

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: Details of voting results with respect to the Eleventh Annual General Meeting

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the details of voting results with respect to the Eleventh Annual General Meeting 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 as per the format prescribed.

Further, the results are also being uploaded on website of the Company at https://www.ltfs.com/investors.html

Also, please find enclosed, for your records the report issued by the Scrutinizer i.e. Mr. S. N. Ananthasubramanian, Practicing Company Secretary.

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



### **DETAILS OF VOTING RESULTS**

| Date of the Annual General Meeting            | Monday, July 29, 2019 |
|---|-----------------------|
|   |                       |
| Total no. of shareholders as on record date   | 5,17,490              |
| (i.e. Monday, July 22, 2019– cut-off date for |                       |
| voting purpose)                               |                       |
|   |                       |
| No. of shareholders present in the meeting    |                       |
| either in person or through proxy:            |                       |
| a. Promoters and Promoter Group               | 1                     |
| b. Public                                     | 168                   |
|   |                       |
| No. of shareholders attended the meeting      | Not Arranged          |
| through Video Conferencing:                   |                       |
| a. Promoters and Promoter Group               | Not Applicable        |
| b. Public                                     | Not Applicable        |

### **AGENDA - WISE**

The mode of voting on all the resolutions was:

- 1. Remote e-voting conducted between Friday, July 26, 2019 to Sunday, July 28, 2019; and
- 2. Voting through electronic means conducted at the Annual General Meeting.

The details of voting for each resolution are given in **Annexure I**.

For L&T Finance Holdings Limited

, Apurva Rathod

Company Secretary and Compliance Officer

Encl: As above

#### Annexure I

|                            |                                |                       | 1  | L&T Finance Holdings                          | Limited                     |                              |  |                                       |  |  |  |  |
|----------------------------|--------------------------------|-----------------------|--|---|-----------------------------|------------------------------|--|---------------------------------------|--|--|--|--|
|                            | equired : (Ord                 |                       | 1 - Adoption of financial statements for the year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon. |   |                             |                              |  |                                       |  |  |  |  |
| -                          | moter/ promother the agenda/re |                       |  | NO  |                             |                              |  |                                       |  |  |  |  |
| Category                   | Mode of<br>Voting              | No. of shares<br>held | No. of votes<br>polled   | % of Votes Polled<br>on outstanding<br>shares | No. of Votes – in<br>favour | No. of<br>Votes –<br>Against | % of Votes in<br>favour on votes<br>polled | % of Votes against<br>on votes polled |  |  |  |  |
|                            |                                | [1]                   | [2]  | [3]={[2]/[1]}*100                             | [4]                         | [5]                          | [6]={[4]/[2]}*100                          | [7]={[5]/[2]}*100                     |  |  |  |  |
|                            | E-Voting                       |                       | 1,27,75,20,203   | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Promoter<br>and            | Poll                           |                       | 0  | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
| Promoter<br>Group          | Postal<br>Ballot               | 1,27,75,20,203        | 0  | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                            | Total                          |                       | 1,27,75,20,203   | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
|                            | E-Voting                       |                       | 16,54,76,778   | 59.9272                                       | 16,54,76,778                | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
|                            | Poll                           |                       | 9,56,57,961  | 34.6424                                       | 9,56,57,961                 | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Public<br>Institutions     | Postal<br>Ballot               | 27,61,29,479          | 0  | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                            | Total                          |                       | 26,11,34,739   | 94.5697                                       | 26,11,34,739                | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
|                            | E-Voting                       |                       | 1,03,89,415  | 2.3251  | 1,03,88,693                 | 7,22                         | 99.9931                                    | 0.0069                                |  |  |  |  |
| Outlin Name                | Poll                           |                       | 1,33,304   | 0.0298  | 1,32,299                    | 1,005                        | 99.2461                                    | 0.7539                                |  |  |  |  |
| Public Non<br>Institutions | Postal<br>Ballot               | 44,68,30,778          | 0  | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                            | Total                          |                       | 1,05,22,719  | 2.3550  | 1,05,20,992                 | 1,727                        | 99.9836                                    | 0.0164                                |  |  |  |  |
| Total                      |                                | 2,00,04,80,460        | 1,54,91,77,661   | 77.4403                                       | 1,54,91,75,934              | 1,727                        | 99.9999                                    | 0.0001                                |  |  |  |  |







