

January 28, 2021

**BSE Limited**

Corporate Relations Department,  
1<sup>st</sup> Floor, New Trading Ring,  
P. J. Towers, Dalal Street,  
Mumbai -400 001  
Scrip code: 533519

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai -400 051  
Symbol: L&TFH

**Sub.: Intimation as per Regulation 84 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations") and Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")**

This is in further to our earlier intimations dated November 9, 2020 and January 18, 2021 with respect to the offer and issue of Equity Shares of the Company by way of a Rights Issue to eligible Equity Shareholders of the Company as on Record Date (January 22, 2021) for an aggregate amount not exceeding Rs. 2,998.61 Crore<sup>#</sup>, in accordance with the SEBI ICDR Regulations and other applicable laws including circulars issued by SEBI from time to time.

*#Assuming full subscription.*

In relation to the Rights Issue, we enclose copies of advertisement issued by the Company today, i.e. January 28, 2021, in editions of (i) Financial Express (ii) Jansatta and (iii) Navshakti.

This intimation is issued in terms of Regulation 84 of the SEBI ICDR Regulations, Regulation 30 of the SEBI Listing Regulations and all other applicable provisions.

The above advertisement is also available on the website of the Company i.e., [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

**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

**T** +91 22 6212 5000  
**F** +91 22 6212 5553  
**E** [igr@ltfs.com](mailto:igr@ltfs.com)

[www.ltfs.com](http://www.ltfs.com)

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igrc@lftf.com | Website: www.lftf.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
Monday, February 1, 2021

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
Wednesday, February 10, 2021

**ISSUE CLOSURE ON\***  
Monday, February 15, 2021

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively.

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFpi=yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

(b) **Registrar's Web-based Application Platform (R-WAP):**

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNRR/RO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under such jurisdictions, and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QIPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offerings/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 <b>Telephone:</b> +91 (22) 4325 2183 <b>E-mail id:</b> lftf.rights@axiscap.in <b>Investor Grievance e-mail id:</b> complaints@axiscap.in <b>Contact Person:</b> Ankit Bhatia <b>Website:</b> www.axiscapital.co.in <b>SEBI registration number:</b> INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescendo, Plot No. C - 38/39, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6138 9300 <b>E-mail id:</b> lftf.rights@bobcaps.in <b>Investor Grievance e-mail id:</b> investor.grievance@bobcaps.in <b>Contact Person:</b> Nivedika Chavan <b>Website:</b> www.bobcaps.in <b>SEBI registration number:</b> INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 098 <b>Telephone:</b> +91 (22) 6175 9999 <b>E-mail id:</b> LTFH.rights@citigroup.com <b>Investor Grievance e-mail id:</b> LTFH.rights@citigroup.com <b>Contact Person:</b> Pallavi Gang <b>Website:</b> https://www.online.citibank.co.in <b>SEBI registration number:</b> INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Cejajay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 <b>Telephone:</b> +91(22) 6777 3885 <b>E-mail id:</b> list.projectoctavius@credit-suisse.com <b>Investor grievance e-mail id:</b> list.ig@imlmer-bnkg@credit-suisse.com <b>Contact person:</b> Abhishek Joshi <b>Website:</b> www.credit-suisse.com <b>SEBI registration number :</b> INM000011161	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 <b>Telephone:</b> +91 (22) 2288 5555 <b>E-mail id:</b> lftf.rights@hsbc.co.in <b>Investor grievance e-mail id:</b> investor.grievance@hsbc.co.in <b>Contact person:</b> Sanjana Maniar <b>Website:</b> https://www.business.hsbc.co.in/en-gb/in/genero/jpo-open-offer-and-buyback <b>SEBI registration number:</b> INM000010353

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINK Intime	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 <b>Telephone:</b> +91 22 2288 2460 <b>E-mail id:</b> lftf.rights@icicisecurities.com <b>Investor Grievance e-mail id:</b> customercare@icicisecurities.com <b>Contact Person:</b> Arjun A Mehrotra/Nidhi Wangnoo <b>Website:</b> www.icicisecurities.com <b>SEBI registration number:</b> INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahmtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 <b>Telephone:</b> +91 22 7193 4380 <b>E-mail id:</b> lftf.rights@motilaloswal.com <b>Investor Grievance e-mail id:</b> moiaipredressal@motilaloswal.com <b>Contact Person:</b> Subोध Mallya/ Kristina Dias <b>Website:</b> www.motilaloswalgroup.com <b>SEBI registration number:</b> INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 <b>Telephone:</b> +91 22 2217 8300 <b>E-mail id:</b> lftf.rights@sbicaps.com <b>Investor Grievance e-mail id:</b> investor.relations@sbicaps.com <b>Contact Person:</b> Gaurav Mittal/Karan Savardekar <b>Website:</b> www.sbicaps.com <b>SEBI registration number:</b> INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6155 6000 <b>E-mail id:</b> ol-project.octavius@ubs.com <b>Investor Grievance e-mail id:</b> customercare@ubs.com <b>Contact Person:</b> Aditya Singh <b>Website:</b> www.ubs.com <b>SEBI registration number:</b> INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 <b>Telephone:</b> +91 (22) 4918 6200 <b>E-mail id:</b> lftf.investor.grievance@linkintime.co.in <b>Investor grievance e-mail id:</b> lftf.investor.grievance@linkintime.co.in <b>Contact person:</b> Sumeet Deshpande <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058	<b>Apurva Rathod</b> L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 <b>Telephone:</b> +91 22 6212 5000 <b>E-mail:</b> igrc@lftf.com

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

### NOTICE TO INVESTORS

This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBIHO/CFD/DIL/2/CIRP/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, in accordance with the SEBI Circular SEBIHO/CFD/DIL/1/CIRP/2021/13 dated January 19, 2021, the relaxation provided to the Physical Shareholders to participate in the Issue has been done away with and accordingly the Physical Shareholders shall not be able to participate in the Issue. Investors may please note the references to the participation of Physical Shareholders shall stand modified on pages 340-363 of the LOF. This Notice is required to be read in conjunction with the LOF. All capitalized terms used herein shall, unless the context otherwise requires, have the meanings ascribed to such terms in the LOF.

For L&T FINANCE HOLDINGS LIMITED

Place: Mumbai  
Date: January 27, 2021

Apurva Rathod  
Company Secretary & Compliance Officer

L&T FINANCE HOLDINGS LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e. Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited, SBI Capital Markets Limited and UBS Securities India Private Limited [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), <https://www.online.citibank.co.in>, <https://www.credit-suisse.com>, <https://www.business.hsbc.co.in/en-gb/in/genero/jpo-open-offer-and-buyback>, [www.icicisecurities.com](http://www.icicisecurities.com), [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.sbicaps.com](http://www.sbicaps.com) and [www.ubs.com](http://www.ubs.com), website of Company at [www.lftf.com](http://www.lftf.com) and website of Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QIPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

CONCEPT

Ahmedabad

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Finance Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.  
**Registered and Corporate Office:** Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | **Contact person:** Apurva Rathod, Company Secretary and Compliance Officer | **Telephone:** +91 22 6212 5000; **E-mail:** igrc@lths.com | **Website:** www.lths.com | **Corporate Identity Number:** L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY**  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

<b>ISSUE OPENS ON</b> <b>Monday, February 1, 2021</b>	<b>LATEST DATE FOR ON MARKET RENOVATIONS*</b> <b>Wednesday, February 10, 2021</b>	<b>ISSUE CLOSING ON*</b> <b>Monday, February 15, 2021</b>
--	--	--

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 #Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

**Facilities for Application in this Issue**  
 In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."  
**(a) ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.  
 Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.  
**Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.**  
 Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such Application.  
**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPI=yes&intmid=34>.  
**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**  
**(b) Registrar's Web-based Application Platform (R-WAP):**  
 In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.  
**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**  
**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.  
**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

**NOTICE TO OVERSEAS SHAREHOLDERS**  
 The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.  
 Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.  
 Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.  
 Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.  
**LAST DATE FOR APPLICATION:** The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).  
 If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.  
 Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.  
**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.  
**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**  
**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.  
**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.  
**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.  
**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.  
**BANKER TO THE ISSUE:** Axis Bank Limited  
**MONITORING AGENCY:** Axis Bank Limited  
**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.  
**The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:  
 1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.  
 I We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.  
 I We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.  
 I We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).  
 I We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."  
**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.  
 Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

### LEAD MANAGERS TO THE ISSUE

<b>AXIS CAPITAL</b> Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: lth.rights@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Ankit Bhatia Website: www.axiscapital.co.in SEBI registration number: INM000012029	<b>BOBCAPS</b> BOB Capital Markets Limited 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: lth.rights@bobcaps.in Investor Grievance e-mail id: investorgrievance@bobcaps.in Contact Person: Nivedika Chavan Website: www.bobcaps.in SEBI registration number: INM000009926	<b>citi</b> Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: LTFH.rights@citigroup.com Investor Grievance e-mail id: LTFH.rights@citigroup.com Contact Person: Pallavi Garg Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> SEBI registration number: INM000010718	<b>CREDIT SUISSE</b> Credit Suisse Securities (India) Private Limited 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 Telephone: +91(22) 6777 3885 E-mail id: list.projectoctavius@credit-suisse.com Investor grievance e-mail id: list.gocollmer-bnkg@credit-suisse.com Contact person: Abhishek Joshi Website: www.credit-suisse.com SEBI registration number : INM000011161	<b>HSBC</b> HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: lthrights@hsbc.com Investor grievance e-mail id: investorgrievance@hsbc.com Contact person: Sanjana Maniar Website: <a href="https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback</a> SEBI registration number: INM000010353
---	---	---	---	--

### LEAD MANAGERS TO THE ISSUE

<b>ICICI Securities</b> ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: lth.rights@icicisecurities.com Investor Grievance e-mail id: customercare@icicisecurities.com Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: www.icicisecurities.com SEBI registration number: INM000011179	<b>MOTILAL OSWAL</b> Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: lth.rights@motilalosal.com Investor Grievance e-mail id: moiaipredressal@motilalosal.com Contact Person: Subodh Mallya/ Kristina Dias Website: www.motilalosalgroup.com SEBI registration number: INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: lth.rights@sbicaps.com Investor Grievance e-mail id: investor.relations@sbicaps.com Contact Person: Gaurav Mittal/Karan Savardekar Website: www.sbicaps.com SEBI registration number: INM000003531	<b>UBS</b> UBS Securities India Private Limited 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: ol-project.octavius@ubs.com Investor Grievance e-mail id: customercare@ubs.com Contact Person: Aditya Singh Website: www.ubs.com SEBI registration number: INM000010809	<b>LINK Intime</b> Link Intime India Private Limited C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: lthfinance.rights@linkintime.co.in Investor grievance e-mail id: lthfinance.rights@linkintime.co.in Contact person: Sumeet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b> Apurva Rathod L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 Telephone: +91 22 6212 5000 E-mail: igrc@lths.com
--	--	--	--	--	---

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

### NOTICE TO INVESTORS

This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, in accordance with the SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, the relaxation provided to the Physical Shareholders to participate in the Issue has been done away with and accordingly the Physical Shareholders shall not be able to participate in the Issue. Investors may please note the references to the participation of Physical Shareholders shall stand modified on pages 340 - 363 of the LOF. This Notice is required to be read in conjunction with the LOF. All capitalized terms used herein shall, unless the context otherwise requires, have the meanings ascribed to such terms in the LOF.

