

July 28, 2023

**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,  
1<sup>st</sup> 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: Details of voting results with respect to the NCLT convened Meeting of the Equity Shareholders of the Company**

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 the voting results with respect to the Meeting of the Equity Shareholders of the Company held on Friday, July 28, 2023 at 2:00 p.m. through electronic mode (video conference or other audio visual means) as per the format prescribed.

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

Further, the results are also being uploaded on website of the Company at [www.ltfs.com](http://www.ltfs.com).

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

<b>Date of the Meeting</b>	Friday, July 28, 2023
<b>Total no. of equity shareholders as on record date (i.e. Friday, July 21, 2023 - cut-off date for voting purpose)</b>	6,91,791
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>a. Promoters and Promoter Group</b>	Not Applicable
<b>b. Public</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing*:</b>	
<b>a. Promoters and Promoter Group</b>	1
<b>b. Public</b>	40

\* Video conferencing includes video conference and other audio visual means

### AGENDA – WISE

The mode of voting on the resolution was:

1. Remote e-voting conducted between Tuesday, July 25, 2023 from 9:30 a.m. (IST) to Thursday, July 27, 2023 5 p.m. (IST); and
2. Voting through electronic means conducted during the Meeting.

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

For **L&T Finance Holdings Limited**

**Apurva Rathod**  
**Company Secretary and Compliance Officer**

Encl: As above

### Annexure I

Resolution Required: (Special*)		1 – Approval of the Scheme of Amalgamation amongst L&T Finance Limited, L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited), L&T Mutual Fund Trustee Limited and the Company and Arrangement under Sections 230-232 read with Section 52 and other applicable provisions of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	1,63,92,29,920	1,63,92,29,920	100	1,63,92,29,920	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,63,92,29,920</b>	<b>100</b>	<b>1,63,92,29,920</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-Voting	48,33,31,650	34,18,35,932	70.7249	34,18,35,932	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>34,18,35,932</b>	<b>70.7249</b>	<b>34,18,35,932</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Non Institutions	E-Voting	36,05,07,941	28,99,674	0.8043	28,86,195	13,479	99.5352	0.4648
	Poll		12,51,743	0.3472	12,51,743	-	100	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>41,51,417</b>	<b>1.1515</b>	<b>41,37,938</b>	<b>13,479</b>	<b>99.6753</b>	<b>0.3247</b>
<b>Total</b>		<b>2,48,30,69,511</b>	<b>1,98,52,17,269</b>	<b>79.9501</b>	<b>1,98,52,03,790</b>	<b>13,479</b>	<b>99.9993</b>	<b>0.0007</b>

\*Approved by majority of persons representing three-fourth in value of the Equity Shareholders.

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the Meeting.

**L&T Finance Holdings Limited**
**Registered Office**

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CIN: L67120MH2008PLC181833

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**Company Secretaries**

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ICSI Unique Code: P1991MH040400

**SCRUTINIZERS REPORT**

To,

**Mr. Aditya Jain**

Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of the Equity Shareholders of L&T Finance Holdings Limited pursuant to order dated May 19, 2023 passed in Company Application No. CA (CAA) 124/MB/2023.

**Report of the Scrutinizer for the meeting of Equity Shareholders of L&T Finance Holdings Limited ("Company"), convened pursuant to order dated May 19, 2023 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), on Friday, July 28, 2023 at 2:00 p.m. (IST) through Video Conferencing (VC) or other audio visual means ("OAVM")**

Dear Sir,

I, S. N. Ananthasubramanian, Practising Company Secretary, was appointed by the Hon'ble NCLT vide its order dated May 19, 2023 passed in Company Application No. CA(CAA) 124/MB/2023 ("Order"), as Scrutinizer for the Meeting of the Equity Shareholders of the Company held on Friday, July 28, 2023 at 2:00 p.m. (IST) through VC or OAVM, on the resolution seeking approval of the Equity Shareholders to the proposed Scheme of Amalgamation by way of merger by absorption among L&T Finance Limited, L&T Infra Credit Limited, L&T Mutual Fund Trustee Limited and L&T Finance Holdings Limited and Arrangement (the "Scheme") under Sections 230 to 232 read with section 52 and other applicable provisions of the Companies Act, 2013 ("the Act").

I hereby submit my report as under:

**1. Cut-off Date**

Notice dated June 19, 2023 convening the Meeting were issued to the Equity Shareholders whose names were appearing in the the Register of Members / list of Beneficial Owners maintained by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, June 16, 2023.

