

October 23, 2015

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: Intimation of the Voting Results of Postal Ballot under Clause 35A of the Equity Listing Agreement

Dear Sir/ Madam,

Pursuant to Clause 35A of the Equity Listing Agreement, please find enclosed herewith the details of Voting Results of the Postal Ballot announced today, regarding approval sought from the Members for the following Resolutions:

1. Special Resolution for issue of Equity Shares on Preferential Basis.
2. Special Resolution for issue of Warrants on Preferential Basis.
3. Special Resolution for alteration of Articles of Association of the Company.

All the above Resolutions mentioned in the Postal Ballot Notice dated September 21, 2015 have been passed with requisite majority.

Further, please find enclosed Scrutinizer's Report issued by Mr. S. N. Ananthasubramanian, Practising Company Secretary.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**



N. Suryanarayanan
Company Secretary

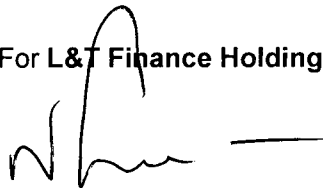
Encls: as above

DETAILS OF VOTING RESULTS OF THE POSTAL BALLOT

Date of the AGM/EGM	Wednesday, October 21, 2015 (Postal Ballot)
Total no. of shareholders on record date (i.e. Friday, September 11, 2015 – cut-off date for voting purpose)	4,56,576
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	-

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

For L&T Finance Holdings Limited



N. Suryanarayanan
Company Secretary

Encl : As above

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

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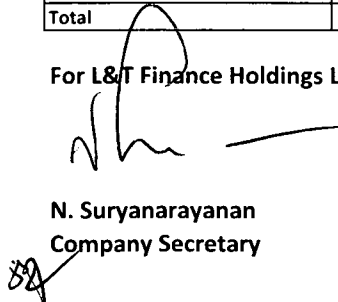
Annexure 1

L&T FINANCE HOLDINGS LTD (CIN : L67120MH2008PLC181833)								
CLAUSE 35A (PHYSICAL AND REMOTE E-VOTING)								
RESOLUTION NO. 1 - ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SPECIAL RESOLUTION)								
Promoter/Public	Total Ballot Forms	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	1254936010	1254936010	100.000000	1254936010	0	100.000000	0.000000
Public – Institutional holders	62	89340103	54826883	61.368726	54013840	813043	98.517072	1.482928
Public-Others	2011	376788481	56545159	15.007136	56409124	136035	99.759422	0.240578
Total	2074	1721064594	1366308052	79.387378	1365358974	949078	99.930537	0.069463

RESOLUTION NO. 2 - ISSUE OF WARRANTS ON PREFERENTIAL BASIS (SPECIAL RESOLUTION)								
Promoter/Public	Total Ballot Forms	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	1254936010	1254936010	100.000000	1254936010	0	100.000000	0.000000
Public – Institutional holders	62	89340103	54826883	61.368726	54013840	813043	98.517072	1.482928
Public-Others	1935	376788481	56430258	14.976641	56278878	151380	99.731740	0.268260
Total	1998	1721064594	1366193151	79.380702	1365228728	964423	99.929408	0.070592

RESOLUTION NO. 3 - ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY (SPECIAL RESOLUTION)								
Promoter/Public	Total Ballot Forms	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	1254936010	1254936010	100.000000	1254936010	0	100.000000	0.000000
Public – Institutional holders	62	89340103	54826883	61.368726	54013840	813043	98.517072	1.482928
Public-Others	1922	376788481	56432357	14.977198	56299181	133176	99.764008	0.235992
Total	1985	1721064594	1366195250	79.380824	1365249031	946219	99.930741	0.069259

For L&T Finance Holdings Limited



N. Suryanarayanan
Company Secretary



L&T Finance Holdings

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**S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES**

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

To,
The Chairman & Managing Director,
L & T Finance Holdings Limited
L & T House,
N.M. Marg, Ballard Estate,
Mumbai- 400001.
(CIN: L67120MH2008PLC181833),

We are pleased to present the Report on the **POSTAL BALLOT** conducted by the Company to pass three Special Resolutions as contained in the Notice of Postal Ballot dated **21st September, 2015**.

