.0014
12	Variation in terms of appointment / remuneration of President and Whole-time Director.	Ordinary	99.9986	0.0014

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

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

T +91 22 6621 7300/400
F +91 22 6621 7509
E igrc@ltfinanceholdings.com
www.ltfinanceholdings.com