

L&T Finance Holdings Limited

Registered Office

Brindavan, Plot No. 177, C.S.T Road
Kalina, Santacruz (East)
Mumbai – 400 098, Maharashtra, India
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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 Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS-2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations, that it is proposed to seek the consent of the members ("**Members**") of L&T Finance Holdings Limited ("**Company**"), for the resolutions appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("**E-voting**").

SPECIAL BUSINESS

Item No. 1

Issuance of equity shares through qualified institutions placement for an aggregate consideration of up to ₹ 10,000 million (Rupees Ten Thousand million only)

To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of ₹10/- each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management

(Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**Gol**"), Stock Exchanges and / or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**"), from time to time, and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions; consent, authority and approval of the Company be and is hereby accorded to the Board of Directors ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot such number of fully paid-up Equity Shares, in one or more tranches, in one or more foreign markets and / or domestic market, by way of qualified institutions placement ("**QIP**") through issue of placement document and / or other permissible / requisite offer documents to qualified institutional buyers ("**QIBs**") as defined under regulation 2(1)(zd) of the SEBI Regulations, in accordance with Chapter VIII of the SEBI Regulations, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹ 10,000 million (Rupees Ten Thousand million only) (inclusive of such premium as may be fixed on such Equity Shares) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the QIBs to whom the offer, issue and allotment shall be made to the exclusion of other QIBs at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and / or underwriter(s) and / or other advisor(s) appointed and / or to be appointed, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to Chapter VIII of the SEBI Regulations:

- (a) the allotment of the Equity Shares shall be completed within 12 months from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time;

- (b) the Equity Shares shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations;
- (c) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not, exceed 5 times of the net worth of the Company as per the audited balance sheet of the previous financial year;
- (d) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations; and
- (e) the Board may, in accordance with the applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- (a) the Equity Shares to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares to be created, offered, issued and allotted in terms of this resolution, shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, offer letters, prospectus, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the QIP and settle any questions or difficulties that may arise in regard to the QIP."

Item No. 2

Issuance of equity shares on a preferential basis to Larsen & Toubro Limited for an aggregate consideration of up to ₹ 20,000 million (Rupees Twenty Thousand million only)

To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of ₹ 10/- each of the Company ("**Equity Shares**") are listed and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**Gol**"), Stock Exchanges and / or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions; consent, authority and approval of the Company be and is hereby accorded to the Board of Directors ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot such number of fully paid-up Equity Shares for an aggregate consideration of up to ₹ 20,000 million (Rupees Twenty Thousand million only) (inclusive of such premium as may be fixed on such Equity Shares), by way of preferential allotment on a private placement basis to Larsen & Toubro Limited, ("**Promoter**") ("**Preferential Allotment**") at a price not less than the price determined in accordance with Chapter VII of the SEBI Regulations (hereinafter referred to as the "**Floor Price**").

RESOLVED FURTHER THAT the relevant date for determining the Floor Price for the purpose of the Preferential Allotment in accordance with the SEBI Regulations shall be the date that is 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Form or remote electronic voting.

RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted to the Promoter shall rank *pari passu* in all respects with the existing Equity Shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares under Preferential Allotment shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the GoI, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, offer letters, prospectus, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment."

By Order of the Board
For L&T Finance Holdings Limited

Apurva Rathod
Company Secretary
ACS-18314

Date: January 31, 2018

Place: Mumbai

Notes:

1. The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company - www.ltfs.com.
2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering '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 E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
3. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary (Membership No.: FCS - 4206) or failing him Ms. Malati Kumar, Practising Company Secretary (Membership No.: ACS - 15508) as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. The voting commences on Tuesday, February 6, 2018. The Members are requested to note the following:
 - (a) Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Wednesday, March 7, 2018 at the following:

To,
Mr. S. N. Ananthasubramanian, Scrutinizer
Practising Company Secretary
L&T Finance Holdings Limited
City-2, Plot No. 177, Vidyanagari Marg, C.S.T Road,
Kalina, Santacruz (East), Mumbai – 400 098
 - (b) Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.
 - (c) Similarly, the E-voting needs to be exercised by 5:00 p.m. (IST) on Wednesday, March 7, 2018. Please note that E-voting will be disabled for voting after the said date and time.
5. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Thursday, January 25, 2018 ("**cut-off date**") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.

