

February 27, 2015

- **Bombay Stock Exchange Limited**
Listing Department
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai-400001
- **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor, G-Block,
Bandra Kurla Complex,
Bandra(E), Mumbai-400051
- **L&T Finance Holdings Limited**
8th Floor, City 2, Plot no. 177,
Vidyanagari Marg, C.S.T Road,
Kalina, Santacruz (E), Mumbai-400 098

Dear Sir,

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, we wish to inform you that we have sold **2,40,67,855** Equity shares of Rs. 10 each of "**L&T Finance Holdings Limited**" through open market and this disclosure is made pursuant to sale of shares exceeding 2% of total holdings as compared to the disclosure made on April, 01, 2014.

Please find enclosed the form in respect of the said disclosure.

Kindly acknowledge the receipt.

Thanking you

Yours faithfully,

For **LARSEN & TOUBRO LIMITED**



N. HARIHARAN
(EXECUTIVE VICE PRESIDENT
& COMPANY SECRETARY)
Encl.: As above



**Format for disclosures under Regulation 29(2) of SEBI
(Substantial Acquisition of Shares and Takeovers)
Regulations, 2011**

Name of the Target Company (TC)	L&T Finance Holdings Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	Larsen & Toubro Limited		
Whether the acquirer belongs to Promoter/Promoter group	Promoter		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE and NSE		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/ disposal under consideration, holding of :			
a) Shares carrying voting rights	1289003865	74.97	73.52
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	1289003865	74.97	73.52
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	24067855	1.40	1.37
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	24067855	1.40	1.37

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1264936010	73.57	72.14
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	1264936010	73.57	72.14
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	OPEN MARKET		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	26/02/2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	1719457061		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	1719457061		
Total diluted share/voting capital of the TC after the said acquisition	1753387706		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For LARSEN & TOUBRO LIMITED



N. HARIHARAN
(Executive Vice President and Company Secretary)
(Signature of the acquirer / seller / Authorised Signatory)



Place: Mumbai
Date: February 27, 2015