For L&T FINANCE HOLDINGS LIMITED

Place: Mumbai  
 Date: January 27, 2021  
**L&T FINANCE HOLDINGS LIMITED** is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited, SBI Capital Markets Limited and UBS Securities India Private Limited [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), <https://www.online.citibank.co.in>, [www.credit-suisse.com](http://www.credit-suisse.com), <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback>, [www.icicisecurities.com](http://www.icicisecurities.com), [www.motilalosalgroup.com](http://www.motilalosalgroup.com), [www.sbicaps.com](http://www.sbicaps.com) and [www.ubs.com](http://www.ubs.com), website of Company at [www.lths.com](http://www.lths.com) and website of Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.  
 The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Apurva Rathod  
 Company Secretary & Compliance Officer

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igr@lts.com | Website: www.lts.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
 ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSING ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSSB or online/ electronic Application through the website of the SCSSBs (if made available by such SCSSB) for authorizing such SCSSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSSBs on their own account using ASBA facility, each such SCSSB should have a separate account in its own name with any other SEBI registered SCSSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedPnyes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform ("R-WAP"):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSSB for authorizing such SCSSB to block Application Money in the said bank account maintained with the same SCSSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held as on Record Date;
- Number of Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for; in case of total amount paid at the rate of ₹ 65 per Equity Share;
- Details of the ASBA Account such as the SCSSB account number, name, address and branch of the relevant SCSSB; in case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSSB);
- All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the Securities Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSSB or if the Application Form is not accepted at the R-WAP on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

(i) our Company at [www.lts.com](http://www.lts.com); (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in); (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicapm.com](http://www.sbicapm.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com); (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lts.com](http://www.lts.com)). Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) (c) Update of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](mailto:infinance.rights@linkintime.co.in)

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

 <b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: <a href="mailto:lth.rights@axiscap.in">lth.rights@axiscap.in</a> Investor Grievance e-mail id: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact Person: Ankit Bhatia Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> SEBI registration number: INM000012029	 <b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: <a href="mailto:lth.rights@bobcaps.in">lth.rights@bobcaps.in</a> Investor Grievance e-mail id: <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> Contact Person: Nivedika Chavan Website: <a href="http://www.bobcaps.in">www.bobcaps.in</a> SEBI registration number: INM000009926	 <b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Investor Grievance e-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Contact Person: Pallavi Garg Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> SEBI registration number: INM000010718	 <b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 Telephone: +91(22) 6777 3885 E-mail id: <a href="mailto:lst.projectoctavius@credit-suisse.com">lst.projectoctavius@credit-suisse.com</a> Investor grievance e-mail id: <a href="mailto:lst.igcellmer-bnkg@credit-suisse.com">lst.igcellmer-bnkg@credit-suisse.com</a> Contact person: Abhishek Joshi Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> SEBI registration number : INM000011161	 <b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: <a href="mailto:lthrights@hsbc.co.in">lthrights@hsbc.co.in</a> Investor grievance e-mail id: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> Contact person: Sanjana Maniar Website: <a href="https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback</a> SEBI registration number: INM000010353
--	---	---	--	--

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

### COMPANY SECRETARY & COMPLIANCE OFFICER

 <b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: <a href="mailto:lth.rights@icicisecurities.com">lth.rights@icicisecurities.com</a> Investor Grievance e-mail id: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> SEBI registration number: INM000011179	 <b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: <a href="mailto:lth.rights@motilaloswal.com">lth.rights@motilaloswal.com</a> Investor Grievance e-mail id: <a href="mailto:moaipredressal@motilaloswal.com">moaipredressal@motilaloswal.com</a> Contact Person: Subodh Malloya/ Kristina Dias Website: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> SEBI registration number: INM000011005	 <b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: <a href="mailto:lth.rights@sbicapm.com">lth.rights@sbicapm.com</a> Investor Grievance e-mail id: <a href="mailto:investor.relations@sbicapm.com">investor.relations@sbicapm.com</a> Contact Person: Gaurav Mittal/Karan Savardekar Website: <a href="http://www.sbicapm.com">www.sbicapm.com</a> SEBI registration number: INM000003531	 <b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: <a href="mailto:ol-project.octavius@ubs.com">ol-project.octavius@ubs.com</a> Investor Grievance e-mail id: <a href="mailto:customer.care@ubs.com">customer.care@ubs.com</a> Contact Person: Aditya Singh Website: <a href="http://www.ubs.com">www.ubs.com</a> SEBI registration number: INM000010809	 <b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Investor grievance e-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Contact person: Sumeet Deshpande Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> SEBI registration number: INR000004058	Apurva Rathod L&T Finance Holdings Limited 
---	--	---	---	---	---

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail: igrc@lths.com | Website: www.lths.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LATEST DATE FOR ON MARKET RENOVATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSING ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPI=yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

(b) **Registrar's Web-based Application Platform (R-WAP):**

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FN/RRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the Securities Investment Company Act of 1940, as amended) ("QPS") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlements and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in DEMAT Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lths.com](http://www.lths.com);
  - (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
  - (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicap.com](http://www.sbicap.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com);
  - (iv) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lths.com](http://www.lths.com)).
- Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors; (b) <https://www.linkintime.co.in> (c) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company; [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) (d) Location of demat account details by Eligible Equity Shareholders holding shares in physical form; <https://www.linkintime.co.in> (e) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> (f) <https://www.linkintime.co.in> (g) <https://www.linkintime.co.in> (h) <https://www.linkintime.co.in> (i) <https://www.linkintime.co.in> (j) <https://www.linkintime.co.in> (k) <https://www.linkintime.co.in> (l) <https://www.linkintime.co.in> (m) <https://www.linkintime.co.in> (n) <https://www.linkintime.co.in> (o) <https://www.linkintime.co.in> (p) <https://www.linkintime.co.in> (q) <https://www.linkintime.co.in> (r) <https://www.linkintime.co.in> (s) <https://www.linkintime.co.in> (t) <https://www.linkintime.co.in> (u) <https://www.linkintime.co.in> (v) <https://www.linkintime.co.in> (w) <https://www.linkintime.co.in> (x) <https://www.linkintime.co.in> (y) <https://www.linkintime.co.in> (z) <https://www.linkintime.co.in> (aa) <https://www.linkintime.co.in> (ab) <https://www.linkintime.co.in> (ac) <https://www.linkintime.co.in> (ad) <https://www.linkintime.co.in> (ae) <https://www.linkintime.co.in> (af) <https://www.linkintime.co.in> (ag) <https://www.linkintime.co.in> (ah) <https://www.linkintime.co.in> (ai) <https://www.linkintime.co.in> (aj) <https://www.linkintime.co.in> (ak) <https://www.linkintime.co.in> (al) <https://www.linkintime.co.in> (am) <https://www.linkintime.co.in> (an) <https://www.linkintime.co.in> (ao) <https://www.linkintime.co.in> (ap) <https://www.linkintime.co.in> (aq) <https://www.linkintime.co.in> (ar) <https://www.linkintime.co.in> (as) <https://www.linkintime.co.in> (at) <https://www.linkintime.co.in> (au) <https://www.linkintime.co.in> (av) <https://www.linkintime.co.in> (aw) <https://www.linkintime.co.in> (ax) <https://www.linkintime.co.in> (ay) <https://www.linkintime.co.in> (az) <https://www.linkintime.co.in> (ba) <https://www.linkintime.co.in> (bb) <https://www.linkintime.co.in> (bc) <https://www.linkintime.co.in> (bd) <https://www.linkintime.co.in> (be) <https://www.linkintime.co.in> (bf) <https://www.linkintime.co.in> (bg) <https://www.linkintime.co.in> (bh) <https://www.linkintime.co.in> (bi) <https://www.linkintime.co.in> (bj) <https://www.linkintime.co.in> (bk) <https://www.linkintime.co.in> (bl) <https://www.linkintime.co.in> (bm) <https://www.linkintime.co.in> (bn) <https://www.linkintime.co.in> (bo) <https://www.linkintime.co.in> (bp) <https://www.linkintime.co.in> (bq) <https://www.linkintime.co.in> (br) <https://www.linkintime.co.in> (bs) <https://www.linkintime.co.in> (bt) <https://www.linkintime.co.in> (bu) <https://www.linkintime.co.in> (bv) <https://www.linkintime.co.in> (bv) <https://www.linkintime.co.in> (bw) <https://www.linkintime.co.in> (bx) <https://www.linkintime.co.in> (by) <https://www.linkintime.co.in> (bz) <https://www.linkintime.co.in> (ca) <https://www.linkintime.co.in> (cb) <https://www.linkintime.co.in> (cc) <https://www.linkintime.co.in> (cd) <https://www.linkintime.co.in> (ce) <https://www.linkintime.co.in> (cf) <https://www.linkintime.co.in> (cf) <https://www.linkintime.co.in> (cg) <https://www.linkintime.co.in> (ch) <https://www.linkintime.co.in> (ci) <https://www.linkintime.co.in> (cj) <https://www.linkintime.co.in> (ck) <https://www.linkintime.co.in> (cl) <https://www.linkintime.co.in> (cm) <https://www.linkintime.co.in> (cn) <https://www.linkintime.co.in> (co) <https://www.linkintime.co.in> (cp) <https://www.linkintime.co.in> (cq) <https://www.linkintime.co.in> (cr) <https://www.linkintime.co.in> (cs) <https://www.linkintime.co.in> (ct) <https://www.linkintime.co.in> (cu) <https://www.linkintime.co.in> (cv) <https://www.linkintime.co.in> (cw) <https://www.linkintime.co.in> (cx) <https://www.linkintime.co.in> (cy) <https://www.linkintime.co.in> (cz) <https://www.linkintime.co.in> (da) <https://www.linkintime.co.in> (db) <https://www.linkintime.co.in> (dc) <https://www.linkintime.co.in> (dd) <https://www.linkintime.co.in> (de) <https://www.linkintime.co.in> (df) <https://www.linkintime.co.in> (df) <https://www.linkintime.co.in> (dg) <https://www.linkintime.co.in> (dh) <https://www.linkintime.co.in> (di) <https://www.linkintime.co.in> (dj) <https://www.linkintime.co.in> (dk)

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



**L&T Finance Holdings**

# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igrc@lts.com | Website: www.lts.com | Corporate Identity Number: L67120MH2008PLC181633

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSING ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (Instituted only for resident investors in this Issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) ASBA facility: Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPIyes&intlmd=34>.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.