7. A person who is not a Member as on the cut-off date 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 as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.
9. The voting on items included in the Notice cannot be exercised through proxy.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to igrc@ltfs.com. The RTA or the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - www.ltfs.com and website of CDSL - www.evotingindia.com.
11. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Mehboob Lakhani, Asst. Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: helpdesk.evoting@cdslindia.com, Helpdesk: 1800 22 5533.
12. The resolutions, if passed by the 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 E-voting i.e. Wednesday, March 7, 2018.
13. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Wednesday, March 7, 2018.

INSTRUCTIONS FOR VOTING

Voting through Postal Ballot Form

1. 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 prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on Wednesday, March 7, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

Procedure for voting through electronic means

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

- (i) The voting period commences on Tuesday, February 6, 2018 from 9:30 a.m. (IST) and ends on Wednesday, March 7, 2018 at 5:00 p.m. (IST). During this period, the Member whose name is recorded in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on cut-off date i.e. Thursday, January 25, 2018, may cast the vote electronically. The E-voting shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the E-voting website at www.evotingindia.com.
- (iii) Click on "Shareholders / Members".
- (iv) Enter 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
- (v) Next enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in dematerialized 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.
- (vii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both i.e. shares held in dematerialized form as well as physical form) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number in the PAN field which is printed on Postal Ballot Form.
Dividend Bank Details or Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd / mm / yyyy format) as recorded in your demat account or in the Company records in order to login <ul style="list-style-type: none"> If both the details are not recorded with the Company / Depository Participant please enter the DP ID and Client ID / Folio Number in the dividend bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in dematerialized 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 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.

- (x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("**EVS**N") of "L&T Finance Holdings Limited".
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If the 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.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple Store and Windows Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non-individual Members and custodians:
 - (a) Non-individual Members (i.e. other than individuals, HUF, NRI, etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate(s).
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) 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.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(e) A scanned copy of the Board resolution and Power of Attorney 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.

- (xx) In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions and E-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call at 1800 22 5533.

Declaration of Results:

1. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairperson of the Company or a person authorized by him, who shall countersign the same, on Wednesday, March 7, 2018 and the result of the postal ballot will be declared on Wednesday, March 7, 2018 latest by 8:30 p.m. (IST) at the registered office of the Company.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.ltfsc.com and on the website of CDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED JANUARY 31, 2018.

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

Item No. 1 & 2:

The Company proposes to raise additional capital up to an aggregate sum of ₹ 30,000 million (Rupees Thirty Thousand million only), of which such number of fully paid-up equity shares having face value of ₹ 10/- each of the Company ("**Equity Shares**") aggregating up to ₹ 10,000 million (Rupees Ten Thousand million only) (inclusive of such premium as may be fixed on such Equity Shares) is proposed to be issued by way of qualified institutions placement ("**QIP**") and such number of fully paid-up Equity Shares aggregating up to ₹ 20,000 million (Rupees Twenty Thousand million only) (inclusive of such premium as may be fixed on such Equity Shares) is proposed to be issued to the Promoter, Larsen & Toubro Limited ("**Promoter**"), pursuant to a preferential allotment ("**Preferential Allotment**"). The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members

in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

In order to enable the Company to access the capital market through a private placement basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI Listing Regulations, as amended. The Equity Shares created, offered, issued and allotted, if any, shall rank *pari passu* in all respects with the existing equity shares of the Company.

Additional information in relation to Item No. 1:

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to, *inter alia*, repay loans of the Company and to invest in the Company's subsidiaries for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and general corporate purposes. The Board has approved issuance of equity shares of face value ₹ 10 each ("**Equity Shares**") through a QIP in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("**SEBI Regulations**"). The special resolution seeks to empower the Board of Directors of the Company ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot such number of fully paid-up Equity Shares, in one or more tranches, in one or more foreign markets and / or domestic market, by way of QIP through issue of placement document and / or other permissible / requisite offer documents to qualified institutional buyers ("**QIBs**") as defined under regulation 2(1)(zd) of the SEBI Regulations, in accordance with Chapter VIII of the SEBI Regulations, as may be decided by the Board in its sole discretion and in accordance with applicable laws.

The issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI Regulations and other applicable laws, regulations, rules and guidelines.

Since the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms. However, the same would be in accordance with the SEBI Regulations or any other guidelines / regulations as may be applicable and the Company may in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations, and the relevant date in this regard shall be the date on which the Board decides to open the issue of Equity Shares or such other time as may be allowed under the SEBI Regulations from time to time.

The proceeds of the proposed issue of Equity Shares shall be utilized for any of the aforesaid purposes to the extent permitted by law.

The Promoter will not subscribe to the offer, if made under Chapter VIII of SEBI Regulations.

The aforesaid proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 1 for approval of the Members as a special resolution.

