

March 7, 2018

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

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

Symbol: L&TFH

Security Code No.: 533519

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

Sub: Proceedings and intimation of result of the resolutions passed through postal ballot along with scrutinizer's report

Dear Sir / Madam,

This is with reference to our letter dated February 5, 2018, enclosing the notice of the postal ballot (including the postal ballot form) ("Notice") for seeking the consent of the Members with respect to the following items of business:

- (1) Issuance of equity shares through qualified institutions placement for an aggregate consideration of up to Rs. 10,000 million (Rupees Ten Thousand million only).
- (2) Issuance of equity shares on a preferential basis to Larsen & Toubro Limited, Promoter of the Company for an aggregate consideration of up to Rs. 20,000 million (Rupees Twenty Thousand million only).

This is to inform you that Mr. S. N. Ananthasubramanian, Practicing Company Secretary appointed as the scrutinizer by the Board of Directors of the Company vide resolution passed on January 31, 2018 has submitted his report dated March 7, 2018 on the postal ballot (i.e. postal ballot forms received from and remote e-voting done by the Members of the Company) and the results of the same have been declared at the registered office of the Company today.

All the resolutions stated in the Notice have been passed with requisite majority.

Further, the results are also being uploaded on website of the Company at <https://www.ltfs.com/investors.html>

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the report on voting results (Annexure A and B) alongwith the report issued by the scrutinizer (Annexure C).



We request you to take the aforesaid on records.

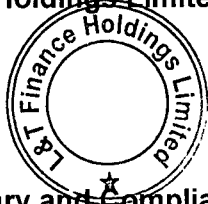
Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**



Apurva Rathod
Company Secretary and Compliance Officer



Yuhana
Encl: as above

ANNEXURE A
DETAILS OF VOTING RESULTS

Date of the AGM/EGM	Wednesday, March 7, 2018 (postal ballot)
Total no. of shareholders on record date (i.e. Thursday, January 25, 2018 – cut-off date for voting purpose)	4,34,271
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
a. Promoters and Promoter Group	-
b. Public	-
No. of shareholders attended the meeting through video conferencing:	Not Applicable
a. Promoters and Promoter Group	-
b. Public	-

For L&T Finance Holdings Limited

Rathod
A. P.

Apurva Rathod
Company Secretary and Compliance Officer



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L&T Finance Holdings Limited								
Resolution Required : (Special)			1 - Issuance of equity shares through qualified institutional placement for an aggregate consideration of up to ₹ 10,000 million.					
Whether promoter/ promoter group are interested in the			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	1169709304	1169709304	100.0000	1169709304	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1169709304	100.0000	1169709304	0	100.0000	0.0000
Public Institutions	E-Voting	258672547	200813360	77.6323	200813360	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		200813360	77.6323	200813360	0	100.0000	0.0000
Public Non Institutions	E-Voting	396432508	148687796	37.5065	148674192	13604	99.9909	0.0091
	Poll		-	-	-	-	-	
	Postal Ballot		458321	0.1156	441239	17082	96.2729	3.7271
	Total		149146117	37.6221	149115431	30686	99.9794	0.0206
Total		1824814359	1519668781	83.2780	1519638095	30686	99.9980	0.0020



L&T Finance Holdings Limited
 City 2, Plot No. 177
 Vidyanagar Marg, CST Road
 Kalina, Santacruz (East)
 Mumbai 400 098

Registered Office
 Brindavan, Plot No. 177, C.S.T. Road
 Kalina, Santacruz (East)
 Mumbai 400 098, Maharashtra, India
 CIN: L67120MH2008PLC181833

T +91 22 6212 5000
 F +91 22 6212 5398
 E igrc@lts.com

www.lts.com



L&T Financial Services

L&T Finance Holdings Limited								
Resolution Required : (Special)			2 - Issuance of equity shares on a preferential basis to Larsen & Toubro Limited, Promoter, for an aggregate consideration of up to ₹ 20,000 million.					
Whether promoter/ promoter group			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	1169709304	1169709304	100.0000	1169709304	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1169709304	100.0000	1169709304	0	100.0000	0.0000
Public Institutions	E-Voting	258672547	200813360	77.6323	200813360	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		200813360	77.6323	200813360	0	100.0000	0.0000
Public Non Institutions	E-Voting	396432508	148688033	37.5065	148677872	10161	99.9932	0.0068
	Poll		-	-	-	-	-	-
	Postal Ballot		450927	0.1137	434727	16200	96.4074	3.5926
	Total		149138960	37.6202	149112599	26361	99.9823	0.0177
Total		1824814359	1519661624	83.2776	1519635263	26361	99.9983	0.0017



R. R. R.

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T +91 22 6212 5000
 F +91 22 6212 5398
 E igrc@lts.com

www.lts.com



L&T Financial Services

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDAVAN, THANE - 400601 | Tel: 25345648/25432704 | Email: sna@snaco.net | Website: www.snaco.net

SCRUTINIZER'S REPORT

To,
 The Chairman,
 L & T Finance Holdings Limited
 CIN: L67120MH2008PLC181833.
 Brindavan, Plot No. 177, CST Road,
 Kalina, Santacruz (East),
 Mumbai - 400 098.

