L&T Finance Holdings

September 21, 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: Intimation under Clause 22 and Clause 36 of the Equity Listing Agreement

Dear Sir/ Madam,

Pursuant to Clause 22 and Clause 36 of the Equity Listing Agreement, we hereby inform the Exchange that the Board of Directors, at its meeting held on September 21, 2015 has approved, subject to approval of Members and applicable regulatory authorities, inter alia, issuance of Equity shares and Warrants to the following investors:

Sr. No.	Name of Investor	No. of Equity Shares/Warrants	Issue Price
1	BC Investments VI Limited	Upto 3,18,36,971 Equity Shares of face value of Rs. 10/-	*Rs. 74/- per Equity Share
2	BC Asia Growth Investments	Upto 6,38,20,990 Warrants of face value of Rs. 10/-	*Rs. 74/- per Warrant

** or such other higher price as may be arrived at in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations.*

In this regard, please find enclosed herewith Press Release titled as ***"Preferential Issue of Equity Shares & Warrants to Bain Capital."***

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**

N. Suryanarayanan
Company Secretary
Encl: as above

Press Release

Monday, 21st September 2015, Mumbai

Preferential Issue of Equity Shares & Warrants to Bain Capital

A meeting of the Board of Directors of L&T Finance Holdings Limited was held today to consider raise of capital by way of preferential issue of eligible securities under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

The Board of Directors has approved a preferential allotment of equity shares and warrants to BC Investments VI Ltd. and BC Asia Growth Investments (collectively referred to as Bain Capital) respectively, subject to approval from shareholders and relevant statutory / regulatory authorities. Subject to all necessary approvals, it is proposed to issue an aggregate of 9,56,57,961 equity shares and warrants at Rs 74 per share / warrant, amounting to an infusion of Rs 707,86,89,114 in the Company and constituting ~5.27% of the post issue equity share capital of the Company on a fully diluted basis.

Issue of Equity Shares

An issue of 3,18,36,971 equity shares at a price of Rs 74 per share, amounting to an aggregate of Rs 235,59,35,854 and constituting ~1.75% of the post issue equity share capital on a fully diluted basis to BC Investments VI Ltd. (Bain Capital)

Issue of Warrants

An issue of 6,38,20,990 warrants at a price of Rs 74 per warrant, amounting to an aggregate of Rs 472,27,53,260 and constituting ~3.51% of the post issue equity share capital on a fully diluted basis to BC Asia Growth Investments (Bain Capital).

The warrants may be exercised by Bain Capital within a period of 18 months from the allotment date or accelerated after 6 months from the date of allotment based on the Company's capital requirement.

The approval from shareholders of the Company for the preferential allotment of equity shares and warrants is proposed to be sought through a postal ballot.

About L&T Finance Holdings:

L&TFH is a financial holding company offering a diverse range of financial products and services across the corporate, retail and infrastructure finance sectors, as well as mutual fund products and investment management services, through its wholly-owned subsidiaries, viz., L&T Finance Ltd, L&T Infrastructure Finance Company Ltd, L&T Investment Management Ltd, L&T Capital Markets Ltd, L&T Housing Finance Ltd, FamilyCredit Ltd and L&T FinCorp Ltd. It is registered with the RBI as a CIC-ND-SI. L&TFH is promoted by Larsen & Toubro (L&T), one of the leading companies in India, with interests in engineering, construction, electrical & electronics manufacturing & services, IT and financial services.

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