None of the Directors or the Key Managerial Personnel ("**KMPs**") of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his / her holding of Equity Shares and as also to the extent of subscription by a financial institution / company / body corporate in which the KMPs, Director or his / her relative may be directly or indirectly interested.

Additional Information in relation to Item No. 2:

The Board has approved the creation, offer, issue and allotment of such number of fully paid-up Equity Shares for an aggregate consideration of up to ₹ 20,000 million (Rupees Twenty Thousand million only) (inclusive of such premium as may be fixed on such Equity Shares), by way of Preferential Allotment to the Promoter pursuant to its resolution dated Wednesday, January 31, 2018.

The details of the Preferential Allotment required in terms of Regulation 73 of the SEBI Regulations and the applicable provisions of the Companies Act are as follows:

(a) Object(s) of the proposed issue of equity shares:

Subject to applicable laws, the purpose and objects for the issuance of Equity Shares is to repay loans of the Company and to invest in the Company's subsidiaries for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and general corporate purposes.

(b) The proposal of the promoter, directors or key management personnel to subscribe to the Preferential Allotment:

The Company has received a letter of intent from the Promoter indicating its intention to subscribe to the proposed Preferential Allotment. None of the Directors or KMPs intends to subscribe to the Preferential Allotment.

(c) Issue Price and Relevant Date:

The Equity Shares in the Preferential Allotment shall be allotted at a price, determined in accordance with the relevant provisions of Chapter VII of the SEBI Regulations considering the Relevant Date as February 5, 2018 i.e., 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms or E-voting.

(d) Shareholding pattern before and after the Preferential Allotment:

The shareholding pattern before and after the Preferential Allotment would be as under:

Sr. No.	Category & Name of the Members	Pre-preferential allotment		Post-preferential allotment *	
		Shareholding pattern		Shareholding pattern	
		No. of shares held as on January 25, 2018	% of holding	No. of shares	% of holding
A	Promoter and Promoter Group				
(1)	Indian				
	Larsen & Toubro Limited	1,169,709,304	64.10	1,277,520,203	66.10
	Sub Total (A)(1)	1,169,709,304	64.10	1,277,520,203	66.10
(2)	Foreign	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	1,169,709,304	64.10	1,277,520,203	66.10
B	Public Shareholding				
(1)	Institutions	258,672,547	14.18	258,672,547	13.39
(2)	Central Government / State Government(s) / President of India	-	-	-	-
(3)	Non-institutions	396,432,508	21.72	396,432,508	20.51
	Total Shareholding of Public (B)=(B)(1)+(B)(2)+ (B)(3)	655,105,055	35.90	655,105,055	33.90
C	Non-Promoter Non-Public	-	-	-	-
	Grand Total (A) + (B)+ (C)	1,824,814,359	100.00	1,932,625,258	100.00

* For the limited purpose of disclosing the possible shareholding pattern post allotment of the Equity Shares under Preferential Allotment, it is assumed that a maximum of 107,810,899 number of Equity Shares may be issued under the Preferential Allotment, considering the floor price of ₹ 185.51, which is determined in accordance with the SEBI Regulations. The shareholding pattern post Preferential Allotment will be as per the above table assuming full subscription at floor price. However, if the subscription price is higher than the floor price or the shares subscribed at the floor price is lower than the full subscription, the number of Equity Shares that would be allotted under Preferential Allotment and the aggregate shareholding would differ from the details provided above. Accordingly, the shareholding pattern disclosed in the table above is indicative shareholding pattern and is subject to change. Further, in the event that the QIP is undertaken by the Company, the holding of existing members of the Company prior to the QIP including the Promoter would be diluted to the extent of the Equity Shares issued by the Company pursuant to the QIP.

(e) Proposed time within which the Preferential Allotment shall be completed:

The Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members by way of postal ballot. Provided that where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

(f) The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post-Preferential Allotment capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Allotment:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Percentage of post-Preferential Allotment capital to be held*	Change in control
Larsen & Toubro Limited	Promoter	Larsen & Toubro Limited is a listed company in India	66.10	The proposed Preferential Allotment would not result in change of control of the Company

* For the limited purpose of disclosing the possible percentage of capital held post allotment of the Equity Shares, it is assumed that a maximum of 107,810,899 number of Equity Shares may be issued under the Preferential Allotment, considering the floor price of ₹ 185.51, which is determined in accordance with the SEBI Regulations. The percentage of capital held post Preferential Allotment will be as per the above table assuming full subscription at floor price. However, if the subscription price is higher than the floor price or the shares subscribed at the floor price is lower than the full subscription, the number of Equity Shares that would be allotted under Preferential Allotment and the aggregate shareholding and the percentage of capital held post-Preferential Allotment would differ from the details provided above. Accordingly, the percentage of capital held post-Preferential Allotment disclosed in the table above is an indicative percentage and is subject to change. Further, in the event that the QIP is undertaken by the Company, the holding of existing members of the Company prior to the QIP including the Promoter would be diluted to the extent of the Equity Shares issued by the Company pursuant to the QIP.

