

DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Indiabulls Finance Centre, Tower 3
27th – 32nd Floor, Senapati Bapat Marg
Elphinstone Road (West)
Mumbai 400013.

B. K. KHARE & CO.
Chartered Accountants
706/708, Sharda Chambers
New Marine Lines
Mumbai 400004.

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM
STANDALONE FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
L&T FINANCE HOLDINGS LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **L&T FINANCE HOLDINGS LIMITED** (the "Company"), for the quarter and six months ended September 30, 2019 (the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Rupen K. Bhatt
(Partner)
(Membership No. 046930)
UDIN: 19046930AAAAEB7096
Mumbai, October 18, 2019

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For B. K. KHARE & CO.

Chartered Accountants
(Firm's Registration No. 105102W)



Padmini Khare Kaicker
(Partner)
(Membership No. 044784)
UDIN: 19044784AAAAD89599
Mumbai, October 18, 2019

L&T FINANCE HOLDINGS LIMITED

CIN. L67120MH2008PLC181833

Regd. Office : Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098, Maharashtra, India

Website: www.ltfhs.com Email: igrc@ltfhs.com Phone: +91 22 6212 5000 Fax: +91 22 6212 5553

(₹ in Crore)

STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2019

| Sr. No. | Particulars | Quarter ended | | | Six months ended | | Year ended |
|---------|---|--------------------|----------------|--------------------|--------------------|--------------------|-----------------|
| | | September 30, 2019 | June 30, 2019 | September 30, 2018 | September 30, 2019 | September 30, 2018 | March 31, 2019 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| | Revenue from operations | | | | | | |
| (i) | Interest income | 18.72 | 16.56 | 43.59 | 35.28 | 75.97 | 137.94 |
| (ii) | Dividend income | 10.46 | - | 53.74 | 10.46 | 53.74 | 343.79 |
| (iii) | Net gain on fair value changes | - | - | 0.38 | - | 0.38 | 0.38 |
| (I) | Total revenue from operations | 29.18 | 16.56 | 97.71 | 45.74 | 130.09 | 482.11 |
| (II) | Other income | 12.33 | 8.62 | 2.31 | 20.95 | 23.28 | 44.37 |
| (III) | Total income (I+II) | 41.51 | 25.18 | 100.02 | 66.69 | 153.37 | 526.48 |
| | Expenses | | | | | | |
| (i) | Finance costs | 43.29 | 43.86 | 57.48 | 87.15 | 93.76 | 202.05 |
| (ii) | Impairment on financial instruments | 0.07 | 0.02 | (3.58) | 0.09 | (3.58) | (3.91) |
| (iii) | Employee benefits expenses | 8.45 | 3.63 | 4.79 | 12.08 | 9.15 | 15.05 |
| (iv) | Depreciation, amortization and impairment | 0.12 | 0.12 | - | 0.24 | - | 0.11 |
| (v) | Other expenses | 2.92 | 2.90 | 2.94 | 5.82 | 5.05 | 9.12 |
| (IV) | Total expenses | 54.85 | 50.53 | 61.63 | 105.38 | 104.38 | 222.45 |
| (V) | Profit/(loss) before tax (III-IV) | (13.34) | (25.35) | 38.39 | (38.69) | 48.99 | 304.03 |
| (VI) | Tax expense: | | | | | | |
| (1) | Current tax | - | - | 1.86 | - | 3.81 | 35.87 |
| (2) | Deferred tax | 4.04 | 4.60 | 2.84 | 8.64 | 1.14 | 1.10 |
| (VII) | Net profit/ (loss) before impact of rate change on opening deferred tax (V-VI) | (17.38) | (29.95) | 33.69 | (47.33) | 44.04 | 267.06 |
| (VIII) | Impact of change in the rate on opening deferred tax (Refer note 5) | 0.24 | - | - | 0.24 | - | - |
| (IX) | Profit/(loss) for the period (VII-VIII) | (17.62) | (29.95) | 33.69 | (47.57) | 44.04 | 267.06 |
| (X) | Other comprehensive income | | | | | | |
| (A) | (i) Items that will not be reclassified to profit or loss | | | | | | |
| | Remeasurements of the defined benefit plans | (0.05) | (0.03) | 0.16 | (0.08) | 0.31 | (0.32) |
| (XI) | Total comprehensive income (IX+X) | (17.67) | (29.98) | 33.85 | (47.65) | 44.35 | 266.74 |
| (XII) | Paid-up equity share capital (Face value of ₹ 10/- each) (Refer note 6) | 2,000.48 | 1,999.53 | 1,997.05 | 2,000.48 | 1,997.05 | 1,998.81 |
| (XIII) | Other equity | | | | | | 5,831.54 |
| (XIV) | Earnings per equity share (*not annualised): | | | | | | |
| (a) | Basic (₹) | *(0.09) | *(0.15) | *0.17 | *(0.24) | *0.22 | 1.34 |
| (b) | Diluted (₹) | *(0.09) | *(0.15) | *0.17 | *(0.24) | *0.22 | 1.33 |

