L&T Finance Holdings Limited

Regd. Office : L&T House, Ballard Estate, Mumbai - 400 001

SPECIMEN

POSTAL BALLOT FORM

Serial No.

Name(s) of Member(s) :
(including joint holders, if any)

Registered address of the
sole/first named Member :

Registered Folio No. /
DP ID / Client ID*
(User ID for e-voting) :
(* Applicable to investors holding
shares in dematerialized form)

Number of shares held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice dated January 31, 2013 of the Company, by sending my/our Assent or Dissent to the said Resolutions by placing tick (✓) marks at the appropriate boxes below :

Brief Description	Type of Resolution	No. of Shares	I/we Assent to the resolution (FOR)	I/we Dissent to the resolution (AGAINST)
1. Resolution for Alteration of the Memorandum of Association of the Company in accordance with the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956.	**Ordinary**			
2. Resolution for Issue of Preference Shares pursuant to Article 64 of the Articles of Association and Section 80 and Section 81 (1A) and other applicable provisions, if any, of the Companies Act,1956.	**Special**			
3. Resolution for revision in the terms of appointment of the Chairman & Managing Director of the Company pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.	**Ordinary**			
4. Resolution for revision in the terms of appointment of the President & Whole-time Director of the Company pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.	**Ordinary**			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	**USER ID**	**PASSWORD**

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. The Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the Members will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

4. Incomplete or unsigned Postal Ballot Form will be rejected.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, March 11, 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member has not been received.

6. The Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (✓) in the appropriate column.

7. Voting rights shall be reckoned on the paid up value of shares registered in the name/s of the Members on Friday, January 25, 2013.

8. In case the shares are held by bodies corporate or by persons authorised under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorised representative or power of attorney holder. If the same is / are already registered with the Company/Depository Participant, please quote the Registration No. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.

9. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. A Member need not use all votes nor needs to cast all the votes in the same way.

11. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 5 above.

12. The Scrutinizer's decision on the validity of Postal Ballot will be final.