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 on **21st September 2015** to conduct the Postal Ballot as contained in the Notice dated **21st September, 2015**.
2. Members approval was sought for:
 - a) Issue of 3,18,36,971 Equity Shares of the face value of Rs. 10/- each on Preferential Basis to BC Investments VI Limited.
 - b) Issue of 6,38,20,990 Share Warrants of the face value of Rs. 10/- each on Preferential Basis to BS Asia Growth Investments.
 - c) Alteration of Articles of Association of the Company.
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 **11th September, 2015**, the Company completed dispatch of the Notice of Postal Ballot:
 - On **21st September 2015**, in physical form to **2,16,058** Members by courier/registered post; and
 - On **21st September 2015**, by email to **2,37,412** Members who had registered their email-ids with the Company.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:

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



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

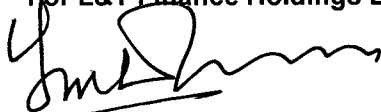
Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

- In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me on or before close of working hours at 5:00 p.m. on 21st October, 2015.
 - In case of remote e-Voting, votes to be cast electronically on e-voting platform provided by Central Depository Services Limited (CDSL) upto 5:00 p.m. on 21st October, 2015.
5. I received 1653 Postal Ballot Forms and 574 Members cast their votes on the e-Voting platform, till 5:00 p.m. on 21st October, 2015.
6. With the support of M/s Sharepro Services (India) Pvt. Ltd., 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 RTA and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by M/s. Sharepro Services (India) Pvt. Ltd.
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, votes cast through remote e-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting result, I report that the three Special Resolutions as contained in the Postal Ballot Notice dated 21st September, 2015 has been passed with requisite majority.

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


S. N. Ananthasubramanian

S. N. Ananthasubramanian
C.P.No. 1774
23rd October, 2015
Thane

For L&T Finance Holdings Limited

Y. M. Deosthalee
Chairman & Managing Director

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

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Details of the Postal Ballot & e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	1,653
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	52
	b. Not signed	9
	c. Not Voted	7
	d. Voted for Both	6
	e. Board Resolution not attached	2
	Total Invalid Forms	146
	Number of Valid Forms (A)	1,507
B	e-Voting	
1	Number of Members who participated in e-Voting.	574
	Invalid e-Votes	0
	Number of Valid e-Votes (B)	574
C	Total (A+B)	2,081



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

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Result of Postal Ballot

Item No. 1: Issue of 3,18,36,971 Equity Shares of the face value of Rs. 10/- each on Preferential Basis							
	Number of Votes contained in						%age
Particulars	e-Votes	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms	Total	
Assent	529	1,442	1,971	136,43,85,584	9,73,390	136,53,58,974	99.93
Dissent	45	58	103	8,50,975	98,103	9,49,078	0.07
Abstain	0	7	7	0	1,211	1,211	0.00
Total	574	1,507	2,081	136,52,36,559	10,72,704	136,63,09,263	100.00

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 1 of the Postal Ballot Notice dated 21st September, 2015, has been passed with requisite majority.

S. N. Ananthasubramanian

C.P.No. 1774
23rd October, 2015
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Scrutinizer's Report on L&T Finance Holdings Limited Postal Ballot

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Result of Postal Ballot

Item No. 2: Issue of 6,38,20,990 Share Warrants of the face value of Rs. 10/- each on Preferential Basis.							
	Number of Votes contained in						%age
Particulars	e-Votes	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms	Total	
Assent	517	1351	1,868	136,43,74,147	8,54,581	136,52,28,728	99.92
Dissent	57	73	130	8,62,412	1,02,011	9,64,423	0.07
Abstain	0	83	83	0	1,15,990	1,15,990	0.01
Total	574	1506	2,080	136,52,36,559	10,72,582	136,63,09,141	100.00

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 2 of the Postal Ballot Notice dated 21st September, 2015, has been passed with requisite majority.

S. N. Ananthasubramanian

C.P.No. 1774

23rd October 2015

Thane



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

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Result of Postal Ballot

Item No. 3: Alteration of Articles Of Association of the Company							
	Number of Votes contained in						%age
Particulars	e-Votes	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms	Total	
Assent	525	1,352	1,577	136,43,86,744	8,62,287	136,52,49,031	99.92
Dissent	48	60	108	8,49,565	96,654	9,46,219	0.07
Abstain	1	95	96	250	1,13,302	1,13,552	0.01
Total	574	1,507	2,081	13652,36,559	10,72,243	136,63,08,802	100.00

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 3 of the Postal Ballot Notice dated 21st September, 2015, has been passed with requisite majority.

S. N. Ananthasubramanian

C.P.No. 1774

23rd October, 2015

Thane



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