Notes:

1 Statement of Assets and Liabilities as at September 30, 2019

(₹ in Crore)

| Particulars | As at September 30, 2019 | As at March 31, 2019 |
|---|--------------------------|----------------------|
| | (Unaudited) | (Audited) |
| ASSETS | | |
| (1) Financial assets | | |
| (a) Cash and cash equivalents | 9.80 | 0.49 |
| (b) Bank balance other than (a) above | 1.74 | 1.87 |
| (c) Receivables | | |
| (I) Trade receivables | 24.99 | 9.17 |
| (II) Other receivables | - | - |
| (d) Loans | 1,028.04 | 563.98 |
| (e) Investments | 9,152.58 | 9,146.19 |
| (f) Other financial assets | 6.45 | 290.62 |
| (2) Non-financial assets | | |
| (a) Current tax assets (net) | - | 1.21 |
| (b) Deferred tax assets (net) | 24.78 | 33.66 |
| (c) Property, plant and equipment | 0.69 | 0.79 |
| (d) Other non-financial assets | 1.92 | 0.90 |
| TOTAL - ASSETS | 10,250.99 | 10,048.88 |
| LIABILITIES AND EQUITY | | |
| LIABILITIES | | |
| (1) Financial liabilities | | |
| (a) Payables | | |
| (I) Trade payables | | |
| (i) Total outstanding dues of micro enterprises and small enterprises | - | - |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | 0.01 | 0.01 |
| (II) Other payables | | |
| (i) Total outstanding dues of micro enterprises and small enterprises | - | - |
| (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | - | - |
| (b) Debt securities | 1,092.30 | 1,162.49 |
| (c) Borrowings (other than debt securities) | 5.00 | 4.99 |
| (d) Subordinated liabilities | 1,495.56 | 1,032.29 |
| (e) Other financial liabilities | 10.41 | 5.95 |
| (2) Non financial liabilities | | |
| (a) Current tax liabilities (net) | 1.68 | 7.85 |
| (b) Provisions | 2.30 | 2.08 |
| (c) Other non-financial liabilities | 2.49 | 2.87 |
| (3) EQUITY | | |
| (a) Equity share capital | 2,000.48 | 1,998.81 |
| (b) Other equity | 5,640.76 | 5,831.54 |
| TOTAL - LIABILITIES AND EQUITY | 10,250.99 | 10,048.88 |

2 Statement of Cash flows for the six months ended September 30, 2019

(₹ in Crore)

| Particulars | As at September 30, 2019 | As at September 30, 2018 |
|---|-----------------------------|-----------------------------|
| | (Unaudited) | (Unaudited) |
| Cash flow from operating activities | | |
| - Profit/ (loss) before tax | (38.69) | 48.99 |
| - Operating profit before working capital changes | (32.07) | 50.13 |
| Net cash used in operating activities (A) | (150.03) | (940.04) |
| Net cash used in investing activities (B) | (6.39) | (904.01) |
| Net cash generated from financing activities (C) | 165.73 | 1,832.92 |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 9.31 | (11.13) |
| Cash and cash equivalent at the beginning of period | 0.49 | 11.26 |
| Cash and cash equivalents at the end of the period | 9.80 | 0.13 |

- 3 These financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 4 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on October 18, 2019. The Joint Statutory Auditors of the Company have carried out limited review of the aforesaid results.
- 5 The recently promulgated Taxation Laws (Amendment) Ordinance 2019, has inserted section 115BAA in the Income Tax Act, 1961, providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deductions/ incentives. The option needs to be exercised within the prescribed time for filing the return of income under section 139(1) of the Income Tax Act, 1961, for assessment year (AY) 2020-21 or subsequent AYs. Once exercised, such an option cannot be withdrawn for the same or subsequent AYs.

These financial results are prepared on the basis that the Company would avail the option to pay income tax at the lower rate. Consequently, the opening deferred tax asset (net) has been measured at the lower rate, with a one-time corresponding charge of ₹ 0.24 crore to the Statement of Profit and Loss.


