L&T Finance Holdings

February 05, 2016

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,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Scrip Code No.: 533519

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

Sub: Submission of the Postal Ballot Notice & Form

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice along with Postal Ballot Form thereto for your records.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary & Compliance Officer

Encl: as above

L&T Finance Holdings Ltd
8th Floor, City 2, Plot No 177
Vidyanagari Marg, CST Road, Kalina
Santacruz (E), Mumbai 400 098, India

Registered Office
L&T House, NM Marg
Ballard Estate, Mumbai 400 001, India
CIN: L67120MH2008PLC181833

T +91 22 6737 2964
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E igrc@ltfinanceholdings.com

www.ltfinanceholdings.com

L&T Finance Holdings Limited

Regd. Office: L&T House, N.M. Marg, Ballard Estate, Mumbai - 400 001
CIN: L67120MH2008PLC181833 **E-mail:** igrc@ltfinanceholdings.com. **website:** www.ltfinanceholdings.com,
Phone: +91 22 6621 7300, **Fax:** +91 22 6621 7509

Postal Ballot Notice
[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ("the Act"), if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed as an Ordinary Resolution by way of postal ballot:

Item No. 1: "Maintain adequate working capital" to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due":

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT consent of the Company be and is hereby accorded such that in the Private Placement Offers made, pursuant to Offer Documents (Information Memorandum)/ Private Placement Offer Letter, from time to time, in connection with the raising of funds by issue of Cumulative Non-Convertible Compulsorily Redeemable Preference Shares (Preference Shares) and Equity Shares, the term "to maintain adequate working capital as may be required for funding the operations of the Company and that of its subsidiaries" shall be deemed to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due".

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary."

By order of the Board of Directors
For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary
ACS No. - 12343

Date : January 22, 2016
Place : Mumbai
Registered Office: L&T House, N. M. Marg, Ballard Estate, Mumbai – 400001.

NOTES:

1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), the Members are informed that the Company is pleased to offer 'Remote e-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or through Postal Ballot Form. The detailed procedure with respect to remote e-voting is mentioned below. For the aforesaid purpose, the Board of Directors has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary or failing him Ms. Malati Kumar, Practising Company Secretary (Alternate Scrutinizer), as Scrutinizer for scrutinizing the Remote e-voting process as well as voting through Postal Ballot Form in a fair and transparent manner.
2) The Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form is also enclosed.
3) The voting commences on Tuesday, February 09, 2016. The Members are requested to note that:
    a) Duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. on Wednesday, March 09, 2016. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
    b) Similarly, the Remote e-voting needs to be exercised before 5:00 p.m. on Wednesday, March 09, 2016. Please note that Remote e-voting module will be disabled for Voting after the said time and date.
4) Any Member who has not received the Postal Ballot Form may write to the Company/ Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate form.
5) A Member can opt for only one mode of voting i.e. either through remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

6) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date of Friday, January 22, 2016 only shall be entitled to avail the facility of remote e-voting.

7) A person who is not a Member as on the cut-off date of Friday, January 22, 2016 should treat this Notice for information purposes only.

8) The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners maintained by the Depositories as on Friday, January 22, 2016. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on Friday, January 22, 2016.

9) In the event of any grievance relating to remote e-voting, the Members/Beneficial owners may contact the following: Mr. Wency Furtado, Dy. Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai–400001, E-mail: helpdesk.evoting cdslindia.com, Helpdesk: 18002005533.

10) The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting i.e. Wednesday, March 09, 2016.

INSTRUCTIONS FOR VOTING

Voting through Postal Ballot Form

1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. on Wednesday, March 09, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

   Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting Facility

The Company is pleased to offer **remote e-voting facility** for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

1. The shareholders should log on to the remote e-voting website : www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID:
   a. For CDSL: 16 digits beneficiary ID
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB **Dividend Bank Details**	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. **OR** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

7. After entering these details appropriately, click on "SUBMIT" tab.

8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
10. Click on the Electronic Voting Sequence Number (EVSN) of "L&T Finance Holdings Limited".
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Note for Non – Individual Shareholders and Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate(s).
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Declaration of Results:

1) The Scrutinizer shall within two days of conclusion of postal ballot process i.e. on Friday, March 11, 2016 submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or any other Director authorized by the Board, who shall countersign the same and declare the result of the voting forthwith. Further, the Result of the Postal Ballot will be announced on Friday, March 11, 2016 at 5.00 p.m. at 9th Floor, Conference Room, City- 2, C.S.T. Road, Vidyanagari Marg, Kalina, Mumbai – 400098.

