

July 25, 2014

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

Scrip Code No.: 533519

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

Sub: Compliance under Clause 35A – Details of Voting Results of the Sixth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 35A of the Equity Listing Agreement, please find enclosed herewith the details of Voting Results of the Sixth Annual General Meeting of the Company held on Thursday, July 24, 2014 at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai – 400020 in the prescribed format.

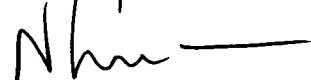
Further, the results are also published on the website of the Company i.e. www.ltfinanceholdings.com.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**



N. Suryanarayanan
Company Secretary

se
Encl: as above

DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	Thursday, July 24, 2014
Total no. of shareholders on record date (i.e. Friday, July 11, 2014)	4,57,502
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoter Group	1
b. Public	217
No. of shareholders attended the meeting through Video Conferencing:	Not Arranged
a. Promoters and Promoter Group	Not Applicable
b. Public	Not Applicable

AGENDA – WISE

The mode of voting on all the resolutions was:

1. e-Voting conducted between Friday, July 18, 2014 to Sunday, July 20, 2014 and
2. Poll (through Ballot Form) conducted at the Meeting.

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

For **L&T Finance Holdings Limited**



N. Suryanarayanan
Company Secretary

be
Encl : As above

L&T Finance Holdings Ltd

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ANNEXURE - 1

L & T FINANCE HOLDINGS LTD (CIN : L67120MH2008PLC18183)								
Clause 35A (Physical and e-Voting)								
Resolution 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 Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	123	325168599	53691680	16.511945	53685435	6225	99.988406	0.011594
Total	138	1718671820	1387615944	80.737691	1387609719	6225	99.999551	0.000449
Resolution 2 - Declaration of dividend on Equity Shares (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	122	325168599	53691446	16.511879	53683021	8425	99.984308	0.015692
Total	137	1718671820	1387615730	80.737679	1387607305	8425	99.999393	0.000607
Resolution 3 - Re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44912419	8000	99.982191	0.017809
Public-Others	120	325168599	53689393	16.511248	53681307	8086	99.984939	0.015061
Total	135	1718671820	1387613677	80.737559	1387597591	16086	99.998841	0.001159
Resolution 4 - Appointment of Mr. Harsh Mariwala as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	122	325168599	53691446	16.511879	53683410	8036	99.985033	0.014967
Total	137	1718671820	1387615730	80.737679	1387607694	8036	99.999421	0.000579
Resolution 5 - Appointment of Mr. B. V. Bhargava as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	120	325168599	53690183	16.511491	53676193	13990	99.973943	0.026057
Total	135	1718671820	1387614467	80.737605	1387600477	13990	99.998992	0.001008
Resolution 6 - Appointment of Mr. Shailesh V. Haribhakti as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44912419	8000	99.982191	0.017809
Public-Others	119	325168599	53685121	16.509934	53681330	3791	99.992938	0.007062
Total	134	1718671820	1387609405	80.737311	1387597614	11791	99.999150	0.000850


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Resolution 7 - Appointment of Mr. P. V. Bhide as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	118	325168599	53689083	16.511152	53682318	6765	99.987400	0.012600
Total	133	1718671820	1387613367	80.737541	1387606602	6765	99.999512	0.000488

Resolution 8 - Appointment of Ms. Kamakshi Rao as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	42780922	2139497	95.237139	4.762861
Public-Others	120	325168599	53689646	16.511326	53675881	13765	99.974362	0.025638
Total	135	1718671820	1387613930	80.737574	1385460668	2153262	99.844823	0.155177

Resolution 9 - Issue of Non-Convertible Debentures/Bonds on Private Placement basis (Special Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	120	325168599	53691296	16.511833	53677253	14043	99.973845	0.026155
Total	135	1718671820	1387615580	80.737670	1387601537	14043	99.998988	0.001012

Resolution 10 - Issue of Cumulative Non-Convertible Redeemable Preference Shares by way of Public Offer or on Private Placement basis (Special Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44920419	0	100.000000	0.000000
Public-Others	122	325168599	53691446	16.511879	53676991	14455	99.973078	0.026922
Total	137	1718671820	1387615730	80.737679	1387601275	14455	99.998958	0.001042

Resolution 11 - Variation in terms of appointment / remuneration of Chairman and Managing Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44915419	5000	99.988869	0.011131
Public-Others	121	325168599	53691346	16.511848	53676701	14645	99.972724	0.027276
Total	136	1718671820	1387615630	80.737673	1387595985	19645	99.998584	0.001416

Resolution 12 - Variation in terms of appointment / remuneration of President and Whole-time Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms/E-Votes	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	1	1289003865	1289003865	100.000000	1289003865	0	100.000000	0.000000
Public – Institutional holders	14	104499356	44920419	42.986312	44915419	5000	99.988869	0.011131
Public-Others	120	325168599	53690931	16.511721	53676286	14645	99.972724	0.027276
Total	135	1718671820	1387615215	80.737649	1387595570	19645	99.998584	0.001416



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