

February 15, 2021

BSE Limited

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

National Stock Exchange of India Limited

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

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”)

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[#], please find enclosed the copy of advertisement issued by the Company today, i.e. February 15, 2021 in all editions of Business Standard.

[#]Assuming full subscription

This intimation is issued in terms of 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.

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

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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 Not for publication, distribution or release directly or indirectly into the United States or otherwise outside India.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@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.

RIGHTS ISSUE CLOSES TODAY

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/11/2013 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?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 EACH 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), 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/FNMR/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 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) ("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, 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
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.rihts@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Ankit Bhatia Website: www.axiscapital.co.in SEBI registration number: INM000012029	BOB Capital Markets Limited 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.rihts@bobcaps.in Investor Grievance e-mail id: investorgrievance@bobcaps.in Contact Person: Nivedika Chavan Website: www.bobcaps.in SEBI registration number: INM000009926	Citigroup Global Markets India Private Limited 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.rihts@citigroup.com Investor Grievance e-mail id: LTFH.rihts@citigroup.com Contact Person: Pallavi Garg Website: www.online.citibank.co.in SEBI registration number: INM000010718	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: lst.projectoctavius@credit-suisse.com Investor grievance e-mail id: lst.igocallmer-bnkg@credit-suisse.com Contact person: Abhishek Joshi Website: www.credit-suisse.com SEBI registration number: INM000011611	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: lftrihts@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/ppo-open-offer-and-buyback SEBI registration number: INM000010353

LEAD MANAGERS TO THE ISSUE

ICICI Securities	MOTILAL OSWAL	SBI Capital Markets Limited	UBS	LINK Intime	COMPANY SECRETARY & COMPLIANCE OFFICER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 E-mail id: lft.rihts@icicisecurities.com Investor Grievance e-mail id: customercare@icicisecurities.com Contact Person: Arjun A Mahotra/Nidhi Wangnoo Website: www.icicisecurities.com SEBI registration number: INM000011179	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: lft.rihts@motilaloswal.com Investor Grievance e-mail id: motilaladdress@motilaloswal.com Contact Person: Subodh Malloya/Kristina Dias Website: www.motilaloswalgroup.com SEBI registration number: INM000011005	SBI Capital Markets Limited 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Telephone: +91 22 2217 8300 E-mail id: lft.rihts@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	UBS Securities India Private Limited 2/F, 2 North Avenue Maker Maxis, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 Telephone: +91 22 6155 6000 E-mail id: oi-projectoctavius@ubs.com Investor Grievance e-mail id: customercare@ubs.com Contact Person: Aditya Singh Website: www.ubs.com SEBI registration number: INM000010809	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: lftinfnance.rihts@linkintime.co.in Investor grievance e-mail id: lftinfnance.rihts@linkintime.co.in Contact person: Sumeet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058	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@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 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.

For L&T FINANCE HOLDINGS LIMITED

Place: Mumbai
Date: February 12, 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, 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 www.axiscapital.co.in, www.bobcaps.in, <https://www.online.citibank.co.in>, <https://www.credit-suisse.com>, <https://www.business.hsbc.co.in/en-gb/in/generic/ppo-open-offer-and-buyback>, www.icicisecurities.com, www.motilaloswalgroup.com, www.sbicaps.com and www.ubs.com, website of Company at www.lfts.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.

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.