L&T Finance Holdings Limited
Registered Office
Brindavan, Plot No. 177, C.S.T Road
Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67120MH2008PLC181833

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|                                |                      |                       |                        | L&T Finance Holdings                          | Limited                     | _                            |  |                                       |  |  |  |  |
|--------------------------------|----------------------|-----------------------|------------------------|---|-----------------------------|------------------------------|--|---------------------------------------|--|--|--|--|
| Resolution Req                 | uired : (Ordi        | nary)                 | 2 - Declaration of o   | dividend on Equity Sha                        | ıres.                       |                              |  |                                       |  |  |  |  |
| Whether promeinterested in the |                      |                       |                        | NO  |                             |                              |  |                                       |  |  |  |  |
| Category                       | Mode<br>of<br>Voting | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes – in<br>favour | No. of<br>Votes –<br>Against | % of Votes in<br>favour on votes<br>polled | % of Votes against<br>on votes polled |  |  |  |  |
|                                |                      | [1]                   | [2]                    | [3]={[2]/[1]}*100                             | [4]                         | [5]                          | [6]={[4]/[2]}*100                          | [7]={[5]/[2]}*100                     |  |  |  |  |
|                                | E-<br>Voting         |                       | 1,27,75,20,203         | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Promoter and                   | Poll                 |                       | 0                      | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
| Promoter<br>Group              | Postal<br>Ballot     | 1,27,75,20,203        | o                      | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                                | Total                |                       | 1,27,75,20,203         | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
|                                | E-<br>Voting         |                       | 16,63,01,099           | 60.2258                                       | 16,63,01,099                | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Public                         | Poll                 |                       | 9,56,57,961            | 34.6424                                       | 9,56,57,961                 | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Institutions                   | Postal<br>Ballot     | 27,61,29,479          | 0                      | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                                | Total                |                       | 26,19,59,060           | 94.8682                                       | 26,19,59,060                | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
|                                | E-<br>Voting         |                       | 6,78,30,820            | 15.1804                                       | 6,78,29,556                 | 1,264                        | 99.9981                                    | 0.0019                                |  |  |  |  |
| Public Non                     | Poll                 |                       | 1,33,304               | 0.0298  | 1,32,299                    | 1,005                        | 99.2461                                    | 0.7539                                |  |  |  |  |
| Institutions                   | Postal<br>Ballot     | 44,68,30,778          | 0                      | 0.0000  | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|                                | Total                |                       | 6,79,64,124            | 15.2103                                       | 6,79,61,855                 | 2,269                        | 99.9967                                    | 0.0033                                |  |  |  |  |
| Total                          |                      | 2,00,04,80,460        | 1,60,74,43,387         | 80.3529                                       | 1,60,74,41,118              | 2,269                        | 99.9999                                    | 0.0001                                |  |  |  |  |







Registered Office Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098, Maharashtra, India CIN: L67120MH2008PLC181833

