

September 19, 2019

National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

BSE Limited

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

Symbol: L&TFH

Security Code No.: 533519

Dear Sir / Madam,

Sub: Information Memorandum by L&T Finance Holdings Limited ("Company") for raising funds through offer and issuance of Cumulative Compulsorily Redeemable Non-Convertible Preference Shares on a private placement basis

Further to our letter dated September 11, 2019, please find enclosed the addendum to information memorandum dated September 11, 2019 with respect to private placement of listed, cumulative, non-convertible, redeemable preference shares of face value of Rs. 100 each, for an amount aggregating to Rs. 100,00,00,000.

We request you to take the aforesaid on record.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

for *Yadresh*

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 igrc@ltfs.com

www.ltfs.com

ADDENDUM TO INFORMATION MEMORANDUM

September 18, 2019

For Private Circulation only



L&T FINANCE HOLDINGS LIMITED

CIN L67120MH2008PLC181833

A public limited company incorporated under the Companies Act, 1956 whose equity shares are listed on the BSE Limited and National Stock Exchange of India Limited and existing preference shares are listed on the BSE Limited.

Registered Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East) Mumbai 98

Tel: (+91 22) 6212 5000 **Fax:** (+91 22) 6212 5553

Company Secretary and Compliance Officer: Ms. Apurva Rathod; **Tel:** (+91 22) 6212 5000;

Fax: (+91 22) 6212 5553; **Email:** igrc@lths.com; **Website:** www.lths.com

ADDENDUM TO INFORMATION MEMORANDUM DATED SEPTEMBER 11, 2019

THIS DOCUMENT IS AN ADDENDUM TO, AND SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED SEPTEMBER 11, 2019 ("INFORMATION MEMORANDUM"), ("ADDENDUM TO INFORMATION MEMORANDUM") BY L&T FINANCE HOLDINGS LIMITED ("ISSUER" OF LISTED CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES WITH A FACE VALUE OF INR 100 EACH (THE "NCRPS"), OF INR 25,00,00,000 (RUPEES TWENTY FIVE CRORES) AT PAR ("BASE ISSUE"), WITH AN OPTION TO RETAIN OVERSUBSCRIPTION BY WAY OF GREEN SHOE OPTION UP TO INR 75,00,00,000 (INDIAN RUPEES SEVENTY FIVE CRORES), AGGREGATING TO INR 100,00,00,000 (INDIAN RUPEES ONE HUNDRED CRORES) ON A PRIVATE PLACEMENT BASIS (THE "ISSUE"). THIS ISSUE WAS UNDER THE ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF DEBT SECURITIES ON A PRIVATE PLACEMENT BASIS IN ACCORDANCE WITH SEBI CIRCULAR JANUARY 05, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/05, AND SEBI CIRCULAR DATED AUGUST 16, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/122, EACH AS AMENDED ("SEBI EBP CIRCULARS"), TOGETHER WITH THE UPDATED OPERATIONAL GUIDELINES "FOR ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS THROUGH AN ELECTRONIC BOOK MECHANISM" ISSUED BY BSE BY THEIR NOTICE NUMBER 20180928-24 DATED 28 SEPTEMBER 2018 ("BSE EBP GUIDELINES"). THE COMPANY USED THE BSE'S BID PLATFORM FOR THIS ISSUE ("BSE EBP PLATFORM"). THE NCRPS ARE LISTED ON THE WHOLESALE DEBT SEGMENT OF BSE LIMITED.

REVISED INFORMATION

In Annexure J, point 1 of the section titled "ANY MATERIAL EVENT/ DEVELOPMENT OR CHANGE HAVING IMPLICATIONS ON THE FINANCIALS/CREDIT QUALITY (E.G. ANY MATERIAL REGULATORY PROCEEDINGS AGAINST THE ISSUER/PROMOTERS, TAX LITIGATIONS RESULTING IN MATERIAL LIABILITIES, CORPORATE RESTRUCTURING EVENT ETC) AT THE TIME OF ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST / CONTINUE TO INVEST IN THE NON CONVERTIBLE REDEEMABLE PREFERENCE SHARES", on pages 216 and 217 of the Information Memorandum, certain modifications are required to be made as follows:

L&T Finance Limited ("LTFL"), a subsidiary of the Company has filed an intervention application in the National Company Law Appellate Tribunal ("NCLAT") under Rule 31 read with Rule 11 of the NCLAT Rules, 2016 to intervene, seek clarification and make appropriate submissions in Company Appeal (AT) No. 346 of 2018 filed by the Union of India ("UOI") pending before the NCLAT, in its capacity as the financial creditor of Moradabad Bareilly Expressway Limited ("MBEL"), a subsidiary of IL&FS Transportation Networks Limited ("ITNL"), which in turn is a subsidiary of Infrastructure Leasing and Financial Services Limited ("IL&FS"). The said intervention application also seeks a declaration from the NCLAT that the Interim Order dated October 15, 2018 does not affect the interests of LTFL.