#### (b) Registrar's Web-based Application Platform (R-WAP):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

NOTICE TO INVESTORS: The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

LAST DATE FOR APPLICATION: The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

ALLOTMENT ONLY IN DEMATERIALIZED FORM: The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not, in any way, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

BANKER TO THE ISSUE: Axis Bank Limited

MONITORING AGENCY: Axis Bank Limited

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

(i) our Company at [www.lts.com](http://www.lts.com); (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in); (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.com](http://www.bobcaps.com) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.com/en-gb/in/generic ipo-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicsaps.com](http://www.sbicsaps.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com); (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lts.com](http://www.lts.com)). Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: a) Frequently asked questions on the Application process and resolution of difficulties faced by the investors: <https://www.linkintime.co.in> b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in/d> Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](mailto:infinance.rights@linkintime.co.in).

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<p><b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: <a href="mailto:lth.rights@axiscap.in">lth.rights@axiscap.in</a> Investor Grievance e-mail id: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact Person: Ankit Bhatia Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> SEBI registration number: INM000012029</p>	<p><b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: <a href="mailto:lth.rights@bobcaps.in">lth.rights@bobcaps.in</a> Investor Grievance e-mail id: <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> Contact Person: Nivedika Chavan Website: <a href="http://www.bobcaps.in">www.bobcaps.in</a> SEBI registration number: INM000009926</p>	<p><b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Investor Grievance e-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Contact Person: Pallavi Garg Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> SEBI registration number: INM000010718</p>	<p><b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 Telephone: +91 (22) 6777 3885 E-mail id: <a href="mailto:lst.projectoctavius@credit-suisse.com">lst.projectoctavius@credit-suisse.com</a> Investor grievance e-mail id: <a href="mailto:customer-care-bnkg@credit-suisse.com">customer-care-bnkg@credit-suisse.com</a> Contact person: Abhishek Joshi Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> SEBI registration number : INM000011161</p>	<p><b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: <a href="mailto:lthrights@hsbc.co.in">lthrights@hsbc.co.in</a> Investor grievance e-mail id: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> Contact person: Sanjana Maniar Website: <a href="https://www.business.hsbc.com/en-gb/in/generic ipo-open-offer-and-buyback">https://www.business.hsbc.com/en-gb/in/generic ipo-open-offer-and-buyback</a> SEBI registration number: INM000010353</p>

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINKIntime	COMPANY SECRETARY & COMPLIANCE OFFICER
<p><b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: <a href="mailto:lth.rights@icicisecurities.com">lth.rights@icicisecurities.com</a> Investor Grievance e-mail id: <a href="mailto:customer-care@icicisecurities.com">customer-care@icicisecurities.com</a> Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> SEBI registration number: INM000011179</p>	<p><b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: <a href="mailto:lth.rights@motilaloswal.com">lth.rights@motilaloswal.com</a> Investor Grievance e-mail id: <a href="mailto:moiaipredressal@motilaloswal.com">moiaipredressal@motilaloswal.com</a> Contact Person: Subodh Malloya/ Kristina Dias Website: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> SEBI registration number: INM000011005</p>	<p><b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: <a href="mailto:lth.rights@sbicsaps.com">lth.rights@sbicsaps.com</a> Investor Grievance e-mail id: <a href="mailto:investorrelations@sbicsaps.com">investorrelations@sbicsaps.com</a> Contact Person: Gaurav Mittal/Karan Savardekar Website: <a href="http://www.sbicsaps.com">www.sbicsaps.com</a> SEBI registration number: INM000003531</p>	<p><b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: <a href="mailto:ol-project_octavius@ubs.com">ol-project_octavius@ubs.com</a> Investor Grievance e-mail id: <a href="mailto:customer-care@ubs.com">customer-care@ubs.com</a> Contact Person: Aditya Singh Website: <a href="http://www.ubs.com">www.ubs.com</a> SEBI registration number: INM000010809</p>	<p><b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Investor grievance e-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Contact person: Sumeet Deshpande Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> SEBI registration number: INR000004058</p>	<p><b>Apurva Rathod</b> L&amp;T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 Telephone: +91 22 6212 5000 E-mail: <a href="mailto:igrc@lts.com">igrc@lts.com</a></p>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.  
**Registered and Corporate Office:** Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | **Contact person:** Apurva Rathod, Company Secretary and Compliance Officer | **Telephone:** +91 22 6212 5000; **E-mail:** igrc@lths.com | **Website:** www.lths.com | **Corporate Identity Number:** L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY**  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

<b>ISSUE OPENS ON</b> <b>Monday, February 1, 2021</b>	<b>LAST DATE FOR ON MARKET RENUNCIATIONS*</b> <b>Wednesday, February 10, 2021</b>	<b>ISSUE CLOSING ON#</b> <b>Monday, February 15, 2021</b>
--	--	--

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 #Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

**Facilities for Application in this Issue**  
 In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."  
**(a) ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.  
 Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.  
**Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.**  
 Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such Application.  
**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPI=yes&intmid=34>.  
**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**  
**(b) Registrar's Web-based Application Platform (R-WAP):**  
 In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.  
**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**  
**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.  
**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

**NOTICE TO OVERSEAS SHAREHOLDERS**  
 The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.  
 Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.  
 Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.  
 Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.  
**LAST DATE FOR APPLICATION:** The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).  
 If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.  
 Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.  
**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in DEMAT Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.  
**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**  
**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.  
**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.  
**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.  
**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.  
**BANKER TO THE ISSUE:** Axis Bank Limited  
**MONITORING AGENCY:** Axis Bank Limited  
**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.  
**The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:  
 1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FN/RNRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.  
 I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.  
 I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.  
 I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).  
 I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."  
**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the Issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.  
 Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

### LEAD MANAGERS TO THE ISSUE

<b>AXIS CAPITAL</b>	<b>BOBCAPS</b> <small>BOB CAPITAL MARKETS LIMITED</small>	<b>citi</b>	<b>CREDIT SUISSE</b>	<b>HSBC</b>
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 <b>Telephone:</b> +91 (22) 4325 2183 <b>E-mail id:</b> lth.rights@axiscap.in <b>Investor Grievance e-mail id:</b> complaints@axiscap.in <b>Contact Person:</b> Ankit Bhatia <b>Website:</b> www.axiscapital.co.in <b>SEBI registration number:</b> INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6138 9300 <b>E-mail id:</b> lth.rights@bobcaps.in <b>Investor Grievance e-mail id:</b> investorgrievance@bobcaps.in <b>Contact Person:</b> Nivedika Chavan <b>Website:</b> www.bobcaps.in <b>SEBI registration number:</b> INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 <b>Telephone:</b> +91 (22) 6175 9999 <b>E-mail id:</b> LTFH.rights@citigroup.com <b>Investor Grievance e-mail id:</b> LTFH.rights@citigroup.com <b>Contact Person:</b> Pallavi Garg <b>Website:</b> <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> <b>SEBI registration number:</b> INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 <b>Telephone:</b> +91(22) 6777 3885 <b>E-mail id:</b> list.projectoctavius@credit-suisse.com <b>Investor grievance e-mail id:</b> list.igocellmer-bnkg@credit-suisse.com <b>Contact person:</b> Abhishek Joshi <b>Website:</b> www.credit-suisse.com <b>SEBI registration number :</b> INM000011161	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 <b>Telephone:</b> +91 (22) 2268 5555 <b>E-mail id:</b> lthrights@hsbc.com <b>Investor grievance e-mail id:</b> investorgrievance@hsbc.com <b>Contact person:</b> Sanjana Maniar <b>Website:</b> <a href="https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback</a> <b>SEBI registration number:</b> INM000010353

### LEAD MANAGERS TO THE ISSUE

<b>ICICI Securities</b>	<b>MOTILAL OSWAL</b>	<b>SBI Capital Markets</b>	<b>UBS</b>	<b>LINKIntime</b>	<b>REGISTRAR TO THE ISSUE</b>	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 <b>Telephone:</b> +91 22 2288 2460 <b>E-mail id:</b> lth.rights@icicisecurities.com <b>Investor Grievance e-mail id:</b> customercare@icicisecurities.com <b>Contact Person:</b> Arjun A Mehrotra/Nidhi Wangnoo <b>Website:</b> www.icicisecurities.com <b>SEBI registration number:</b> INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 <b>Telephone:</b> +91 22 7193 4380 <b>E-mail id:</b> lth.rights@motilalosal.com <b>Investor Grievance e-mail id:</b> moiaipredressal@motilalosal.com <b>Contact Person:</b> Subodh Mallya/ Kristina Dias <b>Website:</b> www.motilalosalgroup.com <b>SEBI registration number:</b> INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 <b>Telephone:</b> +91 22 2217 8300 <b>E-mail id:</b> lth.rights@sbicaps.com <b>Investor Grievance e-mail id:</b> investor.relations@sbicaps.com <b>Contact Person:</b> Gaurav Mittal/Karan Savardekar <b>Website:</b> www.sbicaps.com <b>SEBI registration number:</b> INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6155 6000 <b>E-mail id:</b> ol-project.octavius@ubs.com <b>Investor Grievance e-mail id:</b> customercare@ubs.com <b>Contact Person:</b> Aditya Singh <b>Website:</b> www.ubs.com <b>SEBI registration number:</b> INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 <b>Telephone:</b> +91 (22) 4918 6200 <b>E-mail id:</b> lthfinance.rights@linkintime.co.in <b>Investor grievance e-mail id:</b> lthfinance.rights@linkintime.co.in <b>Contact person:</b> Sumeet Deshpande <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058	<b>REGISTRAR TO THE ISSUE</b>	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>  <b>Apurva Rathod</b> L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 <b>Telephone:</b> +91 22 6212 5000 <b>E-mail:</b> igrc@lths.com

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

### NOTICE TO INVESTORS

This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, in accordance with the SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, the relaxation provided to the Physical Shareholders to participate in the Issue has been done away with and accordingly the Physical Shareholders shall not be able to participate in the Issue. Investors may please note the references to the participation of Physical Shareholders shall stand modified on pages 340 - 363 of the LOF. This Notice is required to be read in conjunction with the LOF. All capitalized terms used herein shall, unless the context otherwise requires, have the meanings ascribed to such terms in the LOF.