- 6 The Company, during the quarter and six months ended September 30, 2019 has allotted 945,600 and 1,668,100 equity shares respectively of ₹ 10 each, fully paid up, on exercise of options by employees, in accordance with the Company's Employee Stock Option Scheme(s).
- 7 During the quarter and six months ended September 30, 2019, following Cumulative Compulsorily Redeemable Preference Shares (CRPS) have been redeemed/ issued:

(₹ in Crore)

| S. No | Particulars | Date | Amount | Rate | Dividend Paid |
|-------|-------------|-------------------|--------|-------|---------------|
| 1 | Issued | 17 May 2019 | 145.40 | 8.00% | - |
| 2 | Issued | 03 June 2019 | 63.70 | 7.95% | - |
| 3 | Redeemed | 28 June 2019 | 124.40 | 8.50% | 2.53 |
| 4 | Redeemed | 13 August 2019 | 60.00 | 8.35% | 1.84 |
| 5 | Issued | 16 September 2019 | 100.00 | 7.95% | - |
| 6 | Issued | 20 September 2019 | 150.00 | 7.95% | - |
| 7 | Issued | 27 September 2019 | 150.00 | 7.95% | - |

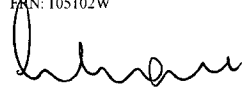
- 8 Information pursuant to Regulation 52(6)(a) and 52(6)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as below:
(a) Loss for the six months ended September 30, 2019 is ₹ 47.57 crore.
(b) Free reserves as on September 30, 2019 is ₹ (42.17) crore.
- 9 The main business of the Company is investment activity. As such, there are no separate reportable segments as per the Ind AS 108 on Operating Segment.
- 10 Previous period/year figures have been regrouped/reclassified to make them comparable with those of current period.

In terms of our report attached,
For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants


Rupen K. Bhatt
Partner

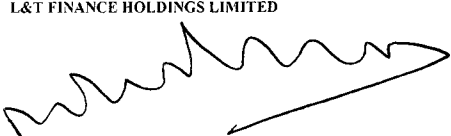
Place : Mumbai
Date : October 18, 2019

In terms of our report attached,
For **B. K. KHARE & CO.**
Chartered Accountants
FRN: 105102W


Padmini Khare Kaicker
Partner
Membership no. 044784

Place : Mumbai
Date : October 18, 2019

For and on behalf of the Board of Directors
L&T FINANCE HOLDINGS LIMITED


Dinanath Dubhashi
Managing Director & Chief Executive Officer
(DIN : 03545900)

Place : Mumbai
Date : October 18, 2019

A. Pursuant to Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the following information pertaining to the Cumulative Compulsorily Redeemable Non-Convertible Preference Shares (“Preference Shares”):

1) Details of outstanding Redeemable Preference Shares:

| Sr. No. | Name of Series | No. of Preference Shares | Amt. of Issue (Rs.) |
|---------|----------------|--------------------------|---------------------|
| 1. | INE498L04084 | 6,00,00,000 | 6,00,00,00,000 |
| 2. | INE498L04092 | 2,50,00,000 | 2,50,00,00,000 |
| 3. | INE498L04100 | 1,45,40,000 | 1,45,40,00,000 |
| 4. | INE498L04118 | 63,70,000 | 63,70,00,000 |
| 5. | INE498L04126 | 1,00,00,000 | 1,00,00,00,000 |
| 6. | INE498L04134 | 1,50,00,000 | 1,50,00,00,000 |
| 7. | INE498L04142 | 1,50,00,000 | 1,50,00,00,000 |

2) Credit Rating and change in Credit Rating (if any):

The Credit Rating in respect of the above mentioned series of Preference Shares is “CARE AAA (RPS); Stable” and we confirm that there is no change in credit rating since the last intimation.

3) Asset Cover available, in case of non convertible Debt Securities: Not applicable

4) Debt-Equity Ratio (As at September 30, 2019): 0.34

5) Previous due dates for payment of dividend and repayment of principal amount for Preference Shares:

The due dates for payment of dividend and repayment of principal amount and the actual date of payment for the half year ended September 30, 2019 are as under:

| Sr. No. | Name of Series | Type (Principal / Dividend) | Due date of payment | Status Paid / Unpaid |
|---------|--------------------------|-----------------------------|---------------------|----------------------|
| 1. | INE498L04050 – Option II | Dividend | June 30, 2019 | June 28, 2019* |
| | | Principal | June 30, 2019 | June 28, 2019* |
| 2. | INE498L04076 – Option II | Dividend | August 13, 2019 | August 13, 2019 |
| | | Principal | August 13, 2019 | August 13, 2019 |

* The difference in due date and actual date of payment was due to effect of holidays.

