

August 29, 2018

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

Security Code No.: 533519

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

Sub: Proceedings of the Tenth Annual General Meeting

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed proceedings of the Tenth Annual General Meeting ("AGM") of the Company held on Tuesday, August 28, 2018 at 3:00 p.m. at Main Auditorium, Ground Floor, Y. B. Chavan Center, General Jagannathrao Bhonsale Marg, Opposite Mantralaya, Next to Sachivalaya Gymkhana, Mumbai - 400 021 and concluded at 4.55 p.m.

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

PROCEEDINGS OF THE TENTH ANNUAL GENERAL MEETING ("AGM") OF L&T FINANCE HOLDINGS LIMITED ("THE COMPANY") HELD ON TUESDAY, AUGUST 28, 2018 AT 3:00 P.M. AT MAIN AUDITORIUM, GROUND FLOOR, Y. B. CHAVAN CENTER, GENERAL JAGANNATHRAO BHONSALE MARG, OPPOSITE MANTRALAYA, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI - 400 021 AND CONCLUDED AT 4.55 P.M.

Present:

| | |
|----------------------------|--|
| Mr. S. V. Haribhakti | Non-Executive Chairperson (Independent Director), Chairperson of Audit Committee and Member |
| Mr. Dinanath Dubhashi | Managing Director & Chief Executive Officer and Member |
| Mr. R. Shankar Raman | Non-Executive Director and Member |
| Mr. Thomas Mathew T. | Independent Director, Chairperson of Nomination and Remuneration Committee |
| Ms. Nishi Vasudeva | Independent Director |
| Dr. (Mrs.) Rajani R. Gupte | Independent Director |
| Mr. Pavninder Singh | Nominee Director |
| Mr. Prabhakar B. | Non-Executive Director |

In Attendance:

| | |
|-------------------|-------------------|
| Ms. Apurva Rathod | Company Secretary |
|-------------------|-------------------|

Leave of Absence:

| | |
|--------------------|--|
| Mr. Harsh Mariwala | Independent Director and Member |
| Mr. P. V. Bhide | Independent Director, Chairperson of Stakeholders Relationship Committee and Member |

Invitees:

| | |
|------------------------------|---|
| Mr. Ravi Kapoor | Partner, M/s. B.K. Khare & Co. |
| Mr. Sanjiv Pilgaonkar | Partner, M/s. Deloitte Haskins & Sells LLP |
| Ms. Naina R. Desai | Practicing Company Secretary, Secretarial Auditor |
| Mr. S. N. Ananthasubramanian | Practicing Company Secretary, Scrutinizer |

Group Executive Committee:

| | |
|---------------------------|--|
| Mr. Kailash Kulkarni | Chief Executive - Investment Management & Group Head Marketing |
| Mr. Sachinn Joshi | Chief Financial Officer |
| Mr. Sunil Prabhune | Chief Executive - Rural Finance and Chief Human Resource Officer |
| Mr. Raju Dodti | Special Situations Group & Group Head - Legal and Compliance |
| Mr. Manoj Shenoy | Chief Executive - Wealth Management & Group Head - CSR |
| Mr. Virender Pankaj | Chief Executive - Wholesale Finance & Group Head - Sell Down |
| Mr. Srikanth JR | Chief Executive - Housing Finance & Group Head - Central Operations |
| Mr. Abhishek Sharma | Chief Digital Officer |
| Mr. Soumendra Nath Lahiri | Chief Investment Officer - Investment Management |
| Mr. Shiva Rajaraman | Chief Executive - L&T Infra Debt Fund Limited |

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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Mr. S. Anantharaman Chief Risk Officer & Head- Internal Audit

1. Mr. S. V. Haribhakti, Chairperson of the Board of Directors of the Company welcomed the Members who were present in person / proxy and after confirming the requisite quorum called the AGM to order and commenced the proceedings.
2. The Chairperson introduced Mr. Dinanath Dubhashi, Managing Director & Chief Executive Officer of the Company. Further, he introduced other Board members who were present at the AGM including the Directors who joined the Board since the last AGM and also informed the Members that due to some exigencies two Board members were unable to attend the AGM. Thereafter, the Chairperson introduced the Management Team and the Company Secretary of the Company.
3. The Chairperson informed the Members that proxies, other statutory registers, Auditors' Certificate on Employee Stock Option Schemes, Memorandum of Association, Articles of Association, the format of letter of appointment for Independent Directors and all the documents which were referred in the Notice of AGM were available for inspection by the Members. With the permission of the Members present, the Notice of the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.
4. The Chairperson briefed on economic scenario of the country and updated the Members on achievements of the Company for FY18 and Q1 of FY19.
5. The Chairperson further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between Saturday, August 25, 2018 and Monday, August 27, 2018 as stated in the Notice of AGM.
6. The Chairperson further informed the Members that those who had not voted through remote e-voting could vote through the e-voting process conducted at the AGM.
7. The Chairperson further informed that Mr. S. N. Ananthasubramanian, Practicing Company Secretary had been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
8. The Chairperson further requested the Members, who had not exercised their votes through the remote e-voting facility, to cast their votes through e-voting at the AGM. He also added that the voting could be done, at the choice of the Members, immediately, or after the conclusion of the question and answer session.
9. The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
10. The Chairperson, thereafter, took up the following resolutions as set out in the Notice of the AGM one by one, which were proposed and seconded by the Members.

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| Sr. No. | Particulars | Type of Resolution |
|---------------------------|--|--------------------|
| Ordinary Business: | | |
| 1. | Adoption of audited standalone financial statements and the reports of the Board of Directors and Auditors thereon and audited consolidated financial statements and the report of the Auditors thereon for the financial year ended March 31, 2018. | Ordinary |
| 2. | Declaration of dividend on Equity Shares. | Ordinary |
| 3. | Appointment of Mr. Dinanath Dubhashi, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary |
| Special Business: | | |
| 4. | Appointment of Dr. (Mrs.) Rajani R. Gupte as an Independent Director of the Company. | Ordinary |
| 5. | Appointment of Mr. Prabhakar B. as the Non-Executive Director of the Company. | Ordinary |
| 6. | Issuance of Non-Convertible Debentures / Bonds on a private placement basis. | Special |
| 7. | Issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares by way of public offer or on a private placement basis. | Special |

11. The Chairperson then requested the Members present to ask questions concerning the Annual Report (including the Notice). Of the Members present, 14 Members asked questions which were answered by the Chairperson and Mr. Dubhashi.

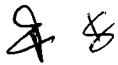
12. The Chairperson thanked the Members and the AGM was concluded at 4.55 p.m.

13. Thereafter the voting process was concluded.

For L&T Finance Holdings Limited



Yashesh
Apurva Rathod
 Company Secretary and Compliance Officer



L&T Finance Holdings Limited

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