For L&T FINANCE HOLDINGS LIMITED

Place: Mumbai  
 Date: January 27, 2021  
**L&T FINANCE HOLDINGS LIMITED** is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited, SBI Capital Markets Limited and UBS Securities India Private Limited [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), <https://www.online.citibank.co.in>, [www.credit-suisse.com](http://www.credit-suisse.com), <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback>, [www.icicisecurities.com](http://www.icicisecurities.com), [www.motilalosalgroup.com](http://www.motilalosalgroup.com), [www.sbicaps.com](http://www.sbicaps.com) and [www.ubs.com](http://www.ubs.com), website of Company at [www.lths.com](http://www.lths.com) and website of Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.  
 The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Apurva Rathod  
 Company Secretary & Compliance Officer

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Finance Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.  
**Registered and Corporate Office:** Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | **Contact person:** Apurva Rathod, Company Secretary and Compliance Officer | **Telephone:** +91 22 6212 5000; **E-mail:** igrc@lths.com | **Website:** www.lths.com | **Corporate Identity Number:** L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY**  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

<b>ISSUE OPENS ON</b> <b>Monday, February 1, 2021</b>	<b>LATEST DATE FOR ON MARKET RENUNCIATIONS*</b> <b>Wednesday, February 10, 2021</b>	<b>ISSUE CLOSING ON#</b> <b>Monday, February 15, 2021</b>
--	--	--

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 #Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

**Facilities for Application in this Issue**  
 In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."  
**(a) ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSSB or online/ electronic Application through the website of the SCSSBs (if made available by such SCSSB) for authorizing such SCSSB to block Application Money payable on the Application in their respective ASBA Accounts.  
 Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.  
**Please note that subject to SCSSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSSBs.**  
 Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSSBs on their own account using ASBA facility, each such SCSSB should have a separate account in its own name with any other SEBI registered SCSSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such Application.  
**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPI=yes&intmid=34>.  
**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**  
**(b) Registrar's Web-based Application Platform (R-WAP):**  
 In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.  
**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**  
**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSSB for authorizing such SCSSB to block Application Money in the said bank account maintained with the same SCSSB.  
**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

**NOTICE TO OVERSEAS SHAREHOLDERS**  
 The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.  
 Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.  
 Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.  
 Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.  
**LAST DATE FOR APPLICATION:** The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).  
 If the Application Form is not submitted with an SCSSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.  
 Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.  
**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.  
**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**  
**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.  
**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.  
**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE, nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.  
**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.  
**BANKER TO THE ISSUE:** Axis Bank Limited  
**MONITORING AGENCY:** Axis Bank Limited  
**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.  
 Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:  
 (i) our Company at [www.lths.com](http://www.lths.com); (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in); (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](https://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicaps.com](http://www.sbicaps.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com); and (iv) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lths.com](http://www.lths.com)). Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors; <https://www.linkintime.co.in> b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company; [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) c) Location of demat account details by Eligible Equity Shareholders holding shares in physical form; <https://www.linkintime.co.in> d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> e) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> f) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> g) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> h) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> i) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> j) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> k) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> l) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> m) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> n) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> o) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> p) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> q) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> r) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> s) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> t) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> u) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> v) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> w) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> x) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> y) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> z) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> aa) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ab) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ac) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ad) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ae) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> af) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ag) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ah) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ai) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> aj) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ak) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> al) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> am) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> an) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ao) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ap) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> aq) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ar) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> as) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> at) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> au) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> av) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> aw) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ax) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ay) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> az) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ba) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bb) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bc) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bd) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> be) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bf) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bg) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bh) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bi) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bj) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bk) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bl) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bm) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bn) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bo) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bp) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bq) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> br) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bs) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bt) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bu) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bv) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bw) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bx) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> by) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> bz) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ca) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cb) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cc) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cd) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ce) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cf) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cg) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ch) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ci) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cj) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ck) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cl) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cm) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cn) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> co) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cp) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cq) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cr) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cs) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> ct) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cu) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cv) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cw) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cx) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cy) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> cz) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> da) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> db) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dc) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dd) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> de) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> df) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dg) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dh) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> di) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dj) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dk) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dl) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dm) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> dn) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in> do) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; <https://www.linkintime.co.in>



This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



**L&T Finance Holdings**

# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igr@lts.com | Website: www.lts.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 #Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedPIyes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform ("R-WAP"):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held as on Record Date;
- Number of Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for; in case of total amount paid at the rate of ₹ 65 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; in case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the Securities Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, and as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lts.com](http://www.lts.com);
  - (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
  - (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicap.com](http://www.sbicap.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com);
  - (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and
  - (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lts.com](http://www.lts.com)).
- Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) (c) Update of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](mailto:infinance.rights@linkintime.co.in)

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

 <b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 <b>Telephone:</b> +91 (22) 4325 2183 <b>E-mail id:</b> lth.rights@axiscap.in <b>Investor Grievance e-mail id:</b> complaints@axiscap.in <b>Contact Person:</b> Ankit Bhatia <b>Website:</b> www.axiscapital.co.in <b>SEBI registration number:</b> INM000012029	 <b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6138 9300 <b>E-mail id:</b> lth.rights@bobcaps.in <b>Investor Grievance e-mail id:</b> investor grievance@bobcaps.in <b>Contact Person:</b> Nivedika Chavan <b>Website:</b> www.bobcaps.in <b>SEBI registration number:</b> INM000009926	 <b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 098 <b>Telephone:</b> +91 (22) 6175 9999 <b>E-mail id:</b> LTFH.rights@citigroup.com <b>Investor Grievance e-mail id:</b> LTFH.rights@citigroup.com <b>Contact Person:</b> Pallavi Garg <b>Website:</b> <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> <b>SEBI registration number:</b> INM000010718	 <b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 <b>Telephone:</b> +91(22) 6777 3885 <b>E-mail id:</b> list.projectoctavius@credit-suisse.com <b>Investor grievance e-mail id:</b> list.igocellmer-bnkg@credit-suisse.com <b>Contact person:</b> Abhishek Joshi <b>Website:</b> <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> <b>SEBI registration number:</b> INM000011161	 <b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 <b>Telephone:</b> +91 (22) 2268 5555 <b>E-mail id:</b> lthrights@hsbc.co.in <b>Investor grievance e-mail id:</b> investorgrievance@hsbc.co.in <b>Contact person:</b> Sanjana Maniar <b>Website:</b> <a href="https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback</a> <b>SEBI registration number:</b> INM000010353
---	---	---	--	--

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

### COMPANY SECRETARY & COMPLIANCE OFFICER

 <b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 <b>Telephone:</b> +91 22 2288 2460 <b>E-mail id:</b> lth.rights@icicisecurities.com <b>Investor Grievance e-mail id:</b> customercare@icicisecurities.com <b>Contact Person:</b> Arjun A Mehrotra/Nidhi Wangnoo <b>Website:</b> www.icicisecurities.com <b>SEBI registration number:</b> INM000011179	 <b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 <b>Telephone:</b> +91 22 7193 4380 <b>E-mail id:</b> lth.rights@motilaloswal.com <b>Investor Grievance e-mail id:</b> moaipredressal@motilaloswal.com <b>Contact Person:</b> Subodh Malloya/ Kristina Dias <b>Website:</b> www.motilaloswalgroup.com <b>SEBI registration number:</b> INM000011005	 <b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 <b>Telephone:</b> +91 22 2217 8300 <b>E-mail id:</b> lth.rights@sbicap.com <b>Investor Grievance e-mail id:</b> investor.relations@sbicap.com <b>Contact Person:</b> Gaurav Mittal/Karan Savardekar <b>Website:</b> www.sbicap.com <b>SEBI registration number:</b> INM000003531	 <b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6155 6000 <b>E-mail id:</b> ol-project.octavius@ubs.com <b>Investor Grievance e-mail id:</b> customercare@ubs.com <b>Contact Person:</b> Aditya Singh <b>Website:</b> www.ubs.com <b>SEBI registration number:</b> INM000010809	 <b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 <b>Telephone:</b> +91 (22) 4918 6200 <b>E-mail id:</b> infinance.rights@linkintime.co.in <b>Investor Grievance e-mail id:</b> infinance.rights@linkintime.co.in <b>Contact person:</b> Sumeet Deshpande <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058	<b>Apurva Rathod</b> L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East), Mumbai 400 098 <b>Telephone:</b> +91 22 6212 5000 <b>E-mail:</b> igr@lts.com
---	--	--	--	--	--

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre-issue or post-issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSB where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgment slip (in case of ASBA process) and copy of the e-acknowled

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igr@lths.com | Website: www.lths.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
Monday, February 1, 2021

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
Wednesday, February 10, 2021

**ISSUE CLOSES ON\***  
Monday, February 15, 2021

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!! \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSSB or online/ electronic Application through the website of the SCSSBs (if made available by such SCSSB) for authorizing such SCSSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSSBs on their own account using ASBA facility, each such SCSSB should have a separate account in its own name with any other SEBI registered SCSSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedPiyes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

(b) **Registrar's Web-based Application Platform ("R-WAP"):**

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSSB for authorizing such SCSSB to block Application Money in the said bank account maintained with the same SCSSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held as on Record Date;
- Number of Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for, in case of total amount paid at the rate of ₹ 65 per Equity Share;
- Details of the ASBA Account such as the SCSSB account number, name, address and branch of the relevant SCSSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSSB);
- And all such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the Securities Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSSB or if the Application Form is not accepted at the R-WAP on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lths.com](http://www.lths.com);
  - (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
  - (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicapm.com](http://www.sbicapm.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com);
  - (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and
  - (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lths.com](http://www.lths.com)).
- Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) (c) Location of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](http://infinance.rights@linkintime.co.in)