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|  |                   |                       |                        | .&T Finance Holdings L                             | imited                      | · · · · ·                    |  |                                       |  |  |  |  |
|--|-------------------|-----------------------|------------------------|--|-----------------------------|------------------------------|--|---------------------------------------|--|--|--|--|
| Resolution Requirements Whether promo  | :d - (O-di)       |                       |                        |  |                             | Raman (DIN: 0                | 0019798), who retires                      | by rotation, and                      |  |  |  |  |
| Resolution Requi                       |                   |                       | being eligible, of     | being eligible, offers himself for re-appointment. |                             |                              |  |                                       |  |  |  |  |
|  |                   |                       |                        |  | N                           | 0                            |  |                                       |  |  |  |  |
| Category                               | Mode of<br>Voting | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares      | No. of Votes –<br>in favour | No. of<br>Votes –<br>Against | % of Votes in<br>favour on votes<br>polled | % of Votes against<br>on votes polled |  |  |  |  |
|  |                   | [1]                   | [2]                    | [3]={[2]/[1]}*100                                  | [4]                         | [5]                          | [6]={[4]/[2]}*100                          | [7]={[5]/[2]}*100                     |  |  |  |  |
|  | E-Voting          |                       | 1,27,75,20,203         | 100.0000   | 1,27,75,20,203              | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Promoter and                           | Poll              |                       | 0                      | 0.0000   | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
| Promoter<br>Group                      | Postal Ballot     | 1,27,75,20,203        | 0                      | 0.0000   | 0<br>1,27,75,20,203         | 0<br><b>0</b>                | 0.0000                                     | 0.0000                                |  |  |  |  |
|  | E-Voting          |                       | 16,63,01,099           | 60.2258  | 16,40,79,815                | 22,21,284                    | 98.6643                                    | 1.3357                                |  |  |  |  |
| ************************************** | Poll              |                       | 9,56,57,961            | 34.6424  | 9,56,57,961                 | 0                            | 100.0000                                   | 0.0000                                |  |  |  |  |
| Public<br>Institutions                 | Postal Ballot     | 27,61,29,479          | 0                      | 0.0000   | 0                           | 0                            | 0.0000                                     | 0.0000                                |  |  |  |  |
|  | Total             |                       | 26,19,59,060           | 94.8682  | 25,97,37,776                | 22,21,284                    | 99.1520                                    | 0.0000                                |  |  |  |  |
|  | E-Voting          |                       | 6,78,28,825            | 15.1800  | 6,76,31,519                 | 1,97,306                     | 99.7091                                    | 0.2909                                |  |  |  |  |
| Public Non                             | Poll              |                       | 1,33,304               | 0.0298   | 1,32,299                    | 1,005                        | 99.2461                                    | 0.7539                                |  |  |  |  |
| Institutions                           | Postal Ballot     | 44,68,30,778          | 0<br>6,79,62,129       | 0.0000   | 0<br><b>6,77,63,818</b>     | 0<br><b>1,98,311</b>         | 0.0000<br>99.7082                          | 0.0000                                |  |  |  |  |
| Total                                  |                   | 2,00,04,80,460        | 1,60,74,41,392         | 80.3528  | 1,60,50,21,797              | 24,19,595                    | 99.8495                                    | 0.1505                                |  |  |  |  |

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|                               |                                 |                           |                        | L&T Finance Holding   | s Limited                   |                          |  |                                       |  |  |  |  |
|-------------------------------|---------------------------------|---------------------------|------------------------|---|-----------------------------|--------------------------|--|---------------------------------------|--|--|--|--|
| Resolution Re                 | Resolution Required : (Special) |                           | 4 - Re-appointmen      | 4 - Re-appointment of Mr. S. V. Haribhakti (DIN: 00007347) as an Independent Director of the Company. |                             |                          |  |                                       |  |  |  |  |
| Whether pro-<br>interested in |                                 | oter group are esolution? |                        | NO  |                             |                          |  |                                       |  |  |  |  |
| Category                      | Mode of<br>Voting               | No. of shares<br>held     | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares   | No. of Votes – in<br>favour | No. of Votes<br>–Against | % of Votes in<br>favour on votes<br>polled | % of Votes against<br>on votes polled |  |  |  |  |
|                               | -                               | [1]                       | [2]                    | [3]={[2]/[1]}*100   | [4]                         | [5]                      | [6]={[4]/[2]}*10<br>0                      | [7]={[5]/[2]}*100                     |  |  |  |  |
|                               | E-Voting                        |                           | 1,27,75,20,203         | 100.0000  | 1,27,75,20,203              | 0                        | 100.0000                                   | 0.0000                                |  |  |  |  |
| Promoter<br>and               | Poll                            |                           | 0                      | 0.0000  | 0                           | 0                        | 0.0000                                     | 0.0000                                |  |  |  |  |
| Promoter<br>Group             | Postal<br>Ballot                | 1,27,75,20,203            | 0                      | 0.0000  | 0                           | 0                        | 0.0000                                     | 0.0000                                |  |  |  |  |
|                               | Total                           |                           | 1,27,75,20,203         | 100.0000  | 1,27,75,20,203              | 0                        | 100.0000                                   | 0.0000                                |  |  |  |  |
|                               | E-Voting                        |                           | 16,63,01,099           | 60.2258   | 14,12,12,891                | 2,50,88,208              | 84.9140                                    | 15.0860                               |  |  |  |  |
| 0.15                          | Poll                            |                           | 9,56,57,961            | 34.6424   | 9,56,57,961                 | 0                        | 100.0000                                   | 0.0000                                |  |  |  |  |
| Public<br>Institutions        | Postal<br>Ballot                | 27,61,29,479              | 0                      | 0.0000  | 0                           | 0                        | 0.0000                                     | 0.0000                                |  |  |  |  |
|                               | Total                           |                           | 26,19,59,060           | 94.8682   | 23,68,70,852                | 2,50,88,208              | 90.4229                                    | 0.0000                                |  |  |  |  |
|                               | E-Voting                        |                           | 6,73,91,275            | 15.0821   | 6,72,09,337                 | 1,81,938                 | 99.7300                                    | 0.2700                                |  |  |  |  |
| Dublis N                      | Poll                            |                           | 1,33,304               | 0.0298  | 1,32,299                    | 1,005                    | 99.2461                                    | 0.7539                                |  |  |  |  |
| Public Non<br>Institutions    | Postal<br>Ballot                | 44,68,30,778              | 0                      | 0.0000  | 0                           | 0                        | 0.0000                                     | 0.0000                                |  |  |  |  |
|                               | Total                           |                           | 6,75,24,579            | 15.1119   | 6,73,41,636                 | 1,82,943                 | 99.7291                                    | 0.2709                                |  |  |  |  |
| Total                         |                                 | 2,00,04,80,460            | 1,60,70,03,842         | 80.3309   | 1,58,17,32,691              | 2,52,71,151              | 98.4274                                    | 1.5726                                |  |  |  |  |





