

April 04, 2014

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

Scrip Code No.: 533519

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

Sub: Intimation of the Voting Results of Postal Ballot under Clause 35A of the Equity Listing Agreement

Dear Sir/ Madam,

Pursuant to Clause 35A of the Equity Listing Agreement, please find enclosed herewith the results of the Postal Ballot announced today, regarding approval sought from the Members for the following Resolutions:

1. Ordinary Resolution for increase in Authorised Share Capital and Alteration of the Memorandum of Association of the Company.
2. Special Resolution for issue of Cumulative Non-convertible Redeemable Preference Shares.
3. Special Resolution for approval of Employee Stock Option Scheme of the Company, known as Employee Stock Option Scheme – 2013 (ESOP Scheme – 2013).
4. Special Resolution for approval of extension of the benefits of ESOP Scheme-2013 to the eligible employees of the holding company, subsidiaries and, if permitted by law, associate companies of the Company.

All the above Resolutions mentioned in the Postal Ballot Notice dated February 25, 2014 have been passed by the Members of the Company.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

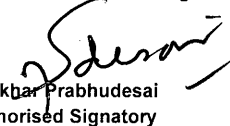

Shekhar Prabhudesai
Authorised Signatory

 Encl: as above

POSTAL BALLOT RESULTS

Promoter/Public	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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution No.1 - Increase in Authorised Share Capital and Alteration of the Memorandum of Association of the Company							
Promoter and Promoter Group	1,399,848,242	1,399,848,242	100.00	1,399,848,242	-	100.00	-
Public – Institutional holders	66,939,250	66,939,250	100.00	60,745,939	6,193,311	90.75	9.25
Public-Others	5,188,745	5,158,833	99.42	5,100,004	58,829	98.86	1.14
Total	1,471,976,237	1,471,946,325	100.00	1,465,694,185	6,252,140	99.58	0.42
Resolution No.2 - Issue of Cumulative Non-Convertible Redeemable Preference Shares							
Promoter and Promoter Group	1,399,848,242	1,399,848,242	100.00	1,399,848,242	-	100.00	-
Public – Institutional holders	66,939,250	66,939,250	100.00	60,745,939	6,193,311	90.75	9.25
Public-Others	5,071,042	5,041,029	99.41	4,914,185	126,844	97.48	2.52
Total	1,471,858,534	1,471,828,521	100.00	1,465,508,366	6,320,155	99.57	0.43
Resolution No.3 - Approval of Employee Stock Option Scheme of the Company, known as Employee Stock Option Scheme – 2013 (ESOP Scheme – 2013)							
Promoter and Promoter Group	1,399,848,242	1,399,848,242	100.00	1,399,848,242	-	100.00	-
Public – Institutional holders	66,939,250	66,939,250	100.00	58,392,755	8,546,495	87.23	12.77
Public-Others	5,051,190	5,026,704	99.52	4,721,160	305,544	93.92	6.08
Total	1,471,838,682	1,471,814,196	100.00	1,462,962,157	8,852,039	99.40	0.60
Resolution No.4 - Approval of extension of the benefits of ESOP Scheme - 2013 to the eligible employees of the holding company, subsidiaries and, if permitted by law, associate companies of the Company							
Promoter and Promoter Group	1,399,848,242	1,399,848,242	100.00	1,399,848,242	-	100.00	-
Public – Institutional holders	66,939,250	66,939,250	100.00	58,392,755	8,546,495	87.23	12.77
Public-Others	5,046,228	5,021,078	99.50	4,603,282	417,796	91.68	8.32
Total	1,471,833,720	1,471,808,570	100.00	1,462,844,279	8,964,291	99.39	0.61

For L&T Finance Holdings Limited


Shekhar Prabhudesai
 Authorised Signatory