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

<p><b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: <a href="mailto:lth.rights@axiscap.in">lth.rights@axiscap.in</a> Investor Grievance e-mail id: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact Person: Ankit Bhatia Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> SEBI registration number: INM000012029</p>	<p><b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: <a href="mailto:lth.rights@bobcaps.in">lth.rights@bobcaps.in</a> Investor Grievance e-mail id: <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> Contact Person: Nivedika Chavan Website: <a href="http://www.bobcaps.in">www.bobcaps.in</a> SEBI registration number: INM000009926</p>	<p><b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Investor Grievance e-mail id: <a href="mailto:LTFH.rights@citigroup.com">LTFH.rights@citigroup.com</a> Contact Person: Pallavi Garg Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> SEBI registration number: INM000010718</p>	<p><b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 Telephone: +91(22) 6777 3885 E-mail id: <a href="mailto:lst.projectoctavius@credit-suisse.com">lst.projectoctavius@credit-suisse.com</a> Investor grievance e-mail id: <a href="mailto:lst.igocellmer-bnkg@credit-suisse.com">lst.igocellmer-bnkg@credit-suisse.com</a> Contact person: Abhishek Joshi Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> SEBI registration number : INM000011161</p>	<p><b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: <a href="mailto:lthrights@hsbc.co.in">lthrights@hsbc.co.in</a> Investor grievance e-mail id: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> Contact person: Sanjana Maniar Website: <a href="https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback</a> SEBI registration number: INM000010353</p>
--	---	---	--	--

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

### COMPANY SECRETARY & COMPLIANCE OFFICER

<p><b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: <a href="mailto:lth.rights@icicisecurities.com">lth.rights@icicisecurities.com</a> Investor Grievance e-mail id: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> SEBI registration number: INM000011179</p>	<p><b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi, Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: <a href="mailto:lth.rights@motilaloswal.com">lth.rights@motilaloswal.com</a> Investor Grievance e-mail id: <a href="mailto:moaipredressal@motilaloswal.com">moaipredressal@motilaloswal.com</a> Contact Person: Subodh Malloya/ Kristina Dias Website: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> SEBI registration number: INM000011005</p>	<p><b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: <a href="mailto:lth.rights@sbicapm.com">lth.rights@sbicapm.com</a> Investor Grievance e-mail id: <a href="mailto:investor.relations@sbicapm.com">investor.relations@sbicapm.com</a> Contact Person: Gaurav Mittal/Karan Savardekar Website: <a href="http://www.sbicapm.com">www.sbicapm.com</a> SEBI registration number: INM000003531</p>	<p><b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: <a href="mailto:ol-project.octavius@ubs.com">ol-project.octavius@ubs.com</a> Investor Grievance e-mail id: <a href="mailto:customer.care@ubs.com">customer.care@ubs.com</a> Contact Person: Aditya Singh Website: <a href="http://www.ubs.com">www.ubs.com</a> SEBI registration number: INM000010809</p>	<p><b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West), Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Investor grievance e-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Contact person: Sumeet Deshpande Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> SEBI registration number: INR000004058</p>	<p><b>Apurva Rathod</b> L&amp;T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East), Mumbai 400 098 Telephone: +91 22 6212 5000 E-mail: <a href="mailto:igr@lths.com">igr@lths.com</a></p>
--	--	---	---	--	--

FINANCIAL EXPRESS

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India.



L&T Finance Holdings

L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai.

PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY
ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\*

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

ISSUE PROGRAMME

ISSUE OPENS ON Monday, February 1, 2021

LAST DATE FOR ON MARKET RENUNCIATIONS\* Wednesday, February 10, 2021

ISSUE CLOSES ON\* Monday, February 15, 2021

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

ASBA\* Simple, Safe, Smart way of Application - Make use of it !!!

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same.

Facilities for Application in this Issue
In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP process or the R-WAP (Instituted only for resident investors in this Issue, in the event the investors are not able to utilize the ASBA facility for making an Application despite their best efforts).

NOTICE TO OVERSEAS SHAREHOLDERS
The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address.

1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSS account number, name, address and branch of the relevant SCSS; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSS with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSS to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSS); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/ We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/ We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/ We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not, in any way, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

Table with 5 columns: LEAD MANAGERS TO THE ISSUE. Columns include Axis Capital, BOBCAPS, Citigroup, Credit Suisse, and HSBC. Each column lists contact details for the respective lead manager.

Table with 5 columns: LEAD MANAGERS TO THE ISSUE, REGISTRAR TO THE ISSUE, and COMPANY SECRETARY & COMPLIANCE OFFICER. Columns include ICICI Securities, Motilal Oswal, SBI Capital Markets Limited, UBS, and Link Intime. Each column lists contact details for the respective entity.

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre-issue or post-issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

NOTICE TO INVESTORS
This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date.

For L&T FINANCE HOLDINGS LIMITED
Place: Mumbai
Date: January 27, 2021
Apurva Rathod
Company Secretary & Compliance Officer

L&T FINANCE HOLDINGS LIMITED is providing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com, the website of the Lead Managers to the Issue, i.e. Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited, SBI Capital Markets Limited and UBS Securities India Private Limited at www.axiscapital.co.in, www.bobcaps.in, https://www.online.citibank.co.in, www.credit-suisse.com, https://www.business.hsbc.co.in/en-gb/in/generic ipo-open-offer-and-buyback, www.icicisecurities.com, www.motilalosalgroup.com, www.sbicsaps.com and www.ubs.com, website of Company at www.lfsc.com and website of Registrar at www.linkintime.co.in. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States and otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



**L&T Finance Holdings**

# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igrc@lfts.com | Website: www.lfts.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!!

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively.

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** List of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT OFFER OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform (R-WAP)

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNRR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is, not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering/ issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: lft.hrights@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Ankit Bhatia Website: www.axiscapital.co.in SEBI registration number: INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: lft.hrights@bobcaps.in Investor Grievance e-mail id: investorgrievance@bobcaps.in Contact Person: Nivedika Chavan Website: www.bobcaps.in SEBI registration number: INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: LTFH.rights@citigroup.com Investor Grievance e-mail id: LTFH.rights@citigroup.com Contact Person: Pallavi Garg Website: https://www.online.citibank.co.in SEBI registration number: INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 (22) 6777 3885 E-mail id: list.projectoctavius@credit-suisse.com Investor grievance e-mail id: list.igclient-bnkg@credit-suisse.com Contact person: Abhishek Joshi Website: www.credit-suisse.com SEBI registration number: INM000011611	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: lft.hrights@hsbc.co.in Investor grievance e-mail id: investorgrievance@hsbc.co.in Contact person: Sanjana Maniar Website: https://www.business.hsbc.co.in/en-gb/in-generic/ipo-open-offer-and-buyback SEBI registration number: INM000010353

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINKintime	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: lft.hrights@icicisecurities.com Investor Grievance e-mail id: customercare@icicisecurities.com Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: www.icicisecurities.com SEBI registration number: INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: lft.hrights@motilaloswal.com Investor Grievance e-mail id: mioapredressal@motilaloswal.com Contact Person: Subodh Malliyal/ Kristina Dias Website: www.motilaloswalgroup.com SEBI registration number: INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: lft.hrights@sbicaps.com Investor Grievance e-mail id: investor.relationships@sbicaps.com Contact Person: Gaurav Mittal/Karan Savardekar Website: www.sbicaps.com SEBI registration number: INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: ol-project_octavius@ubs.com Investor Grievance e-mail id: customercare@ubs.com Contact Person: Aditya Singh Website: www.ubs.com SEBI registration number: INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, LB S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: lft.hrights@linkintime.co.in Investor grievance e-mail id: lft.hrights@linkintime.co.in Contact person: Sumeet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058	<b>Apurva Rathod</b> L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East) Mumbai 400 098 Telephone: +91 22 6212 5000 E-mail: igrc@lfts.com	

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

### NOTICE TO INVESTORS

This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, in accordance with the SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, the relaxation provided to the Physical Shareholders to participate in the Issue has been done away with and accordingly the Physical Shareholders shall not be able to participate in the Issue.

Investors may please note the references to the participation of Physical Shareholders shall stand modified on pages 340 - 363 of the LOF. This Notice is required to be read in conjunction with the LOF. All capitalized terms used herein shall, unless the context otherwise requires, have the meanings ascribed to such terms in the LOF.

For L&T FINANCE HOLDINGS LIMITED

Place : Mumbai  
Date : January 27, 2021

**Apurva Rathod**  
Company Secretary & Compliance Officer

L&T FINANCE HOLDINGS LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited and UBS Securities India Private Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), <https://www.online.citibank.co.in>, [www.credit-suisse.com](http://www.credit-suisse.com), <https://www.business.hsbc.co.in/en-gb/in-generic/ipo-open-offer-and-buyback>, [www.icicisecurities.com](http://www.icicisecurities.com), [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.sbicaps.com](http://www.sbicaps.com) and [www.ubs.com](http://www.ubs.com), website of Company at [www.lfts.com](http://www.lfts.com) and website of Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

CONCEPT

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igrc@lths.com | Website: www.lths.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively.

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/12/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFpi-yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

(b) **Registrar's Web-based Application Platform (R-WAP):**

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlements and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in DEMAT Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lths.com](http://www.lths.com);
- (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
- (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicapm.com](http://www.sbicapm.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com); (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and (v) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lths.com](http://www.lths.com)). Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: <https://linkintime.co.in/EmailReg> (c) Update of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](mailto:infinance.rights@linkintime.co.in).