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|                   |                                  |                       | T                      | L&T Finance Holdings                          | Limited                     |                              |                                      |                                       |
|-------------------|----------------------------------|-----------------------|------------------------|---|-----------------------------|------------------------------|--------------------------------------|---------------------------------------|
| Resolution Re     | equired : (Specia                | al)                   | 5 - Re-appointme       | ent of Mr. P. V. Bhide                        | (DIN: 03304262) as          | an Independ                  | ent Director of the Cor              | mpany.                                |
|                   | moter/ promote<br>the agenda/res |                       |                        |   | N                           | NO                           |                                      |                                       |
| Category          | Mode of<br>Voting                | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes –<br>in favour | No. of<br>Votes –<br>Against | % of Votes in favour on votes polled | % of Votes against<br>on votes polled |
|                   |                                  | [1]                   | [2]                    | [3]={[2]/[1]}*100                             | [4]                         | [5]                          | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                     |
|                   | E-Voting                         |                       | 1,27,75,20,203         | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                             | 0.0000                                |
| Promoter<br>and   | Poll                             |                       | 0                      | 0.0000  | 0                           | 0                            | 0.0000                               | 0.0000                                |
| Promoter<br>Group | Postal<br>Ballot                 | 1,27,75,20,203        | 0                      | 0.0000  | 0                           | 0                            | 0.0000                               | 0.0000                                |
|                   | Total                            |                       | 1,27,75,20,203         | 100.0000                                      | 1,27,75,20,203              | 0                            | 100.0000                             | 0.0000                                |
|                   | E-Voting                         |                       | 16,63,01,099           | 60.2258                                       | 16,58,50,091                | 4,51,008                     | 99.7288                              | 0.2712                                |
| Public            | Poli                             |                       | 9,56,57,961            | 34.6424                                       | 9,56,57,961                 | 0                            | 100.0000                             | 0.0000                                |
| Institutions      | Postal<br>Ballot                 | 27,61,29,479          | 0                      | 0.0000  | 0                           | 0                            | 0.0000                               | 0.0000                                |
|                   | Total                            |                       | 26,19,59,060           | 94.8682                                       | 26,15,08,052                | 4,51,008                     | 99.8278                              | 0.0000                                |
|                   | E-Voting                         |                       | 6,78,28,771            | 15.1800                                       | 6,76,39,690                 | 1,89,081                     | 99.7212                              | 0.2788                                |
| Public Non        | Poll                             |                       | 1,33,304               | 0.0298  | 1,32,299                    | 1,005                        | 99.2461                              | 0.7539                                |
| Institutions      | Postal<br>Ballot                 | 44,68,30,778          | 0                      | 0.0000  | 0                           | 0                            | 0.0000                               | 0.0000                                |
|                   | Total                            |                       | 6,79,62,075            | 15.2098                                       | 6,77,71,989                 | 1,90,086                     | 99.7203                              | 0.2797                                |
| Total             |                                  | 2,00,04,80,460        | 1607441338             | 80.3528                                       | 1606800244                  | 641094                       | 99.9601                              | . 0.0399                              |



