L&T Finance Holdings

BY FAX/HAND DELIVERY

August 10, 2012

National Stock Exchange of India Limited
Exchange Plaza,
Plot No.C/1, G Block,
Bandra- Kurla Complex, Bandra (East),
Mumbai-400 051.

Bombay Stock Exchange Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P.J.Towers, Dalal Street,
Mumbai- 400 001.

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

Dear Sir,

Sub: Compliance of Clause 31(d) – Copy of the proceedings of the 4th Annual General Meeting

We are pleased to enclose certified true copy of the proceedings of the Fourth Annual General Meeting of the Company held on August 9, 2012.

The above should be treated as compliance under clause 31(d) of the listing agreement.

Thanking you,

Yours faithfully,
For **L&T Finance Holdings Limited**

Shekhar Prabhudesai
Head- Secretarial & Compliance

L&T Finance Holdings Limited
Corporate Office:
8th Floor, The Metropolitan, C-26/C-27, E Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051, India
Tel: +91 22 6737 2951 Fax: +91 22 6737 2900

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

L&T Finance Holdings Limited is a subsidiary of Larsen & Toubro Limited

L&T FINANCE HOLDINGS LIMITED

PROCEEDINGS OF THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 9, 2012 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 284 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 Director's 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 26, 2012 received from M/s Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company, certifying that the ESOP Scheme of the Company were 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, 8 shareholders 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 Accounts for the Year ended March 31, 2012 and the Report of Directors' and Auditors' thereon.**

   Proposed by: Mr. Y. M. Deosthalee
   Seconded by: Mr. Davar

   Resolution was passed unanimously on show of hands as an Ordinary Resolution.

   ii) **RE- APPOINTMENT OF MR. A. K. JAIN AS DIRECTOR OF THE COMPANY**

   Proposed by: Mr. N. Sivaraman
   Seconded by: Mr. Suneet Maheshwari

   Resolution was passed unanimously on show of hands as an Ordinary Resolution.



iii) **RE-APPOINTMENT OF MR. S. V. HARIBHAKTI AS DIRECTOR OF THE COMPANY**

Proposed by: Mr. Mascarenhas
Seconded by: Mr. Gandhi

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

iv) **RE-APPOINTMENT OF MR. B. V. BHARGAVA AS DIRECTOR OF THE COMPANY**

Proposed by: Mr. N. Sivaraman
Seconded by: Mr. Shindekar

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

v) **APPOINTMENT OF AUDITORS & FIXATION OF THEIR REMUNERATION**

Proposed by: Mr. Dinanath Dubhashi
Seconded by: Mr. Bimal K. Agarwal

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

vi) **APPOINTMENT OF Ms. KAMAKSHI RAO AS DIRECTOR OF THE COMPANY**

Proposed by: Mr. G. Krishnamurthy
Seconded by: Mr. Mascarenhas

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

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

For **L&T Finance Holdings Limited**

Shekhar Prabhudesai
Head – Secretarial & Compliance