I am pleased to present the Report on the **POSTAL BALLOT** conducted by the Company to pass the Special Resolutions as contained in the Notice of Postal Ballot dated **January 31, 2018**.

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 to conduct the Postal Ballot as contained in the Notice dated **January 31, 2018**.

2. Members approval has been sought for:

- a) Issuance of equity shares through Qualified Institutions Placement for an aggregate consideration of upto Rs.10,000 million.
- b) Issuance of equity shares on a preferential basis to Larsen & Toubro Limited for an aggregate consideration of upto Rs.20,000 million

3. 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 **January 25, 2018 (cut-off date)**, the Company completed dispatch of the Notice of Postal Ballot:

for L & T Finance Holdings Limited

- On **February 5, 2018**, by email to 3,26,687 members who had registered their email-ids with the Company/ Depositories.
- On **February 4, 2018**, in physical form by courier to 1,02,511 members.
- On **February 3, 2018**, in physical form by registered post to 5,073 members.



Scrutinizer's Report on L & T Finance Holdings Limited - Postal Ballot

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400601 | Tel 25345648/25432704 | Email snc@snraco.net | Website www.snraco.net

4. 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 postage pre-paid envelopes addressed to me on or before close of working hours at 5:00 p.m. on **Wednesday, March 7, 2018**.
 - In case of remote-Voting, votes to be cast electronically on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL) upto 5:00 p.m. on **Wednesday, March 7, 2018**.
5. I received 827 Postal Ballot Forms and 882 Members cast their votes on the remote e-Voting platform, till 5:00 p.m. on **Wednesday, March 7, 2018**.
6. With the support of Link Intime India Private Limited, 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 the RTA and as provided by the Depositories.
7. In case of remote e-Voting, Members' demographic details, their voting rights and voting pattern were provided to the RTA.
8. The votes, if any, cast by a member(s) both in, Postal Ballot Form and remote e-Voting having been identified, votes cast through remote-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that the Special Resolutions as contained in the Postal Ballot Notice dated January 31, 2018 have been passed with requisite majority.

I have annexed with this Report, the details of the Postal Ballot and remote e-Voting and the analysis of the Result of the Special Resolutions as contained in the aforesaid Notice.



S. N. Ananthasubramanian
C.P. No. 1774
7th March, 2018
Thane



For L&T FINANCE HOLDINGS LIMITED



Dinanath Dubhashi
Managing Director & Chief Executive Officer

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/25, BRINDABAN, THANE 400601 | Tel 25345648/25432704 | Email snaf@snaco.net | Website www.snaco.net**Details of the Postal Ballot & Remote e-Voting**

A	Postal Ballot	Item no 1	Item no 2
1	Number of Forms received from Members	827	827
2	Number of Forms rejected / not considered for reasons as stated below:-		
	a. Signature mismatch	30	30
	b. Abstained	2	21
	c. Vote not cast	20	20
	d. HUF Stamp missing on Ballot Paper	1	1
	e. Signature missing	8	8
	f. Remote e-voting done	2	2
	g. Voted both 'For' & 'Against'	1	1
	Total Invalid Forms	64	83
	Number of Valid Forms (1-2)	763	744
B	Remote e-Voting		
1	Number of Members who participated in Remote e-Voting.	882	882
2	Invalid e-Votes/Not voted	4	1
	Number of Valid e-Voters(1-2)	878	881
C	Total Valid Voters (A+B)	1641	1625

Scrutinizer's Report on L & T Finance Holdings Limited - Postal Ballot



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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10/26, BRINDABAN, THANE - 400601 | Tel 25348640/25432704 | Email info@snasco.net | Website www.snasco.net

Result of Postal Ballot

Item No. 1: Issuance of equity shares through Qualified Institutions Placement for an aggregate consideration of upto Rs.10,000 million.							
Particulars	Number of			Number of Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	820	714	1,534	151,91,96,856	4,41,239	151,96,38,095	99.998
Dissent	58	49	107	13,604	17,082	30,686	0.002
Total	878	763	1,641	151,92,10,460	4,58,321	151,96,68,781	100.000

Based on the aforesaid result, I report that, the **Special Resolution** as contained in the Postal Ballot Notice dated January 31, 2018, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
 C. P. No. 1774
 7th March, 2018
 Thane



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/20, BRINDABAN, THANE - 400601 | Tel 25345048/25432704 | Email sn@snaco.net | Website www.snaco.net

Item No. 2: Issuance of equity shares on a preferential basis to Larson & Toubro Limited, Promoter, for an aggregate consideration of upto Rs. 20,000 million.

Particulars	Number of			Number of Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	822	696	1,518	151,92,00,536	4,34,727	151,96,35,263	99.998
Dissent	59	48	107	10,161	16,200	26,361	0.002
Total	881	744	1,625	151,92,10,697	4,50,927	151,96,61,624	100.000

Based on the aforesaid result, I report that, the **Special Resolution** as contained in the Postal Ballot Notice dated January 31, 2018, has been passed with requisite majority.

S. N. Ananthasubramanian
S. N. Ananthasubramanian
C. P. No. 1774
7th March, 2018
Thane