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: <a href="mailto:lth.rights@axiscap.in">lth.rights@axiscap.in</a> Investor Grievance e-mail id: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Contact Person: Ankit Bhatia Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> SEBI registration number: INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescendo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6138 9300 E-mail id: <a href="mailto:lth.rights@bobcaps.in">lth.rights@bobcaps.in</a> Investor Grievance e-mail id: <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> Contact Person: Nivedika Chavan Website: <a href="http://www.bobcaps.in">www.bobcaps.in</a> SEBI registration number: INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Finance Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 Telephone: +91 (22) 6175 9999 E-mail id: <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> Investor Grievance e-mail id: <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> Contact Person: Pallavi Garg Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> SEBI registration number: INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 Telephone: +91(22) 6777 3885 E-mail id: <a href="mailto:lst.projectoctavius@credit-suisse.com">lst.projectoctavius@credit-suisse.com</a> Investor grievance e-mail id: <a href="mailto:lst.igcellmer-bnkg@credit-suisse.com">lst.igcellmer-bnkg@credit-suisse.com</a> Contact person: Abhishek Joshi Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> SEBI registration number : INM00001161	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 (22) 2268 5555 E-mail id: <a href="mailto:lthrights@hsbc.co.in">lthrights@hsbc.co.in</a> Investor grievance e-mail id: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> Contact person: Sanjana Maniar Website: <a href="https://www.business.hsbc.co.in/en-gb/in/gener/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/gener/po-open-offer-and-buyback</a> SEBI registration number: INM000010353

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINK Intime	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: <a href="mailto:lth.rights@icicisecurities.com">lth.rights@icicisecurities.com</a> Investor Grievance e-mail id: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> Contact Person: Arjun A Mehrotra/Nidhi Wangnoo Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> SEBI registration number: INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 Telephone: +91 22 7193 4380 E-mail id: <a href="mailto:lth.rights@motilaloswal.com">lth.rights@motilaloswal.com</a> Investor Grievance e-mail id: <a href="mailto:motialpreddressal@motilaloswal.com">motialpreddressal@motilaloswal.com</a> Contact Person: Subodh Mallya/ Kristina Dias Website: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> SEBI registration number: INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: <a href="mailto:lth.rights@sbicapm.com">lth.rights@sbicapm.com</a> Investor Grievance e-mail id: <a href="mailto:investor.relations@sbicapm.com">investor.relations@sbicapm.com</a> Contact Person: Gaurav Mittal/Karan Savardekar Website: <a href="http://www.sbicapm.com">www.sbicapm.com</a> SEBI registration number: INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: <a href="mailto:of-projectoctavius@ubs.com">of-projectoctavius@ubs.com</a> Investor Grievance e-mail id: <a href="mailto:customercare@ubs.com">customercare@ubs.com</a> Contact Person: Aditya Singh Savardekar Website: <a href="http://www.ubs.com">www.ubs.com</a> SEBI registration number: INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200 E-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Investor grievance e-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> Contact person: Sumeet Deshpande Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> SEBI registration number: INR000004058	<b>REGISTRAR TO THE ISSUE</b> Axis Bank Limited Axis Capital Limited BOB Capital Markets Limited Citigroup Global Markets India Private Limited Credit Suisse Securities (India) Private Limited HSBC Securities and Capital Markets (India) Private Limited ICICI Securities Limited Motilal Oswal Investment Advisors Limited SBI Capital Markets Limited UBS Securities India Private Limited	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b> Apurva Rathod L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 Telephone: +91 22 6212 5000 E-mail: <a href="mailto:igrc@lths.com">igrc@lths.com</a>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igr@lft.com | Website: www.lft.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSING ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (Instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVANCE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform (R-WAP):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FN/RRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in DEMAT Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in any way, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited  
**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lft.com](http://www.lft.com); (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in); (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/genericipo-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicap.com](http://www.sbicap.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com); and (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lft.com](http://www.lft.com)). Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.htm](https://linkintime.co.in/EmailReg/Email_Register.htm) (c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: <https://linkintime.co.in>

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 <b>Telephone:</b> +91 (22) 4325 2183 <b>E-mail id:</b> <a href="mailto:lft.rights@axiscap.in">lft.rights@axiscap.in</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> <b>Contact Person:</b> Ankit Bhatia <b>Website:</b> <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> <b>SEBI registration number:</b> INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescenzo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6138 9300 <b>E-mail id:</b> <a href="mailto:lft.rights@bobcaps.in">lft.rights@bobcaps.in</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> <b>Contact Person:</b> Nivedika Chavan <b>Website:</b> <a href="http://www.bobcaps.in">www.bobcaps.in</a> <b>SEBI registration number:</b> INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 <b>Telephone:</b> +91 (22) 6175 9999 <b>E-mail id:</b> <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> <b>Contact Person:</b> Pallavi Garg <b>Website:</b> <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> <b>SEBI registration number:</b> INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 <b>Telephone:</b> +91(22) 6777 3885 <b>E-mail id:</b> <a href="mailto:list.projectoctavius@credit-suisse.com">list.projectoctavius@credit-suisse.com</a> <b>Investor grievance e-mail id:</b> <a href="mailto:ligcellmer-bnkg@credit-suisse.com">ligcellmer-bnkg@credit-suisse.com</a> <b>Contact person:</b> Abhishek Joshi <b>Website:</b> <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> <b>SEBI registration number:</b> INM000011661	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 <b>Telephone:</b> +91 (22) 2268 5555 <b>E-mail id:</b> <a href="mailto:lft:rights@hscb.co.in">lft:rights@hscb.co.in</a> <b>Investor grievance e-mail id:</b> <a href="mailto:investorgrievance@hscb.co.in">investorgrievance@hscb.co.in</a> <b>Contact person:</b> Sanjana Maniar <b>Website:</b> <a href="https://www.business.hsbc.co.in/en-gb/in/genericipo-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/genericipo-open-offer-and-buyback</a> <b>SEBI registration number:</b> INM000010353

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINKIntime	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 <b>Telephone:</b> +91 22 2288 2460 <b>E-mail id:</b> <a href="mailto:lft.rights@icicisecurities.com">lft.rights@icicisecurities.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> <b>Contact Person:</b> Arjun A Mehrotra/Nidhi Wangnoo <b>Website:</b> <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> <b>SEBI registration number:</b> INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 <b>Telephone:</b> +91 22 7193 4380 <b>E-mail id:</b> <a href="mailto:lft.rights@motilaloswal.com">lft.rights@motilaloswal.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:moiapredressal@motilaloswal.com">moiapredressal@motilaloswal.com</a> <b>Contact Person:</b> Subodh Mallay/ Kristina Dias <b>Website:</b> <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> <b>SEBI registration number:</b> INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 <b>Telephone:</b> +91 22 2217 8300 <b>E-mail id:</b> <a href="mailto:lft.rights@sbicaps.com">lft.rights@sbicaps.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:investorrelations@sbicaps.com">investorrelations@sbicaps.com</a> <b>Contact Person:</b> Gaurav Mittal/Karan Savardekar <b>Website:</b> <a href="http://www.sbicaps.com">www.sbicaps.com</a> <b>SEBI registration number:</b> INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 8155 6000 <b>E-mail id:</b> <a href="mailto:ol-project.octavius@ubs.com">ol-project.octavius@ubs.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:customercare@ubs.com">customercare@ubs.com</a> <b>Contact Person:</b> Aditya Singh <b>Website:</b> <a href="http://www.ubs.com">www.ubs.com</a> <b>SEBI registration number:</b> INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 <b>Telephone:</b> +91 (22) 4918 6200 <b>E-mail id:</b> <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> <b>Investor grievance e-mail id:</b> <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> <b>Contact person:</b> Sumeet Deshpande <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>SEBI registration number:</b> INR000004058	<b>Apurva Rathod</b> L&T Finance Holdings Limited Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 <b>Telephone:</b> +91 22 6212 5000 <b>E-mail:</b> <a href="mailto:igr@lft.com">igr@lft.com</a>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant,

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



**L&T Finance Holdings**

# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail: igrc@lftf.com | Website: www.lftf.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**

# Assuming full subscription.

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively."

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this issue and clear demarcated funds should be available in such account for such Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFPIs&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVISE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform ("R-WAP"):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNCR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(j)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue - Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form only. In accordance with the SEBI Circular SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in Demat Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lftf.com](http://www.lftf.com);
  - (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
  - (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.com](http://www.axiscapital.com) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](https://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](https://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](https://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicap.com](https://www.sbicap.com) and (i) UBS Securities India Private Limited at [www.ubs.com](https://www.ubs.com);
  - (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and
  - (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lftf.com](http://www.lftf.com)).
- Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) c) Update of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in/d> Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: <https://linkintime.co.in>

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

### LEAD MANAGERS TO THE ISSUE

<p><b>Axis Capital Limited</b>                  1st Floor, Axis House, C-2, Wadia International Centre                  P.B. Marg, Worli, Mumbai 400 025                  Telephone: +91 (22) 4325 2183                  E-mail id: <a href="mailto:lftf.rights@axiscap.in">lftf.rights@axiscap.in</a>                  Investor Grievance e-mail id: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a>                  Contact Person: Ankit Bhatia                  Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a>                  SEBI registration number: INM000012029</p>	<p><b>BOB Capital Markets Limited</b>                  1704, B Wing, 17th Floor, Parinee Crescendo, Plot No. C - 38/39,                  G Block, Bandra Kurla Complex,                  Bandra (East), Mumbai 400 051                  Telephone: +91 (22) 6138 9300                  E-mail id: <a href="mailto:lftf.rights@bobcaps.in">lftf.rights@bobcaps.in</a>                  Investor Grievance e-mail id: <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a>                  Contact Person: Nivedika Chavhan                  Website: <a href="http://www.bobcaps.in">www.bobcaps.in</a>                  SEBI registration number: INM000009926</p>	<p><b>Citigroup Global Markets India Private Limited</b>                  1202, 12th Floor, First International Financial Centre, Plot No. C54                  and C55, G Block, Bandra Kurla Complex,                  Bandra (East), Mumbai 400 098                  Telephone: +91 (22) 6175 9999                  E-mail id: <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a>                  Investor Grievance e-mail id: <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a>                  Contact Person: Pallavi Garg                  Website: <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a>                  SEBI registration number: INM000010718</p>	<p><b>Credit Suisse Securities (India) Private Limited</b>                  9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli,                  Mumbai 400 018                  Telephone: +91(22) 6777 3885                  E-mail id: <a href="mailto:ist.projectoctavius@credit-suisse.com">ist.projectoctavius@credit-suisse.com</a>                  Investor grievance e-mail id:  <a href="mailto:ist.ig@credit-suisse.com">ist.ig@credit-suisse.com</a>                  Contact person: Abhishek Joshi                  Website: <a href="http://www.credit-suisse.com">www.credit-suisse.com</a>                  SEBI registration number: INM000011161</p>	<p><b>HSBC Securities and Capital Markets (India) Private Limited</b>                  52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001                  Telephone: +91 (22) 2268 5555                  E-mail id: <a href="mailto:lftfrights@hsbc.co.in">lftfrights@hsbc.co.in</a>                  Investor grievance e-mail id: <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a>                  Contact person: Sanjana Maniar                  Website: <a href="https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback</a>                  SEBI registration number: INM000010353</p>
---	---	--	--	---