2) The Result of the Postal Ballot will be declared by the Chairman or any other Director of the Company in the presence of the Company Secretary, based on the Scrutinizer's Report after taking into consideration the votes cast through remote e-voting and vote cast through Postal Ballot Form and the same would be displayed on the website of the Company www.ltfinanceholdings.com and the Agency (CDSL) post intimation to Stock Exchanges. Further, the results will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

ANNEXURE TO THE NOTICE

(The Statement under Section 102 of the Companies Act, 2013)

Item No. 1:

The Company had from time to time raised funds through issue of Equity Shares, Preference Shares and Warrants in the following manner :

Date of seeking approval of Members	Mode	Nature of Security	Amount (Rs. in Crore)	Date of Allotment	Amount Raised (Rs. in Crore)	Date of Redemption
March 12, 2013	Postal Ballot	Cumulative Non-Convertible Compulsorily Redeemable Preference Shares	1,000	March 20, 2013	500	March 25, 2016
				March 31, 2013	250	March 31, 2016
				October 15, 2013	250	October 15, 2018
April 4, 2014	Postal Ballot	Cumulative Non-Convertible Compulsorily Redeemable Preference Shares	1,000	June 30, 2014	263.40	Rs. 139 crore [June 30, 2017] Rs.124.40 crore [June 30, 2019]
				August 13, 2014	100	Rs. 40 crore [August 13, 2017] Rs. 60 crore [August 13, 2019]
				May 6, 2015	600	May 6, 2020
September 8, 2015	Annual General Meeting	Cumulative Non-Convertible Compulsorily Redeemable Preference Shares	1,500	---	---	---
October 21, 2015	Postal Ballot	Equity Shares	235.59	December 18, 2015	235.59	N.A.
October 21, 2015	Postal Ballot	Warrants	472.28	December 18, 2015	118.07	N.A.

As the Members are aware, the Company is a Core Investment Company (CIC) under the Core Investment Companies (Reserve Bank) Directions, 2011 of the Reserve Bank of India (the "Directions"). In terms of the Directions, the Company is precluded from lending to or acquiring shares in companies other than group companies and its businesses are therefore carried out by its wholly owned subsidiaries. As a CIC, the Company maintains adequate working capital at all points of time for investing in the shares of or making loans to group companies, to fund their business plans and to fund the operations of the Company.

In view of the above, in the Explanatory Statement/Annexure to the Notice which was sent to the Members in connection with the raising of funds for issue of Securities (details whereof are set out hereinabove), the term "to maintain adequate working capital as may be required for funding the operations of the Company and that of its subsidiaries" shall be deemed to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due."

The Board confirms that the aforesaid proposal is not/will not be prejudicial to the interest of the shareholders of the Company. The Board further confirms that at any point of time there had been no default in payment of dividend to the shareholders of the Company.

The Board recommends the Ordinary Resolution set out at item No.1 of the Notice for approval by the Members and consent of the Members is sought for the same.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary
ACS No. - 12343

Date : January 22, 2016
Place : Mumbai
Registered Office: L&T House, N. M. Marg, Ballard Estate, Mumbai – 400001.

L&T Finance Holdings

L&T FINANCE HOLDINGS LIMITED
CIN: L67120MH2008PLC181833 **Registered Office:** L & T House, N. M. Marg, Ballard Estate, Mumbai - 400 001
Email: igrc@ltfinanceholdings.com **Website:** www.ltfinanceholdings.com **Phone:** +91 22 6621 7300 **Fax:** +91 22 6621 7509

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* (* Applicable to investors holding shares in dematerialized form) :

Number of shares held :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated January 22, 2016 of the Company, by conveying my/our Assent or Dissent to the said Resolution by placing tick (✓) mark at the appropriate box below :

Brief Description	Type of Resolution	No. of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
"Maintain adequate working capital" to include "redemption of preference shares and repayment of any debts of the Company as and when they fall due"	Ordinary			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

The remote e-voting facility is available at the link http://www.evotingindia.com/. The electronic voting particulars are set out as follows:

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 remote e-voting, please refer the "Instructions for Voting" in the Notice attached herewith.

The remote e-voting facility will be available during the following voting period :

Commencement of remote e-voting	End of remote e-voting
February 09, 2016 from 9.30 A.M.	March 09, 2016 at 5.00 P.M.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post, for the Postal Ballot Resolution.

2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

3. A Member desiring to exercise vote by Postal Ballot Form should complete this 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 Ballot Form, if sent by courier or by registered post at the expense of the Members will also be accepted.

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

5. 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.

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

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **Wednesday, March 09, 2016.** Postal Ballot Forms received after this date will be strictly treated as if the reply from the Members have not been received.

8. 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.

9. Voting rights shall be reckoned on the paid up value of shares registered in the name/s of the Members on Friday, January 22, 2016.

10. 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.

11. 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.

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

13. 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. 7 above.

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