6) Next due dates for payment of dividend and repayment of principal amount:

The next due dates for payment of dividend and repayment of principal amount of the Preference Shares are as under:

| Sr. No. | Series / Tranche | Type (Principal / Dividend) | Amount (In Rs.) | Due date of payment |
|---------|------------------|-----------------------------|-----------------|---------------------|
| 1. | INE498L04084 | Dividend | 48,90,00,000 | March 26, 2020 |
| | | Principal | 4,68,90,000 | May 6, 2020 |
| 2. | INE498L04092 | Dividend | 600,00,00,000 | May 6, 2020 |
| | | Dividend | 22,37,50,000 | March 26, 2020 |
| | | Dividend | 22,37,50,000 | March 26, 2021 |

| Sr. No. | Series / Tranche | Type (Principal / Dividend) | Amount (In Rs.) | Due date of payment |
|---------|------------------|-----------------------------|-----------------|---------------------|
| | | Dividend | 11,89,25,000 | October 12, 2021 |
| | | Principal | 250,00,00,000 | October 12, 2021 |
| 3. | INE498L04100 | Dividend | 10,17,00,030 | March 26, 2020 |
| | | Dividend | 11,63,20,000 | March 26, 2021 |
| | | Dividend | 11,63,20,000 | March 26, 2022 |
| | | Dividend | 7,32,97,594 | November 17, 2022 |
| | | Principal | 1,45,40,00,000 | November 17, 2022 |
| 4. | INE498L04118 | Dividend | 4,19,24,792 | March 26, 2020 |
| | | Dividend | 5,06,41,500 | March 26, 2021 |
| | | Dividend | 5,06,41,500 | March 26, 2022 |
| | | Dividend | 3,39,92,231 | December 2, 2022 |
| | | Principal | 63,70,00,000 | December 2, 2022 |
| 5. | INE498L04126 | Dividend | 4,30,08,000 | March 26, 2020 |
| | | Dividend | 7,95,00,000 | March 26, 2021 |
| | | Dividend | 7,95,00,000 | March 26, 2022 |
| | | Dividend | 5,64,12,000 | December 16, 2022 |
| | | Principal | 1,00,00,00,000 | December 16, 2022 |
| 6. | INE498L04134 | Dividend | 6,32,08,500 | March 26, 2020 |
| | | Dividend | 11,92,50,000 | March 26, 2021 |
| | | Dividend | 11,92,50,000 | March 26, 2022 |
| | | Dividend | 9,60,54,000 | January 20, 2023 |
| | | Principal | 1,50,00,00,000 | January 20, 2023 |
| 7. | INE498L04142 | Dividend | 6,09,28,500 | March 26, 2020 |
| | | Dividend | 11,92,50,000 | March 26, 2021 |
| | | Dividend | 11,92,50,000 | March 26, 2022 |
| | | Dividend | 10,29,15,000 | February 10, 2023 |
| | | Principal | 1,50,00,00,000 | February 10, 2023 |

7) Debt Service Coverage Ratio: Not Applicable

8) Interest Service Coverage Ratio: Not Applicable

9) Capital Redemption reserve: NIL

10) Net worth: Forms part of Unaudited Standalone Financial Results

11) Net profit after tax: Forms part of Unaudited Standalone Financial Results

12) Earnings per share: Forms part of Unaudited Standalone Financial Results

B. Information pursuant to Regulation 52(6) of the Listing Regulations are given below:

| Sr. No. | Particulars | Remarks |
|---------|---|---|
| a. | Profit for the half year and cumulative profit for the year | Please refer notes to Unaudited Standalone Financial Results forming part of this publication |
| b. | Free Reserves as on the end of half year | |

| Sr. No. | Particulars | Remarks |
|---------|--|--|
| c. | <p>Securities Premium account balance (if redemption of redeemable preference shares is to be done at premium, such premium may be appropriated from securities premium account)</p> <p>Provided that disclosure on securities premium account balance may be provided only in a year in which non - convertible redeemable preference shares are due for redemption</p> | Not applicable. |
| d. | <p>Track record of dividend payment on non - convertible redeemable preference shares</p> <p>Provided that in case the dividend has been deferred at any time, then the actual date of payment shall be disclosed</p> | Dividend on the Non-Convertible Redeemable Preference Shares is paid within the prescribed timeline. |
| e. | <p>Breach of any covenants under the terms of the non - convertible redeemable preference shares</p> <p>Provided that in case of listed entity is planning a fresh issuance of shares whose end use is servicing of the non - convertible redeemable preference shares (whether dividend or principle redemption), then the same shall be disclosed whenever the listed entity decided on such issuances</p> | There has been no breach of covenants under the terms of the Non-Convertible Redeemable Preference Shares. |

For L&T Finance Holdings Limited



Apurva Rathod
Company Secretary and Compliance Officer