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|                   |                                 |                       |  | L&T Finance Holdings | Limited                  |                                      |                                    |                   |  |  |  |
|-------------------|---------------------------------|-----------------------|--|----------------------|--------------------------|--------------------------------------|------------------------------------|-------------------|--|--|--|
| Resolution Re     | Resolution Required : (Special) |                       | 6 - Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis. |                      |                          |                                      |                                    |                   |  |  |  |
| 1                 | moter/ promot<br>the agenda/res | - '                   |  | ,                    | N                        | 10                                   |                                    |                   |  |  |  |
| Category          | Mode of<br>Voting               | No. of shares<br>held | No. of votes polled on outstanding shares  No. of Votes – in favour  |                      | No. of Votes<br>-Against | % of Votes in favour on votes polled | % of Votes against on votes polled |                   |  |  |  |
|                   |                                 | [1]                   | [2]  | [3]={[2]/[1]}*100    | [4]                      | [5]                                  | [6]={[4]/[2]}*10<br>0              | [7]={[5]/[2]}*100 |  |  |  |
|                   | E-Voting                        | 1,27,75,20,203        | 1,27,75,20,203   | 100.0000             | 1,27,75,20,203           | 0                                    | 100.0000                           | 0.0000            |  |  |  |
| Promoter<br>and   | Poll                            |                       | 0  | 0.0000               | 0                        | 0                                    | 0.0000                             | 0.0000            |  |  |  |
| Promoter<br>Group | Postal<br>Ballot                |                       | 0  | 0.0000               | 0                        | 0                                    | 0.0000                             | 0.0000            |  |  |  |
|                   | Total                           |                       | 1,27,75,20,203   | 100.0000             | 1,27,75,20,203           | 0                                    | 100.0000                           | 0.0000            |  |  |  |
|                   | E-Voting                        |                       | 16,63,01,099   | 60.2258              | 16,63,01,099             | 0                                    | 100.0000                           | 0.0000            |  |  |  |
| Public            | Poll                            |                       | 9,56,57,961  | 34.6424              | 9,56,57,961              | 0                                    | 100.0000                           | 0.0000            |  |  |  |
| Institutions      | Postal<br>Ballot                | 27,61,29,479          | 0  | 0.0000               | 0                        | 0                                    | 0.0000                             | 0.0000            |  |  |  |
|                   | Total                           |                       | 26,19,59,060   | 94.8682              | 26,19,59,060             | 0                                    | 100.0000                           | 0.0000            |  |  |  |
|                   | E-Voting                        |                       | 6,78,30,016  | 15.1802              | 6,78,23,703              | 6,313                                | 99.9907                            | 0.0093            |  |  |  |
| Public Non        | Poll                            |                       | 1,33,289   | 0.0298               | 1,25,317                 | 7,972                                | 94.0190                            | 0.0000            |  |  |  |
| Institutions      | Postal<br>Ballot                | 44,68,30,778          | 0  | 0.0000               | 0                        | 0                                    | 0.0000                             | 0.0000            |  |  |  |
|                   | Total                           |                       | 6,79,63,305  | 15.2101              | 6,79,49,020              | 14,285                               | 99.9790                            | 0.0210            |  |  |  |
| Total             |                                 | 2,00,04,80,460        | 1,60,74,42,568   | 80.3528              | 1,60,74,28,283           | 14,285                               | 99.9991                            | 0.0009            |  |  |  |



L&T Financial Services

### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) - 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

30<sup>th</sup> July, 2019

To,

The Chairman

L & T Finance Holdings Limited

CIN: L67120MH2008PLC181833

Brindavan, Plot No. 177, C. S. T Road,

Kalina, Santacruz (East),

Mumbai - 400 098

Dear Sir,

At the outset, we would like to express our gratitude to the Company for appointing us as the Scrutinizer for remote e-voting process and voting by your members at the 11<sup>th</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> July, 2019 at 3.00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252 Swatantryaveer Savarkar Marg, Shivaji Park, Dadar, Mumbai, Maharashtra – 400 028.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

S. N. Ananthasubramanian

Partner

#### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) - 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

#### SCRUTINIZER'S REPORT

| Name of the Company | L&T Finance Holdings Limited  |
|---------------------|---|
| Meeting             | 11 <sup>th</sup> Annual General Meeting   |
| Day, Date & Time    | Monday, 29 <sup>th</sup> July, 2019 at 3:00 p.m.  |
| Venue               | Swatantryaveer Savarkar Rashtriya Smarak, 252<br>Swatantryaveer Savarkar Marg, Shivaji Park, Dadar,<br>Mumbai – 400 028 |

### 1. Appointment as Scrutinizer

We were appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the 11<sup>th</sup> Annual General Meeting (AGM) of **L&T Finance Holdings Limited** (hereinafter referred to as "the Company").