L&T Infrastructure Finance Limited ("LTIFL"), a subsidiary of the Company has filed intervention applications in the NCLAT under Rule 31 read with Rule 11 of the NCLAT Rules, 2016 to intervene, seek clarification and make appropriate submissions in Company Appeal (AT) No. 346 of 2018 filed by the UOI and pending before the NCLAT, in its capacity as the financial creditor of West Gujarat Expressway Limited ("WGEL") and MBEL, all being subsidiaries of ITNL, which in turn is a subsidiary of IL&FS. The said intervention applications also seek a declaration from the NCLAT that the Interim Order dated October 15, 2018 does not affect the interests of LTIFL.

L&T Infra Debt Fund Limited ("LTIDFL"), a subsidiary of the Company has filed intervention application in the NCLAT under Rule 31 read with Rule 11 of the NCLAT Rules, 2016 to intervene, seek clarification and make appropriate submissions in Company Appeal (AT) No. 346 of 2018 filed by the UOI and Company Appeal (AT) No. 347 of 2018 filed by IL&FS, pending before the NCLAT, in its capacity as the financial creditor of WGEL, MBEL, Hazaribagh Ranchi Expressway Limited ("HREL") and Jharkhand Road Projects Implementation Company Limited ("JRPICL"), all being subsidiaries of ITNL, which in turn is a subsidiary of IL&FS. The said intervention applications also seek a declaration from the NCLAT that the Interim Order dated October 15, 2018 does not affect the interests of LTIDFL.

LTFL, LTIFL and LTIDFL are hereinafter collectively referred to as the "LTFH subsidiaries"

LTFH subsidiaries have also preferred civil appeals bearing reference number 2397-98 of 2019 before the Hon'ble Supreme Court of India under Section 423 of the Companies Act, 2013, inter alia assailing the order dated February 11, 2019, passed by the NCLAT and civil appeals bearing reference number 4497-4506 of 2019 assailing the common impugned orders dated March 12, 2019, March 19, 2019, March 29, 2019, April 08, 2019 and April 16, 2019. The next dates for the above set of appeals are posted in October & November, 2019 respectively.

ADDENDUM TO INFORMATION MEMORANDUM

September 18, 2019

For Private Circulation only

IL&FS submitted Resolution Framework Report(s) to the National Company Law Appellate Tribunal (“NCLAT”) in Company Appeal (AT) No. 346 of 2018 filed by the UOI and Company Appeal (AT) No. 347 of 2018, where WGEL, HREL, JRPICL and MBEL were classified as 'amber', but as per order dated July 12, 2019 passed by the NCLAT, WGEL, JRPICL and MBEL are to be classified as 'green' upon agreeing to revised terms. The classification of IL&FS subsidiaries as per the Resolution Framework Report(s) is on the basis of their ability to service all their debt, where 'amber' companies can only service senior secured lenders, 'green' companies can service all their debt and fulfill all their financial obligations.

Required steps as directed by the courts have been undertaken, and WGEL, JRPICL and MBEL have executed binding agreements permitting debt servicing. WGEL and MBEL have paid secured due amounts to the concerned LTFH subsidiaries and JRPICL is operationalizing the payments to the concerned LTFH subsidiaries.

This Addendum to Information Memorandum shall form an integral part of the Information Memorandum. This Addendum to Information Memorandum must be read in conjunction with the Information Memorandum. Apart from the paragraphs replaced above, the Information Memorandum remains unchanged.

The capitalised words in this Addendum to Information Memorandum shall have the same meaning as set out in the Information Memorandum.

Accordingly, all concerned investors, stock exchanges, depositories, registrar and transfer agent, arranger, other authorities, regulators and all other concerned persons are requested to take note of the above revision.

ADDENDUM TO INFORMATION MEMORANDUM

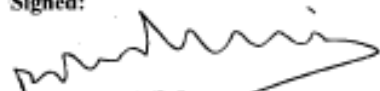
September 18, 2019

For Private Circulation only

DECLARATION

I am authorized by the Committee of Directors vide resolution dated September 11, 2019 read with the resolution of the Board of the Company dated March 19, 2019, to sign this Addendum to Information Memorandum.

Signed:

A handwritten signature in black ink, appearing to read 'Dinanath Dubhashi', with a long horizontal stroke extending to the right.

Dinanath Dubhashi

Managing Director and Chief Executive Officer

Place: New Delhi

Date: September 18, 2019