The voting rights of Equity Shareholders were in proportion to their share in the paid-up equity share capital of the Company as on Friday, July 21, 2023, being the cut-off date.

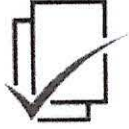
**2. Notice & Advertisement**

2.1. The Notice dated June 19, 2023 convening the Meeting, together with a copy of the Scheme, a copy of the statement disclosing all material facts as required under Section 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was sent **by email on June 22, 2023** to **6,40,124** Equity Shareholders whose e-mail addresses were registered /



*Rathor*





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available with the Company and the physical copies of the said notice were provided to the Equity Shareholders who requested for the same.

2.2. As directed by the Order, the Company had published advertisements of the Notice in English newspaper viz. 'Free Press Journal' (Mumbai Edition) and in Marathi newspaper viz. Loksatta (Mumbai Edition) on **June 23, 2023**.

### **3. Attendance**

The meeting was attended through VC / OAVM by **41** Equity shareholders of the Company holding shares either in physical form or in dematerialised form as on Friday, July 21, 2023.

### **4. Remote e-voting process**

#### **4.1. Agency**

The Company appointed CDSL as the agency for providing the remote e-voting platform.

#### **4.2. Remote e-voting period:**

Remote e-voting platform was open from **09:30 a.m. (IST) on Tuesday, July 25, 2023 till 05:00 p.m. (IST) on Thursday, July 27, 2023** and the Equity Shareholders were given facility to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

4.3. In line with the regulatory requirements, for the purpose of ensuring that the Equity Shareholders who have cast their votes through remote e-voting do not vote again at the Meeting, we were provided access to only the demographic details relating to the Equity Shareholders but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.

4.4. Accordingly, after the closure of the remote e-voting process at 05:00 p.m. (IST) on July 27, 2023, we downloaded the file containing demographic details of the Equity Shareholders who had cast their votes through remote e-voting and shared the file with the Company / Link Intime India Private Limited, the Registrar and Transfer Agent of the Company ("RTA").

### **5. Voting at the Meeting**

5.1. The identity and / or authorization of the Equity Shareholders who attended the meeting were verified against the records available with the Company.

5.2. After the announcement was made by the Chairperson appointed by Hon'ble NCLT for the Meeting, the Equity Shareholders present at the Meeting voted through the e-voting facility provided by CDSL.





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#### 6. Counting Process

- 6.1. On completion of voting at the meeting, we unblocked the votes cast through e-voting at the meeting, in the presence of Ms. Rishika Khandge and Mr. Pratik Solanki neither of whom are in the employment of the Company and / or CDSL and downloaded the e-voting results.
- 6.2. Votes were reconciled with the records maintained by the Company and / or Registrar and Share Transfer Agent of the Company with respect to the authorizations lodged with the Company.
- 6.3. The consolidated results of remote e-voting and e-voting at the meeting provided by the Company through CDSL, on the Resolution is as follows:

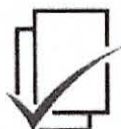
a) Voted in favour of the Resolution:

Mode of Voting	Number of Equity shareholders voted	% of the total number of Equity shareholders voted	Number of Votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
Remote E-voting	826	95.6019	1,98,39,52,047	99.9363
E-voting	8	0.9259	12,51,743	0.0631
<b>Total</b>	<b>834</b>	<b>96.5278</b>	<b>1,98,52,03,790</b>	<b>99.9993</b>

b) Voted against the Resolution:

Mode of Voting	Number of Equity shareholders voted	% of the total number of Equity shareholders voted	Number of Votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
Remote E-voting	30	3.4722	13,479	0.0007
E-voting	0	0	0	0
<b>Total</b>	<b>30</b>	<b>3.4722</b>	<b>13,479</b>	<b>0.0007</b>





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c) Invalid / Abstain votes:

Mode of Voting	Number of Equity shareholders voted	% of the total number of Equity shareholders voted	Number of Votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
Remote E-voting	0	0	0	0
E-voting	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

6.4. The Resolution was thus approved by a majority of the Equity Shareholders exercising voting rights representing three-fourths in value of the shares held by them and voted in favour through remote e-voting and e-voting facility made available at the Meeting.

6.5. The list of the Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and handed over to Ms. Apurva Rathod, Company Secretary of the Company for safekeeping.

*S. N. Ananthasubramanian*



*Apurva Rathod*



S. N. Ananthasubramanian  
Practising Company Secretary  
FCS: 4206 | COP No. : 1774

ICSI UDIN: F004206E000697173  
28<sup>th</sup> July, 2023 | Mumbai