

July 30, 2019

**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,  
1<sup>st</sup> Floor, New Trading Ring,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

**Security Code No.: 533519**

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

**Sub: Proceedings of the Eleventh Annual General Meeting**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of the Eleventh Annual General Meeting ("AGM") of the Company held on Monday, July 29, 2019 at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252 Swatantryaveer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028 and concluded at 4:50 p.m.

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

Encl: as above

PROCEEDINGS OF THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”) OF L&T FINANCE HOLDINGS LIMITED (“THE COMPANY”) HELD ON MONDAY, JULY 29, 2019 AT 3:00 P.M. AT SWATANTRYAVEER SAVARKAR RASHTRIYA SMARAK, 252 SWATANTRYAVEER SAVARKAR MARG, SHIVAJI PARK, DADAR, MUMBAI – 400 028 AND CONCLUDED AT 4:50 P.M.

**Present:**

Mr. S. V. Haribhakti	Non-Executive Chairperson (Independent Director), Chairperson of Audit Committee and Member
Mr. Dinanath Dubhashi	Managing Director & Chief Executive Officer and Member
Mr. R. Shankar Raman	Non-Executive Director and Member
Mr. P. V. Bhide	Independent Director, Chairperson of Stakeholders Relationship Committee and Member
Mr. Thomas Mathew T.	Independent Director, Chairperson of Nomination and Remuneration Committee
Ms. Nishi Vasudeva	Independent Director
Mr. Prabhakar B.	Non-Executive Director and Member

**In Attendance:**

Ms. Apurva Rathod	Company Secretary
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**Leave of Absence:**

Dr. (Mrs.) Rajani R. Gupte	Independent Director
Mr. Pavninder Singh	Nominee Director

**Invitees:**

Mr. Sanjiv Pilgaonkar	Partner, M/s. Deloitte Haskins & Sells LLP
Ms. Padmini Khare	Partner, M/s. B.K. Khare & Co.
Ms. Naina R. Desai	Practicing Company Secretary, Secretarial Auditor
Mr. S. N. Ananthasubramanian	Practicing Company Secretary, Scrutinizer

**Group Executive Committee:**

Mr. Kailash Kulkarni	Chief Executive - Investment Management & Group Head Marketing
Mr. Sachinn Joshi	Chief Financial Officer
Mr. Sunil Prabhune	Chief Executive - Rural Finance and Group Head – Digital, IT and Analytics
Mr. Raju Dodti	Chief Executive - Special Situations Group & Group Head – Legal and Compliance
Mr. Manoj Shenoy	Chief Executive - Wealth Management & Group Head - CSR

**L&T Finance Holdings Limited****Registered Office**

Brindavan, Plot No. 177, C.S.T Road  
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Mr. Srikanth JR	Chief Executive - Housing Finance & Group Head – Central Operations
Mr. Abhishek Sharma	Chief Digital Officer
Mr. Shiva Rajaraman	Chief Executive – L&T Infra Debt Fund
Mr. S. Anantharaman	Chief Risk Officer

1. Mr. S. V. Haribhakti, Chairperson of the Board of Directors of the Company welcomed the Members who were present in person / proxy and after confirming the requisite quorum called the AGM to order and commenced the proceedings.
2. The Chairperson introduced Mr. Dinanath Dubhashi, Managing Director & Chief Executive Officer of the Company. Further, he introduced the other Board members who were present at the AGM and also informed the members that due to some exigencies two Board members were unable to attend the AGM. Thereafter, the Chairperson introduced the Group Executive Committee and the Company Secretary of the Company.
3. The Chairperson informed the Members that proxies, other statutory registers, Auditors' Certificate on Employee Stock Option Schemes, Memorandum of Association, Articles of Association, the format of letter of appointment for Independent Directors and all the documents which were referred to in the Notice of AGM were available for inspection by the Members. With the permission of the Members present, the Notice of the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.
4. The Chairperson briefed the Members on the economic scenario of the country and also provided an update on achievements of the Company during FY19 and Q1FY20. Additionally, various CSR initiatives taken by the Company were also highlighted by the Chairperson.
5. The Chairperson further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between Friday, July 26, 2019 to Sunday, July 28, 2019 as stated in the Notice of AGM.
6. The Chairperson further informed the Members that those who had not voted through remote e-voting could vote through the e-voting process conducted at the AGM.
7. The Chairperson further informed that Mr. S. N. Ananthasubramanian, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
8. The Chairperson further requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through e-voting at the AGM. He also added that the voting could be done, at the choice of the Members, immediately, or after the conclusion of the question and answer session.

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9. The Chairman further informed the Members that the Company had provided the facility of live webcast of proceedings of the AGM which could be viewed live by the Members from remote locations by logging on the e-voting website of CDSL.
10. The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
11. The following business items were transacted at the meeting and passed with requisite majority.

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business:</b>		
1.	Adoption of audited standalone financial statements and the reports of the Board of Directors and Auditors thereon and audited consolidated financial statements and the report of the Auditors thereon for the financial year ended March 31, 2019.	Ordinary
2.	Declaration of dividend on Equity Shares.	Ordinary
3.	Appointment of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business:</b>		
4.	Re-appointment of Mr. S. V. Haribhakti (DIN: 00007347) as an Independent Director of the Company.	Special
5.	Re-appointment of Mr. P. V. Bhide (DIN: 03304262) as an Independent Director of the Company.	Special
6.	Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis.	Special

12. The Chairperson then requested the Members present to ask questions concerning the Annual Report (including the Notice). Of the Members present, 12 Members asked questions which were answered by the Chairperson and Mr. Dubhashi.


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13. The Chairperson thanked the Members and the AGM was concluded at 4:50 p.m.

14. Thereafter, the voting process was concluded.

For L&T Finance Holdings Limited

*Yashwanth*  
*Ishika*  


**Apurva Rathod**  
Company Secretary and Compliance Officer

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