

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

To,
The Chairman
L&T Finance Holdings Limited
L&T House,
Ballard Estate,
Mumbai- 400 001

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on 24th July, 2014.

Please find enclosed, our Report in three parts as listed below:

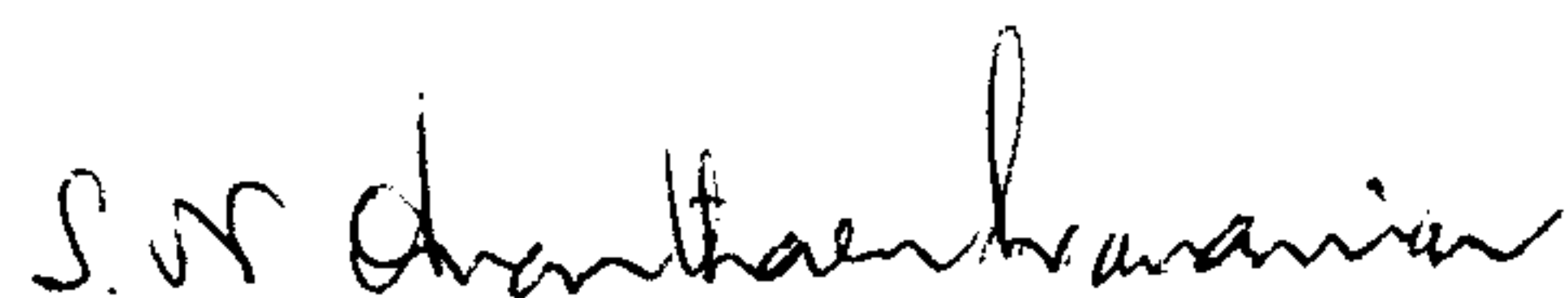
Section I - Report of the Scrutinizer on E-Voting

Section II - Report of Poll Results at the AGM in the prescribed format

Section III - Consolidated Results of e-Voting & Poll

Our Report on E-Voting is based on the data downloaded from the e-Voting platform provided by CDSL and our Report on Voting on the Poll is based on the data provided by your RTA.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will however be happy to answer your queries if any on the same and assure you of our best services at all times.



S.N. Ananthasubramanian

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

SECTION - III

Consolidated Results

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

Based on Results of E-Voting & Poll at the AGM, Consolidated Results of each Item on the Agenda as set out in the Notice dated 20th June, 2014 is annexed herewith.

1. Consolidated Results of Item No. 1 -

To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date together with the Report of the Directors and Auditors thereon.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,18,318	3,78,91,401	138,76,09,719	100.00
Dissent	6,225	0	6,225	0.00
Total	134,97,24,543	3,78,91,401	138,76,15,944	100.00

Accordingly, out of a total of 138,76,15,944 valid votes cast via e-Voting and Poll, 138,76,09,719 votes were cast **ASSENTING** to the **Ordinary Resolution** constituting 100.00 % of the votes polled; 6,225 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

2. Consolidated Results of Item No. 2-

To declare a dividend on equity shares.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,18,104	3,78,89,201	138,76,07,305	100.00
Dissent	6,225	2,200	8,425	0.00
Total	134,97,24,329	3,78,91,401	138,76,15,730	100.00

Accordingly, out of a total of **138,76,15,730** valid votes cast via e-Voting and Poll, **138,76,07,305** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00 %** of the votes polled; **8,425** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

3. Consolidated Results of Item No. 3 -

To re-appoint M/s. Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,08,161	3,78,89,430	138,75,97,591	100.00
Dissent	15,815	271	16,086	0.00
Total	134,97,23,976	3,78,89,701	138,76,13,677	100.00

Accordingly, out of a total of **138,76,13,677** valid votes cast via e-Voting and Poll, **138,75,97,591** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00 %** of the votes polled; **16,086** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

4. Consolidated Results of Item No. 4 -

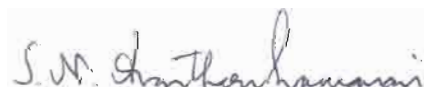
To appoint Mr. Harsh Mariwala, as Independent Director of the Company, who was an Additional Director of the Company, and whose term of office expires at this Annual General Meeting to hold office upto 31st March 2019.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,16,564	3,78,91,130	138,76,07,694	100.00
Dissent	7,765	271	8,036	0.00
Total	134,97,24,329	3,78,91,401	138,76,15,730	100.00

Accordingly, out of a total of **138,76,15,730** valid votes cast via e-Voting and Poll, **138,76,07,694** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **8,036** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

5. Consolidated Results of Item No. 5 -

To appoint Mr. B. V. Bhargava as Independent Director to hold office for a term up to 31st March, 2019.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,16,339	3,78,84,138	138,76,00,477	100.00
Dissent	7,990	6,000	13,990	0.00
Total	134,97,24,329	3,78,90,138	138,76,14,467	100.00