# 2. Dispatch of Notice convening the AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM as under:

- > On 2<sup>nd</sup> July, 2019 by E-mail to 4,12,041 members who had registered their E-mail IDs with the Company/ Depositories.
- > On 3<sup>rd</sup> July, 2019 by Courier to 96,741 members, by Registered Post to 71 members and by Speed Post to 6,327 members in physical form.

#### 3. Cut-off date

Voting rights were reckoned as on **Monday**, **22**<sup>nd</sup> **July**, **2019**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and voting at the AGM.

Report of Scrutinizer on remote e-voting process and voting by members of L&T Finance Holdings Limited at the 11<sup>th</sup> AGM held on 29<sup>th</sup> July, 2019

#### **COMPANY SECRETARIES**

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### 4. Remote e-voting process

### 4.1 Agency

The Company appointed Central Depository Services (India) Limited ("CDSL") as the agency for providing the remote e-voting platform and to facilitate e-voting at the AGM.

## 4.2 Remote e-voting period

Remote e-voting platform was open from 9:30 a.m. on Friday, 26<sup>th</sup>July, 2019 till 5:00 p.m. on Sunday, 28<sup>th</sup>July, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

# 5. Voting at the AGM

- In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, we were provided access to only such details relating to members such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.
- 5.2 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through remote e-voting.
- 5.3 The Company provided tab based e-voting facility to the members attending the AGM who had not cast their votes through remote e-voting to cast their votes.
- 5.4 After the Chairman of the meeting announced the commencement of voting, CDSL provided tab based e-voting facility.

#### **COMPANY SECRETARIES**

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### 6. Counting Process

- 6.1 On completion of voting at the AGM, CDSL provided us with the list of members who had cast their votes, their holding details and details of vote cast on the resolutions.
- 6.2 Votes were reconciled with the records maintained by the Company and Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-voting results on the CDSL remote e-voting platform in the presence of Ms. Janvi Venkataraman and Ms. Janvhi Sakpal and downloaded the remote e-voting results.

#### 7. Results

- 7.1 We observed that:
  - a) 66 Members had cast their votes at the AGM.
  - b) 587 Members had cast their votes through remote e-voting.
- 7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 28<sup>th</sup> April, 2019 is enclosed.
- 7.3 Based on the aforesaid results, we report that Ordinary Resolutions as set out in Item Nos. 1 to 3 and Special Resolutions as set out in Item Nos. 4 to 6 of the Notice of the AGM dated 28<sup>th</sup> April, 2019 have been passed with the requisite majority.

S. N. Ananthasubramanian

**FCS** 

: 4206

COP No.

: 1774

30th July, 2019

**Thane** 

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Report of Scrutinizer on remote e-voting process and voting by members of L&T Finance Holdings Limited at the 11th AGM held on 29th July, 2019

#### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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### **CONSOLIDATED RESULTS**

Item No. 1: Adoption of financial statements for the year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.

| Particulars | Remote e-voting |                | Voti   | ng at the AGM |        | Percentage     |          |
|-------------|-----------------|----------------|--------|---------------|--------|----------------|----------|
|             | Number          | Votes          | Number | Votes         | Number | Votes          | (%)      |
| Assent      | 576             | 1,45,33,85,674 | 65     | 9,57,90,260   | 641    | 1,54,91,75,934 | 99.9999  |
| Dissent     | 6               | 722            | 1      | 1,005         | 7      | 1,727          | 0.0001   |
| Total       | 582             | 1,45,33,86,396 | 66     | 9,57,91,265   | 648    | 1,54,91,77,661 | 100.0000 |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No.1** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019

### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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# **CONSOLIDATED RESULTS**

Item No. 2: Declaration of Dividend on equity shares.

