L&T Finance Holdings

July 3, 2015

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

Symbol: L&TFH

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

Scrip Code No.: 533519

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Compliance under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code").

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary

Encl: as above

L&T Finance Holdings Ltd
8th Floor, City 2, Plot No 177
Vidyanagari Marg, CST Road, Kalina
Santacruz (E), Mumbai 400 098, India

Registered Office
L&T House, NM Marg
Ballard Estate, Mumbai 400 001, India
CIN: L67120MH2008PLC181833

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L&T Finance Holdings

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preface

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") is framed under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 based on the principles of fair disclosure outlined in Schedule 'A' therein. This Code shall be applicable with effect from May 15, 2015.

Objective

The objective of this Code is to formulate a framework so as to ensure prompt, adequate and fair disclosure of Unpublished Price Sensitive Information (UPSI) thereby upholding Investors' confidence in the integrity and securities of the Company.

To achieve this objective, all the Directors/ Officers, designated employees and Connected Persons shall adhere to the following principles in letter as well as in spirit.

Chief Investor Relations Officer

The Company Secretary is designated as the Chief Investor Relations Officer (CIRO) of L&T Finance Holdings Limited ('the Company') for the purpose of this Code and the Insider Trading Regulations. The CIRO shall deal with dissemination of information and disclosure of UPSI.

Disclosure Principle

The CIRO shall be responsible to ensure :

a) UPSI that would impact price discovery shall be given by the Company to Stock Exchanges on immediate basis.
b) Uniform and universal dissemination of UPSI is made to avoid selective disclosure.
c) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Disclosure/dissemination of UPSI may normally be approved in advance by the CIRO. In selected cases, the CIRO shall consult and seek approval of Chairman & Managing Director/President & Whole-time Director, before dissemination of such information.

Responding to Market Rumours / Queries

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

CIRO may decide whether a public announcement is needed to verify or deny rumours. CIRO may consult the Chairman & Managing Director/President & Whole-time Director and thereafter, make the appropriate disclosure required on the matter.

Sharing of information with Analysts & Research Personnel

Whenever research analyst / research personnel meet or a call is organised, the Company representatives shall ensure that information shared with analysts and research personnel is only public information not UPSI.

The Company shall ensure that immediately after such meet/call and other investor relations conferences, transcripts or records of proceedings of meetings are uploaded on the official website of the Company i.e. *www.ltfinanceholdings.com* to ensure that the official confirmation and documentation of disclosures are made.

Handling of Unpublished Price Sensitive Information

All employees, directors and insiders of the Company are required to ensure that they handle UPSI on a "need to know" basis and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Securities Dealing Code adopted by the Company.

Communication of this Code

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchanges. This Code shall also be posted on the website of the Company *www.ltfinanceholdings.com*.

Modification and Amendments

The Company reserves the right to modify and/or amend this Code for Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto shall be promptly intimated to Stock Exchanges where the Securities of the Company are listed.