L&T Finance Holdings

L&T Finance Holdings Limited

Our Company was originally incorporated as L&T Capital Holdings Limited in Mumbai under the Companies Act 1956, as amended, on May 1, 2008 as a public limited company. For further details regarding changes made to the name of our Company, please refer to the section titled "History and Certain Corporate Matters" on page 211 of the Red Herring Prospectus dated July 15, 2011, as amended and supplemented by the Corrigendum to the Red Herring Prospectus dated July 22, 2011 (together the Red Herring Prospectus).

Registered Office: L&T House, Ballard Estate, Mumbai - 400 001. **Tel:** (91 22) 6752 5656; **Fax:** (91 22) 6752 5858 **Corporate Office:** 'The Metropolitan', 8th Floor, C-26/27, E-Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. **Tel:** (91 22) 6737 2951; **Fax:** (91 22) 6737 2900 **Website:** www.ltfinanceholdings.com **Company Secretary and Compliance Officer:** Mr. N. Suryanarayanan; **Tel:** (91 22) 4060 5433; **Fax:** (91 22) 4060 5353; **Email:** ltfh-ipo@ltfinance.com

PUBLIC ISSUE OF [•] EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") FOR CASH BY L&T FINANCE HOLDINGS LIMITED (THE "COMPANY" OR THE "ISSUER") AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UP TO ₹ 12,450 MILLION (THE "ISSUE") INCLUDING A RESERVATION OF [•] EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UP TO ₹ 500 MILLION (THE "EMPLOYEE RESERVATION PORTION") AND A RESERVATION OF [•] EQUITY SHARES FOR SUBSCRIPTION BY L&T SHAREHOLDERS FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UP TO ₹ 1,200 MILLION (THE "L&T SHAREHOLDERS RESERVATION PORTION").

Promoter of our Company: Larsen & Toubro Limited

CORRIGENDUM DATED JULY 27, 2011 TO RED HERRING PROSPECTUS DATED JULY 15, 2011

NOTICE TO INVESTORS

The Company has filed its red herring prospectus dated July 15, 2011, with the Registrar of Companies, Maharashtra at Mumbai, in relation to the Issue, as amended and supplemented by the Corrigendum dated July 22, 2011 (the "Red Herring Prospectus"). This is with reference to the Red Herring Prospectus. All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Red Herring Prospectus. Investors may please note that the following disclosures supplement the disclosures in the Red Herring Prospectus.

On page 341 of the Red Herring Prospectus (in the section titled "Outstanding Litigation and Material Developments"), under the heading "Litigation Involving our Promoter - Litigation against our Promoter - Criminal Cases", after the serial number 20, following shall be inserted:

21. One Mr. R. Rajagopalan has filed a first information report ("FIR") dated July 13, 2011, before the Hulimavu Police Station, Bangalore against the chairman and managing director of L&T, a whole time director of L&T and others, in relation to L&T South City Project in Bangalore and the Bangalore Police has registered the FIR under Section 406 and 420 of the Indian Penal Code, 1860. Further, in relation to L&T South City Project, South City Group Housing Apartment Owners' Association represented by Mr. Rajagopalan has filed a criminal complaint before the Additional Chief Metropolitan Magistrate at Bangalore against the chairman and managing director of L&T, a director of L&T and others, alleging offences under Section 14 and 15 of the Karnataka Ownership Flats (Regulation of the Promotion of the Construction, Sale, Management and Transfer) Act, 1972 and Section 420 of the Indian Penal Code, 1860. The FIR and criminal complaint are pending.

The Red Herring Prospectus stands amended to the extent stated hereinabove. The aforesaid change shall be reflected in the Prospectus.

The above notice is required to be read in conjunction with the Red Herring Prospectus.

For **L&T Finance Holdings Limited**
on behalf of Board of Directors
Sd/-
President and Whole-time Director

Place: Mumbai
Date: 27th July, 2011

L&T Finance Holdings Limited is proposing, subject to requisite approvals, market conditions and other considerations, to make a public issue of securities and has filed the Red Herring Prospectus with Registrar of Companies, Maharashtra at Mumbai. The Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in and the respective websites of the Joint Global Coordinators and Book Running Lead Managers at www.jmfinancial.in, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, and www.hsbc.co.in/1/2/corporate/ equities-global-investment-banking; websites of Book Running Lead Managers at www.barcap.in/bsiplofferingdocuments and www.credit-suisse.com/in/ipo/; website of Co-Book Running Lead Manager at www.equirus.com; and at the website of BSE and NSE at www.bseindia.com and www.nseindia.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled "Risk Factors" in the Red Herring Prospectus. The information contained herein is not for publication or distribution in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. These materials do not constitute an offer of securities for sale in any jurisdiction, including the United States, Canada or Japan. The equity shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from or in a transaction not subject to, registration requirements of the US Securities Act and in accordance with any applicable US state securities laws. The equity shares are being offered and sold within the United States only in compliance with Rule 144A under the US Securities Act, and outside the United States only in compliance with Regulation S under the US Securities Act and the applicable laws of each jurisdiction where such offers and sales occur.