| Particulars | Remote e-voting |                | Voti   | ng at the AGM |        | Percentage     |          |
|-------------|-----------------|----------------|--------|---------------|--------|----------------|----------|
|             | Number          | Votes          | Number | Votes         | Number | Votes          | (%)      |
| Assent      | 577             | 1,51,16,50,858 | 65     | 9,57,90,260   | 642    | 1,60,74,41,118 | 99.9999  |
| Dissent     | 10              | 1,264          | 1      | 1,005         | 11     | 2,269          | 0.0001   |
| Total       | 587             | 1,51,16,52,122 | 66     | 9,57,91,265   | 653    | 1,60,74,43,387 | 100.0000 |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019

#### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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### CONSOLIDATED RESULTS

Item No. 3: Appointment of a director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation, and being eligible, offers himself for re-appointment.

| Particulars | Remote e-voting |                | Voti   | ng at the AGM |        | Percentage     |          |
|-------------|-----------------|----------------|--------|---------------|--------|----------------|----------|
|             | Number          | Votes          | Number | Votes         | Number | Votes          | (%)      |
| Assent      | 539             | 1,50,92,31,537 | 65     | 9,57,90,260   | 604    | 1,60,50,21,797 | 99.8495  |
| Dissent     | 45              | 24,18,590      | 1      | 1,005         | 46     | 24,19,595      | 0.1505   |
| Total       | 584             | 1,51,16,50,127 | 66     | 9,57,91,265   | 650    | 1,60,74,41,392 | 100.0000 |

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019

### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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### **CONSOLIDATED RESULTS**

Item No. 4: Re-appointment of Mr. S. V. Haribhakti (DIN: 00007347) as an Independent Director of the Company.

| Particulars | Remote e-voting |                | Voting at the AGM |             | Total  |                | Percentage |
|-------------|-----------------|----------------|-------------------|-------------|--------|----------------|------------|
|             | Number          | Votes          | Number            | Votes       | Number | Votes          | (%)        |
| Assent      | 504             | 1,48,59,42,431 | 65                | 9,57,90,260 | 569    | 1,58,17,32,691 | 98.4274    |
| Dissent     | 78              | 2,52,70,146    | 1                 | 1,005       | 79     | 2,52,71,151    | 1.5726     |
| Total       | 582             | 1,51,12,12,577 | 66                | 9,57,91,265 | 648    | 1,60,70,03,842 | 100.0000   |

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019

### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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### **CONSOLIDATED RESULTS**

Item No. 5: Re-appointment of Mr. P. V. Bhide (DIN: 03304262) as an Independent Director of the Company.

| Particulars | Remote e-voting |                | Voting at the AGM |             | Total  |                | Percentage |
|-------------|-----------------|----------------|-------------------|-------------|--------|----------------|------------|
|             | Number          | Votes          | Number            | Votes       | Number | Votes          | (%)        |
| Assent      | 531             | 1,51,10,09,984 | 65                | 9,57,90,260 | 596    | 1,60,68,00,244 | 99.9601    |
| Dissent     | 52              | 6,40,089       | 1                 | 1,005       | 53     | 6,41,094       | 0.0399     |
| Total       | 583             | 1,51,16,50,073 | 66                | 9,57,91,265 | 649    | 1,60,74,41,338 | 100.0000   |

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019

### **COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

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# **CONSOLIDATED RESULTS**

Item No. 6: Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis.

| Particulars | Remote e-voting |                | Voting at the AGM |             | Total  |                | Percentage |
|-------------|-----------------|----------------|-------------------|-------------|--------|----------------|------------|
|             | Number          | Votes          | Number            | Votes       | Number | Votes          | (%)        |
| Assent      | 546             | 1,51,16,45,005 | 62                | 9,57,83,278 | 608    | 1,60,74,28,283 | 99.9991    |
| Dissent     | 38              | 6,313          | 3                 | 7,972       | 41     | 14,285         | 0.0009     |
| Total       | 584             | 1,51,16,51,318 | 65                | 9,57,91,250 | 649    | 1,60,74,42,568 | 100.0000   |

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 28<sup>th</sup> April, 2019 has been **passed with requisite majority.** 

S. N. Ananthasubramanian

FCS : 4206 COP No. : 1774

30<sup>th</sup> July, 2019