### LEAD MANAGERS TO THE ISSUE

<p><b>ICICI Securities Limited</b>                  ICICI Centre, H.T. Parekh Marg, Churchgate                  Mumbai 400 020                  Telephone: +91 22 2288 2460                  E-mail id: <a href="mailto:lftf.rights@icicisecurities.com">lftf.rights@icicisecurities.com</a>                  Investor Grievance e-mail id:  <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a>                  Contact Person: Arjun A Mehrotra/Nidhi Wangnoo                  Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a>                  SEBI registration number: INM000011179</p>	<p><b>Motilal Oswal Investment Advisors Limited</b>                  Motilal Oswal Tower, Rahimullah Sayani Road,                  Opposite Parel ST, Depot, Prabhadevi                  Mumbai 400 025                  Telephone: +91 22 7193 4380                  E-mail id: <a href="mailto:lftf.rights@motilaloswal.com">lftf.rights@motilaloswal.com</a>                  Investor Grievance e-mail id:  <a href="mailto:mojapaddress@motilaloswal.com">mojapaddress@motilaloswal.com</a>                  Contact Person: Subodh Malliyal/ Kristina Dias                  Website: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a>                  SEBI registration number: INM000011005</p>	<p><b>SBI Capital Markets Limited</b>                  202, Maker Tower 'E', Cuffe Parade,                  Mumbai 400 005                  Telephone: +91 22 2217 8300                  E-mail id: <a href="mailto:lftf.rights@sbicap.com">lftf.rights@sbicap.com</a>                  Investor Grievance e-mail id:  <a href="mailto:investor.relations@sbicap.com">investor.relations@sbicap.com</a>                  Contact Person: Gaurav Mittal/Karan Savardekar                  Website: <a href="http://www.sbicap.com">www.sbicap.com</a>                  SEBI registration number: INM000003531</p>	<p><b>UBS Securities India Private Limited</b>                  2/F, 2 North Avenue Maker Maxity, Bandra Kurla                  Complex, Bandra (East), Mumbai 400 051                  Telephone: +91 22 6155 6000                  E-mail id: <a href="mailto:ol-project.octavius@ubs.com">ol-project.octavius@ubs.com</a>                  Investor Grievance e-mail id:  <a href="mailto:customercare@ubs.com">customercare@ubs.com</a>                  Contact Person: Aditya Singh                  Website: <a href="http://www.ubs.com">www.ubs.com</a>                  SEBI registration number: INM000010809</p>	<p><b>Link Intime India Private Limited</b>                  C-101, 247 Park, L B S Marg Vikhroli (West)                  Mumbai 400 083                  Telephone: +91 (22) 4918 6200                  E-mail id: <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a>                  Investor grievance e-mail id:  <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a>                  Contact person: Sumeet Deshpande                  Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>                  SEBI registration number: INR000004058</p>	<p><b>Apurva Rathod</b>                  L&amp;T Finance Holdings Limited                  Brindavan, Plot No. 177, C.S.T Road                  Kalina, Santacruz (East)                  Mumbai 400 098                  Telephone: +91 22 6212 5000                  E-mail: <a href="mailto:igrc@lftf.com">igrc@lftf.com</a></p>
--	---	--	--	--	---

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igrc@lths.com | Website: www.lths.com | Corporate Identity Number: L67120MH2008PLC181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** | Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively.

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

**Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.**

Further, in terms of the SEBI Circular CIR/CFD/DIL/12/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

#### (b) Registrar's Web-based Application Platform (R-WAP):

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total amount paid at the rate of ₹ 65 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offering/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### NOTICE TO OVERSEAS SHAREHOLDERS

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the LOF, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

**LAST DATE FOR APPLICATION:** The last date for submission of the fully filled in Application Form or a plain paper Application is Monday, February 15, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date may be extended by our Board or any committee thereof, the invitation to offer contained in this LOF shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Terms of Issue- Basis of Allotment" beginning on page 360 of the LOF.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**ALLOTMENT ONLY IN DEMATERIALIZED FORM:** The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Circular SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. For further details, see "Terms of the Issue - Process of Making an Application in the Issue" and "Terms of the Issue - Credit of Rights Entitlements in DEMAT Accounts of Eligible Equity Shareholders" on pages 341 and 353 of the LOF, respectively.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**LISTING:** The existing Equity Shares of our Company are listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters each dated January 12, 2021. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

**DISCLAIMER CLAUSE OF SEBI:** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 333 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the LOF. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of BSE" on page 335 of the LOF.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the LOF has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the full text of the Disclaimer as provided in "Other Regulatory and Statutory Disclosures - Disclaimer Clause of NSE" on page 336 of the LOF.

**BANKER TO THE ISSUE:** Axis Bank Limited

**MONITORING AGENCY:** Axis Bank Limited

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed in electronic form through email on January 26, 2021 and physically through speed post/ registered post on January 27, 2021 by the Registrar.

Investors can access the LOF, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.lths.com](http://www.lths.com);
  - (ii) the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in);
  - (iii) the Lead Managers, i.e. (a) Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) (b) BOB Capital Markets Limited at [www.bobcaps.in](http://www.bobcaps.in) (c) Citigroup Global Markets India Private Limited at <https://www.online.citibank.co.in> (d) Credit Suisse Securities (India) Private Limited at [www.credit-suisse.com](http://www.credit-suisse.com) (e) HSBC Securities and Capital Markets (India) Private Limited at <https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback> (f) ICICI Securities Limited at [www.icicisecurities.com](http://www.icicisecurities.com) (g) Motilal Oswal Investment Advisors Limited at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com) (h) SBI Capital Markets Limited at [www.sbicapm.com](http://www.sbicapm.com) and (i) UBS Securities India Private Limited at [www.ubs.com](http://www.ubs.com);
  - (iv) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and
  - (v) the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in). Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.lths.com](http://www.lths.com)).
- Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form or delay in the receipt of the LOF, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The Investors can visit following links for the below-mentioned purposes: (a) Frequently asked questions on the Application process and resolution of difficulties faced by the Investors: <https://www.linkintime.co.in> (b) Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) (c) Update of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.linkintime.co.in> (d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [infinance.rights@linkintime.co.in](mailto:infinance.rights@linkintime.co.in).  
**The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).**

### LEAD MANAGERS TO THE ISSUE

AXIS CAPITAL	BOBCAPS	citi	CREDIT SUISSE	HSBC
<b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025 <b>Telephone:</b> +91 (22) 4325 2183 <b>E-mail id:</b> <a href="mailto:lth.rights@axiscap.in">lth.rights@axiscap.in</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> <b>Contact Person:</b> Ankit Bhatia <b>Website:</b> <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> <b>SEBI registration number:</b> INM000012029	<b>BOB Capital Markets Limited</b> 1704, B Wing, 17th Floor, Parinee Crescendo, Plot No. C - 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6138 9300 <b>E-mail id:</b> <a href="mailto:lth.rights@bobcaps.in">lth.rights@bobcaps.in</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:investorgrievance@bobcaps.in">investorgrievance@bobcaps.in</a> <b>Contact Person:</b> Nivedika Chavan <b>Website:</b> <a href="http://www.bobcaps.in">www.bobcaps.in</a> <b>SEBI registration number:</b> INM000009926	<b>Citigroup Global Markets India Private Limited</b> 1202, 12th Floor, First International Financial Centre, Plot No. C54 and C55, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 <b>Telephone:</b> +91 (22) 6175 9999 <b>E-mail id:</b> <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:LTFH.rights@cti.com">LTFH.rights@cti.com</a> <b>Contact Person:</b> Pallavi Garg <b>Website:</b> <a href="https://www.online.citibank.co.in">https://www.online.citibank.co.in</a> <b>SEBI registration number:</b> INM000010718	<b>Credit Suisse Securities (India) Private Limited</b> 9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli, Mumbai 400 018 <b>Telephone:</b> +91(22) 6777 3885 <b>E-mail id:</b> <a href="mailto:lst.projectoctavius@credit-suisse.com">lst.projectoctavius@credit-suisse.com</a> <b>Investor grievance e-mail id:</b> <a href="mailto:lst.igcellmer-bnkg@credit-suisse.com">lst.igcellmer-bnkg@credit-suisse.com</a> <b>Contact person:</b> Abhishek Joshi <b>Website:</b> <a href="http://www.credit-suisse.com">www.credit-suisse.com</a> <b>SEBI registration number :</b> INM00001161	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 <b>Telephone:</b> +91 (22) 2268 5555 <b>E-mail id:</b> <a href="mailto:lthights@hsbc.co.in">lthights@hsbc.co.in</a> <b>Investor grievance e-mail id:</b> <a href="mailto:investorgrievance@hsbc.co.in">investorgrievance@hsbc.co.in</a> <b>Contact person:</b> Sanjana Maniar <b>Website:</b> <a href="https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback">https://www.business.hsbc.co.in/en-gb/in/generic/po-open-offer-and-buyback</a> <b>SEBI registration number:</b> INM000010353

### LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SEBI Capital Markets Limited	UBS	LINK Intime	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>ICICI Securities Limited</b> ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 <b>Telephone:</b> +91 22 2288 2460 <b>E-mail id:</b> <a href="mailto:lth.rights@icicisecurities.com">lth.rights@icicisecurities.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> <b>Contact Person:</b> Arjun A Mehrotra/Nidhi Wangnoo <b>Website:</b> <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> <b>SEBI registration number:</b> INM000011179	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel ST, Depot, Prabhadevi Mumbai 400 025 <b>Telephone:</b> +91 22 7193 4380 <b>E-mail id:</b> <a href="mailto:lth.rights@motilaloswal.com">lth.rights@motilaloswal.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:moiapredressal@motilaloswal.com">moiapredressal@motilaloswal.com</a> <b>Contact Person:</b> Subodh Mallya/ Kristina Dias <b>Website:</b> <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> <b>SEBI registration number:</b> INM000011005	<b>SBI Capital Markets Limited</b> 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 <b>Telephone:</b> +91 22 2217 8300 <b>E-mail id:</b> <a href="mailto:lth.rights@sbicaps.com">lth.rights@sbicaps.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:investor.relations@sbicaps.com">investor.relations@sbicaps.com</a> <b>Contact Person:</b> Gaurav Mittal/Karan Savardekar <b>Website:</b> <a href="http://www.sbicaps.com">www.sbicaps.com</a> <b>SEBI registration number:</b> INM000003531	<b>UBS Securities India Private Limited</b> 2/F, 2 North Avenue Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 <b>Telephone:</b> +91 22 6155 6000 <b>E-mail id:</b> <a href="mailto:of-projectoctavius@ubs.com">of-projectoctavius@ubs.com</a> <b>Investor Grievance e-mail id:</b> <a href="mailto:customercare@ubs.com">customercare@ubs.com</a> <b>Contact Person:</b> Aditya Singh Savardekar <b>Website:</b> <a href="http://www.ubs.com">www.ubs.com</a> <b>SEBI registration number:</b> INM000010809	<b>Link Intime India Private Limited</b> C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 <b>Telephone:</b> +91 (22) 4918 6200 <b>E-mail id:</b> <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> <b>Investor grievance e-mail id:</b> <a href="mailto:infinance.rights@linkintime.co.in">infinance.rights@linkintime.co.in</a> <b>Contact person:</b> Sumeet Deshpande <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>SEBI registration number:</b> INR000004058	<b>Apurva Rathod</b> L&T Finance Holdings Limited, Brindavan, Plot No. 177, C.S.T Road Kalina, Santacruz (East) Mumbai 400 098 <b>Telephone:</b> +91 22 6212 5000 <b>E-mail:</b> <a href="mailto:igrc@lths.com">igrc@lths.com</a>

Investors may contact the Registrar or



This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated January 19, 2021 (the "Letter of Offer" or "LOF") filed with the stock exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



# L&T FINANCE HOLDINGS LIMITED

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai on May 1, 2008 as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business on May 15, 2008. Subsequently, the name of our Company was changed to L&T Finance Holdings Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on September 6, 2010. Our Company is registered as a systematically important core investment company with RBI pursuant to a certificate of registration dated September 11, 2013 (not valid for accepting deposits) issued by RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For details of change in our name and the Registered Office of our Company, see "General Information" beginning on page 77 of the LOF.