Accordingly, out of a total of **138,76,14,467** valid votes cast via e-Voting and Poll, **138,76,00,477** votes were cast **ASSENTING** to the Ordinary Resolution constituting **100.00 %** of the votes polled; **13,990** votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

6. Consolidated Results of Item No. 6 -

To appoint Mr. Shailesh V. Haribhakti as Independent Director to hold office for a term up to 31st March, 2019.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	1,34,97,08,389	3,78,89,225	138,75,97,614	100.00
Dissent	9,715	2076	11,791	0.00
Total	1,34,97,18,104	3,78,91,301	138,76,09,405	100.00

Accordingly, out of a total of 138,76,09,405 valid votes cast via e-Voting and Poll, 138,75,97,614 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 11,791 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

7. Consolidated Results of Item No. 7 -

To appoint Mr. P. V. Bhide as Independent Director to hold office for a term up to 31st March, 2019.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	1,34,97,16,564	3,78,90,038	138,76,06,602	100.00
Dissent	6,765	0	6,765	0.00
Total	1,34,97,23,329	3,78,90,038	138,76,13,367	100.00

Accordingly, out of a total of **138,76,13,367** valid votes cast via e-Voting and Poll, **138,76,06,602** votes were cast **ASSENTING** to the Ordinary Resolution constituting **100.00 %** of the votes polled; **6,765** votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 7 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

8. Consolidated Results of Item No. 8 -


To appoint Ms. Kamakshi Rao as Independent Director to hold office for a term up to 31st March, 2019.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,75,77,067	3,78,83,601	138,54,60,668	99.84
Dissent	21,47,262	6,000	21,53,262	0.16
Total	134,97,24,329	3,78,89,601	138,76,13,930	100.00

Accordingly, out of a total of **138,76,13,930** valid votes cast via e-Voting and Poll, **138,54,60,668** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **99.84%** of the votes polled; **21,53,262** votes were cast **DISSENTING** to the **Ordinary Resolution** constituting **0.16%** of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

9. Consolidated Results of Item No. 9 -

To offer, issue and allot, in one or more tranches Secured or Unsecured Non-Convertible Debentures/Bonds, on private placement basis during the Financial Year 2014-15, for an amount not exceeding Rs. 1,000,00,00,000/- (Rupees One Thousand Crore Only).

Special Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,16,514	3,78,85,023	138,76,01,537	100.00
Dissent	7,765	6,278	14,043	0.00
Total	134,97,24,279	3,78,91,301	138,76,15,580	100.00

Accordingly, out of a total of 138,76,15,580 valid votes cast via e-Voting and Poll, 138,76,01,537 votes were cast **ASSENTING** to the **Special Resolution** constituting 100.00% of the votes polled; 14,043 votes were cast **DISSENTING** to the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 9 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

10. Consolidated Results of Item No. 10 -

To create, offer, issue and allot, in one or more tranches, 10,00,00,000 Cumulative Non-Convertible Redeemable Preference Shares of the face value of Rs. 100/- each for cash at par or at a premium aggregating to a nominal value of Rs. 1,000,00,00,000/- (Rupees One Thousand Crore Only) through Public Offer or on Private Placement basis.

Special Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	134,97,16,089	3,78,85,186	138,76,01,275	100.00
Dissent	8,240	6,215	14,455	0.00
Total	134,97,24,329	3,78,91,401	138,76,15,730	100.00

Accordingly, out of a total of 138,76,15,730 valid votes cast via e-Voting and Poll, 138,76,01,275 votes were cast **ASSENTING** to the **Special Resolution** constituting 100.00% of the votes polled; 14,455 votes were cast **DISSENTING** to the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 10 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

11. Consolidated Results of Item No. 11 -

To revise the terms of appointment / remuneration of Mr. Y. M. Deosthalee, Chairman & Managing Director of the Company effective from 1st July 2014.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	1,34,97,15,784	3,78,80,201	138,75,95,985	100.00
Dissent	8,545	11,100	19,645	0.00
Total	1,34,97,24,329	3,78,91,301	138,76,15,630	100.00

Accordingly, out of a total of **138,76,15,630** valid votes cast via e-Voting and Poll, **138,75,95,985** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **19,645** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 11 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane

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

12. Consolidated Results of Item No. 12 -

To revise, effective from 1st July, 2014, the terms of appointment/remuneration of Mr. N. Sivaraman, **President & Whole-time Director** of the Company.

Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	1,34,97,15,784	3,78,79,786	138,75,95,570	100.00
Dissent	8,545	11,100	19,645	0.00
Total	1,34,97,24,329	3,78,90,886	138,76,15,215	100.00

Accordingly, out of a total of **138,76,15,215** valid votes cast via e-Voting and Poll, **138,75,95,570** votes were cast **ASSENTING** to the **Ordinary Resolution** constituting **100.00%** of the votes polled; **19,645** votes were cast **DISSENTING** to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 12 of the Notice dated 20th June 2014, is passed with requisite majority.



S.N. Ananthasubramanian

Date: 25th July, 2014

Place: Thane