

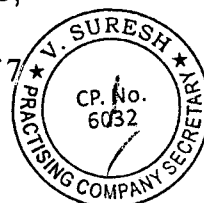


#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

## SCRUTINIZER'S REPORT

Report to the Chairman of L&T FinCorp Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office at L & T HOUSE, BALLARD ESTATE, MUMBAI - 400001, Maharashtra, hereinafter referred to as "the Company", on the E-voting conducted by the Company to pass three Special Resolutions as contained in the Notice dated **23<sup>rd</sup> May 2014**, for the Extraordinary General Meeting to be held on **2<sup>nd</sup> June 2014**.

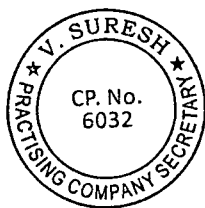
1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, I was appointed as a Scrutinizer by the Company on **18<sup>th</sup> April 2014** to conduct E-voting for passing of three Special Resolutions as contained in the Notice dated **23<sup>rd</sup> May 2014**.
2. In E-voting, members had to vote by logging on to [www.evotingindia.com](http://www.evotingindia.com) and following the procedure laid down in the notice dated **23<sup>rd</sup> May 2014**. The E-voting period commenced on May 28, 2014 from 9 AM and concluded on May 28, 2014 at 7 PM.
3. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be,



electronically on e-voting platform provided by CDSL, before 7 PM on May 28, 2014 in respect of Special Resolution(s) as set out therein.

4. Members' demographic details, their voting rights and voting pattern were provided by CDSL. The votes, if any, cast by a member(s) both in physical form and e-voting having been identified, in terms of the said Notice, votes cast through e-voting form were considered valid.
5. In the E-voting, 27,29,66,428 votes have been cast and all the votes were in favour of the three Special Resolutions as set in the notice. Based on this, I report that the three Special resolutions as contained in the said Notice have been passed unanimously.

I have annexed with this Report, the details of e-voting and the analysis of the Results of the three Special Resolutions, as contained in the said Notice.



**V Suresh**

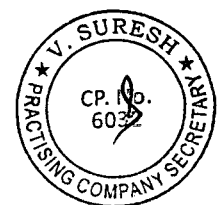
**Practising Company Secretary**

**C.P. No. 6032**

**Annexure**

**Details of the E-voting**

	<b>E-Voting</b>	
	Number of members who participated in e-voting	7



**Annexure**

**Analysis of Results of Item No. 1 - Special Resolution pursuant to Section 180(1)(c) of the Companies Act 2013 as set out in the Notice**

<b>Particulars</b>	<b>Number of E-votes</b>	<b>Number of Votes contained in E-votes</b>	<b><u>Percentage</u></b>
<b>Received</b>	7	27,29,66,428	100%
<b>Assent</b>	7	27,29,66,428	100%
<b>Dissent</b>	-	-	-
<b>Total</b>	7	27,29,66,428	100%

Accordingly, out of the 27,29,66,428 votes polled in E-votes, 27,29,66,428 votes were cast ASSENTING to the Special Resolution constituting 100 % of the votes polled and no votes were cast DISSENTING to the Special Resolution.

Thus, the Special Resolution as contained in Item No. 1 of the Notice dated 23<sup>rd</sup> May 2014, under Section 180(1)(c) of the Companies Act, 2013, is passed unanimously.

**Annexure**

**Analysis of Results of Item No. 2 - Special Resolution pursuant to Section 180(1)(a) of the Companies Act 2013 as set out in the Notice**

<b>Particulars</b>	<b>Number of E-votes</b>	<b>Number of Votes contained in E-votes</b>	<b><u>Percentage</u></b>
<b>Received</b>	7	27,29,66,428	100%
<b>Assent</b>	7	27,29,66,428	100%
<b>Dissent</b>	-	-	-
<b>Total</b>	7	27,29,66,428	100%

Accordingly, out of the 27,29,66,428 votes polled in E-votes, 27,29,66,428 votes were cast ASSENTING to the Special Resolution constituting 100 % of the votes polled and no votes were cast DISSENTING to the Special Resolution.

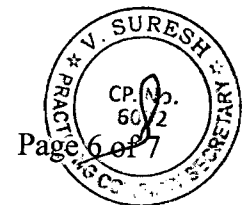
Thus, the Special Resolution as contained in Item No. 2 of the Notice dated 23<sup>rd</sup> May 2014, under Section 180(1)(a) of the Companies Act, 2013, is passed unanimously.

**Annexure**

**Analysis of Results of Item No. 3 - Special Resolution pursuant to Section 42 and 71 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act 2013 as set out in the Notice**

<b>Particulars</b>	<b>Number of E-votes</b>	<b>Number of Votes contained in E-votes</b>	<b><u>Percentage</u></b>
<b>Received</b>	7	27,29,66,428	100%
<b>Assent</b>	7	27,29,66,428	100%
<b>Dissent</b>	-	-	-
<b>Total</b>	7	27,29,66,428	100%

Accordingly, out of the 27,29,66,428 votes polled in E-votes, 27,29,66,428 votes were cast ASSENTING to the Special Resolution constituting 100 % of the votes polled and no votes were cast DISSENTING to the Special Resolution.



Thus, the Special Resolution as contained in Item No. 3 of the Notice dated 23<sup>rd</sup> May 2014, under Sections 42 and 71 of the Companies Act, 2013, read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, is passed unanimously.