(g) The Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, provisions of Regulations 76(3) and 78(5) of the SEBI Regulations, and the disclosures under Regulation 73(1)(f) and (g) are not applicable.

(h) Lock-in Requirements:

- (i) The Equity Shares to be allotted on a preferential basis to the Promoter shall be locked-in for a period of 3 years from the date of trading approval granted for the Equity Shares being issued pursuant to the proposed Preferential Allotment, in accordance with Regulation 78(1) of the SEBI Regulations.
- (ii) The entire pre-Preferential Allotment shareholding of the Promoter shall be locked-in from the relevant date up to a period of 6 months from the date of trading approval granted for the Equity Shares to be allotted pursuant to the proposed Preferential Allotment, in accordance with Regulation 78(6) of the SEBI Regulations.

(i) Other Disclosures:

- (i) A copy of the certificate from M/s Deloitte Haskins & Sells, LLP and M/s B.K. Khare & Co., the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter VII of the SEBI Regulations shall be available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Wednesday, March 7, 2018.
- (ii) None of the Company, the Promoter or the Directors have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(iii) The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

(iv) The Company has not made any preferential allotment of Equity Shares during the last financial year.

(v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.

The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conducive capital market environment.

The Promoter is interested in the proposed resolution to the extent of its shareholding in the Company. Further, (i) Mr. R. Shankar Raman, a Non - Executive Director on the Board of the Company is also a Whole - Time Director and Chief Financial Officer on the Board of Directors of the Promoter; and (ii) Mr. Thomas Mathew T., an Independent Director on the Board of the Company is also an Independent Director on the Board of Directors of the Promoter.

None of the other Directors, KMPs and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

The aforesaid proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 2 for approval of the Members as a special resolution.

By Order of the Board
For L&T Finance Holdings Limited

Apurva Rathod
Company Secretary
ACS-18314

Date: January 31, 2018
Place: Mumbai

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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F +91 22 6621 7319
E igrc@ltfs.com
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L&T Finance Holdings

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 Members
holding equity shares in
dematerialized form)

No. of equity shares held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated January 31, 2018 ("Notice"), by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate boxes below :

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Issuance of equity shares through qualified institutional placement for an aggregate consideration of up to ₹ 10,000 million.	Special			
2.	Issuance of equity shares on a preferential basis to Larsen & Toubro Limited, Promoter, for an aggregate consideration of up to ₹ 20,000 million.	Special			

Place :

Date :

E-mail address : _____

(Signature of the Member/Authorized Representative)

Contact No.: _____

Last date for receipt of Postal Ballot Form by the Scrutinizer: Wednesday, March 7, 2018 by 5:00 p.m. (IST)

ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com>. The E-voting particulars are as set out below:

EVS (Electronic Voting Sequence Number)	User ID	Password

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

Commencement of E-voting	End of E-voting
Tuesday, February 6, 2018 from 9:30 a.m. (IST)	Wednesday, March 7, 2018 at 5:00 p.m. (IST)

- Notes:
1. Please read the instructions printed below carefully before exercising the vote through this form.
 2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
 3. E-voting shall be disabled at 5:00 p.m. (IST) on Wednesday, March 7, 2018.

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid *inter alia*, on any of the following grounds:
 - a) the Postal Ballot Form other than the one issued by the Company is used;
 - b) the Postal Ballot Form has not been signed by or on behalf of the Member;
 - c) the signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) the Member has put a tick mark (✓) in both the columns, that is, for "Assent" and also for "Dissent" in respect of the resolution(s) in such a manner that the aggregate number of shares voted for "Assent" and "Dissent" exceed the total number of shares held;
 - e) the Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) the Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) the Postal Ballot Form is received torn or defaced or mutilated;
 - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on Wednesday, March 7, 2018 will be strictly treated as invalid / as if the reply from the Member has 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 as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Thursday, January 25, 2018.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized 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 body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/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. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office / Registrar and Transfer Agents of the Company at Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or send an e-mail at igrc@ltfs.com. However, the duly filled in duplicate form should reach within the date and time specified above.
13. The Scrutinizer's decision on the validity of postal ballot will be final.