Registered and Corporate Office: Brindavan, Plot No.177, C.S.T Road, Kalina, Santacruz (East), Mumbai 400 098 | Contact person: Apurva Rathod, Company Secretary and Compliance Officer | Telephone: +91 22 6212 5000; E-mail id: igr@lft.com | Website: www.lft.com | Corporate Identity Number: L67120MH2008PL181833

## PROMOTER OF OUR COMPANY: LARSEN & TOUBRO LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF L&T FINANCE HOLDINGS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY  
**ISSUE OF UP TO 46,13,25,021 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 55 PER EQUITY SHARE) NOT EXCEEDING ₹ 2,998.61 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 EQUITY SHARES FOR EVERY 74 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FRIDAY, JANUARY 22, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 340 OF THE LOF.**  
**# Assuming full subscription.**

## NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

### ISSUE PROGRAMME

**ISSUE OPENS ON**  
**Monday, February 1, 2021**

**LAST DATE FOR ON MARKET RENUNCIATIONS\***  
**Wednesday, February 10, 2021**

**ISSUE CLOSES ON\***  
**Monday, February 15, 2021**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application - Make use of it !!! | \*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details, check section on ASBA below.

#### Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 342 and 343 of the LOF, respectively.

(a) **ASBA facility:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For details, see "Terms of the Issue - Making of an Application through the ASBA process" on page 342 of the LOF.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFirms&intmid=34>.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 361 OF THE LOF.**

(b) **Registrar's Web-based Application Platform (R-WAP):**

In accordance with SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility of their respective bank accounts.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 46 OF THE LOF.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source, may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder is required to submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP. PLEASE NOTE THAT WHERE AN INVESTOR SUBMITS APPLICATION FORMS ALONG WITH PLAIN PAPER OR MULTIPLE PLAIN PAPER APPLICATIONS FOR SAME RIGHTS ENTITLEMENTS, IT SHALL BE TREATED AS MULTIPLE APPLICATIONS AND SHALL BE LIABLE TO BE REJECTED.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being L&T Finance Holdings Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Equity Shares entitled to; 8. Number of Equity Shares applied for within the Rights Entitlements; 9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Equity Shares applied for; 11. Total amount paid at the rate of ₹ 65 per Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following: "I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions; and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the LOF titled "Restrictions on Purchases and Resales" beginning on page 367.

I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE or the BSE).

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

**NOTICE TO INVESTORS:** The distribution of the LOF, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other Offerings/ Issue material and the issue of the Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material have been sent only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the LOF will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the LOF will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the LOF will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

### LEAD MANAGERS TO THE ISSUE

<p><b>AXIS CAPITAL</b>                  Axis Capital Limited                  1st Floor, Axis House, C-2, Wadia International Centre                  P.B. Marg, Worli, Mumbai 400 025                  Telephone: +91 (22) 4325 2183                  E-mail id: lft.rights@axiscap.in                  Investor Grievance e-mail id: complaints@axiscap.in                  Contact Person: Ankit Bhatia                  Website: www.axiscapital.co.in                  SEBI registration number: INM000012029</p>	<p><b>BOBCAPS</b>                  BOB Capital Markets Limited                  1704, B Wing, 17th Floor, Parinee Crescendo, Plot No. C - 38/39,                  G Block, Bandra Kurla Complex,                  Bandra (East), Mumbai 400 051                  Telephone: +91 22 6138 9300                  E-mail id: lft.rights@bobcaps.in                  Investor Grievance e-mail id: investorgrievance@bobcaps.in                  Contact Person: Nivedika Chavan                  Website: www.bobcaps.in                  SEBI registration number: INM000009926</p>	<p><b>CITIGROUP</b>                  Citigroup Global Markets India Private Limited                  1202, 12th Floor, First International Financial Centre, Plot No. C54                  and C55, G Block, Bandra Kurla Complex,                  Bandra (East), Mumbai 400 098                  Telephone: +91 (22) 6175 9999                  E-mail id: LTFH.rights@citi.com                  Investor Grievance e-mail id: LTFH.rights@citi.com                  Contact Person: Pallavi Garg                  Website: https://www.online.citibank.co.in                  SEBI registration number: INM000010718</p>	<p><b>CREDIT SUISSE</b>                  Credit Suisse Securities (India) Private Limited                  9th Floor, Ceejay House, Plot F, Shivsagar Estate, Worli,                  Mumbai 400 018                  Telephone: +91(22) 6777 3885                  E-mail id: list.projectoctavius@credit-suisse.com                  Investor grievance e-mail id:                  list.igcellmer-bnkg@credit-suisse.com                  Contact person: Abhishek Joshi                  Website: www.credit-suisse.com                  SEBI registration number : INM000011161</p>	<p><b>HSBC</b>                  HSBC Securities and Capital Markets (India) Private Limited                  52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001                  Telephone: +91 (22) 2268 5555                  E-mail id: lft.rights@hsbc.co.in                  Investor grievance e-mail id: investorgrievance@hsbc.co.in                  Contact person: Sanjana Maniar                  Website: https://www.business.hsbc.co.in/en-gb/in/                  generic/pp-open-offer-and-buyback                  SEBI registration number: INM000010353</p>
--	--	---	--	---

### LEAD MANAGERS TO THE ISSUE

<p><b>ICICI Securities</b>                  ICICI Securities Limited                  ICICI Centre, H.T. Parekh Marg, Churchgate                  Mumbai 400 020                  Telephone: +91 22 2288 2460                  E-mail id: lft.rights@icicisecurities.com                  Investor Grievance e-mail id:                  customercare@icicisecurities.com                  Contact Person: Arjun A Mehrotra/Nidhi Wangnoo                  Website: www.icicisecurities.com                  SEBI registration number: INM000011179</p>	<p><b>MOTILAL OSWAL</b>                  Motilal Oswal Investment Advisors Limited                  Motilal Oswal Tower, Rahimnagar, Sayani Road,                  Opposite Parel ST, Depot, Prabhadevi                  Mumbai 400 025                  Telephone: +91 22 7193 4380                  E-mail id: lft.rights@motilaloswal.com                  Investor Grievance e-mail id:                  moiapdressal@motilaloswal.com                  Contact Person: Subodh Mallay/ Kristina Dias                  Website: www.motilaloswalgroup.com                  SEBI registration number: INM000011005</p>	<p><b>SBI CAPITAL MARKETS</b>                  SBI Capital Markets Limited                  202, Maker Tower 'E', Cuffe Parade,                  Mumbai 400 005                  Telephone: +91 22 2217 8300                  E-mail id: lft.rights@sbcaps.com                  Investor Grievance e-mail id:                  investor.relations@sbcaps.com                  Contact Person: Gaurav Mittal/Karan                  Savardekar                  Website: www.sbcaps.com                  SEBI registration number: INM000003531</p>	<p><b>UBS</b>                  UBS Securities India Private Limited                  2/F, 2 North Avenue Maker Maxity, Bandra Kurla                  Complex, Bandra (East), Mumbai 400 051                  Telephone: +91 22 6155 6000                  E-mail id: ol-project.octavius@ubs.com                  Investor Grievance e-mail id:                  customercare@ubs.com                  Contact person: Aditya Singh                  Website: www.ubs.com                  SEBI registration number: INM000010809</p>	<p><b>LINK Intime</b>                  Link Intime India Private Limited                  C-101, 247 Park, L B S Marg Vikhroli (West)                  Mumbai 400 083                  Telephone: +91 (22) 4918 6200                  E-mail id: lft.rights@linkintime.co.in                  Investor grievance e-mail id:                  lft.rights@linkintime.co.in                  Contact person: Sumeet Deshpande                  Website: www.linkintime.co.in                  SEBI registration number: INR000004058</p>	<p><b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>                  Apurva Rathod                  L&amp;T Finance Holdings Limited                  Brindavan, Plot No. 177, C.S.T Road                  Kalina, Santacruz (East)                  Mumbai 400 098                  Telephone: +91 22 6212 5000                  E-mail: igr@lft.com</p>
---	--	--	---	---	--

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 340 of the LOF.

### NOTICE TO INVESTORS

This is with reference to the LOF dated January 19, 2021. In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, in accordance with the SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, the relaxation provided to the Physical Shareholders to participate in the Issue has been done away with and accordingly the Physical Shareholders shall not be able to participate in the Issue. Investors may please note the references to the participation of Physical Shareholders shall stand modified on pages 340 - 363 of the LOF. This Notice is required to be read in conjunction with the LOF. All capitalized terms used herein shall, unless the context otherwise requires, have the meanings ascribed to such terms in the LOF.

For L&T FINANCE HOLDINGS LIMITED

Date: Mumbai  
 Date: January 27, 2021  
 Apurva Rathod  
 Company Secretary & Compliance Officer

L&T FINANCE HOLDINGS LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a LOF dated January 19, 2021 with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., Axis Capital Limited, BOB Capital Markets Limited, Citigroup Global Markets India Private Limited, Credit Suisse Securities (India) Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Motilal Oswal Investment Advisors Limited, SBI Capital Markets Limited and UBS Securities India Private Limited [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.bobcaps.in](http://www.bobcaps.in), <https://www.online.citibank.co.in>, <https://www.business.hsbc.co.in/en-gb/in/generic/pp-open-offer-and-buyback>, [www.icicisecurities.com](http://www.icicisecurities.com), [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.sbcaps.com](http://www.sbcaps.com) and [www.ubs.com](http://www.ubs.com), website of Company at [www.lft.com](http://www.lft.com) and website of Registrar at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 17 of the LOF.

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S, except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are U.S. QIBs pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.