L&T Financial Services

August 28, 2019

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 451

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

Company Symbol: L&TFH

Company Code No.: 533519

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

Sub: Intimation of sale of investment in subsidiary under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Please find enclosed a press release in relation to an agreement executed by the Company to sell its investment in L&T Capital Markets Limited, its wholly owned subsidiary (carrying on the Indian wealth management business) to IIFL Wealth Finance Limited. IIFL Wealth Finance Limited may acquire L&T Capital Markets Limited solely or jointly with a wholly owned subsidiary of IIFL Wealth Management Limited.

The said press release will also be available on the website of the Company i.e., www.ltfs.com/investors.html.

Further, the details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in Annexure A.

As per the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Securities Dealing Code of the Company, the trading window for dealing in the securities of the Company is closed for the Connected Persons/Designated Persons of the Company from August 28, 2019 till August 30, 2019.

We request you to take the aforesaid on your record.

Yours faithfully,

For L&T Finance Holdings Limited

Rathod

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

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PRESS RELEASE

IIFL Wealth Group to acquire L&T Finance Holdings' wealth management business

Mumbai – August 28, 2019

IIFL Wealth Group ("**IIFLWealth**") today said, it has entered into a definitive agreement to acquire 100% equity shares of L&T Capital Markets Limited ("**LTCM**"), a wholly owned subsidiary of L&T Finance Holdings Limited ("**LTFH**"), which provides wealth management services for individual and institutional clients. The transaction is subject to regulatory approvals.

LTCM offers a portfolio of comprehensive products and services across asset classes, together with a dedicated set of research professionals and senior private bankers. The move is expected to further strengthen IIFL Wealth's platform for serving high net-worth and ultra-high-worth families.

Mr. Karan Bhagat, Founder, MD & CEO, IIFL Wealth Management Ltd, said, "We are pleased to have this experienced wealth team join us under the leadership of Manoj Shenoy. Born of a genesis steeped in entrepreneurial culture similar to IIFL Wealth and Asset Management, this team brings product innovation, geographical spread, and client assets of more than Rs. 24,000 Cr. While most of our growth over the years has been organic, we have also successfully aligned with the right partners in the business in the past. Going forward, our combined effort will further strengthen our reach and offerings for the high net worth and ultra-high net worth clients across India."

Mr. Dinanath Dubhashi, Managing Director & CEO, L&T Finance Holdings Ltd. said, "We have grown the wealth management business into a partner of choice for discerning clients aided by research based differentiated advice. This move will help the wealth management business scale up further by accessing the broader repertoire of products and services offered by the IIFL Wealth platform, which will benefit the clients and the team. L&T Financial Services will continue to focus on its strategy centered around stable and sustainable growth in businesses where we believe we have clear 'Right to Win' and can create value for all stakeholders."

JM Financial Limited acted as the exclusive financial advisor to LTFH.

About IIFL Wealth:

IIFL Wealth & Asset Management is one of the pioneers in the industry to bring about product innovations. The company won 'The Best Family Office Services, India' and 'The Best Succession Planning Advice and Trust, India' awards at Euromoney Private Banking and Wealth Management Survey, 2018 besides more than 80 other awards of repute since its inception in 2008.

Headquartered in Mumbai, IIFL Wealth & Asset Management has wide geographical footprint across 33 locations in 7 major global financial hubs and 26 locations including India and around the world.

About L&T Capital Markets:

L&T Capital Markets has established itself amongst the leading non-bank wealth management companies in India. LTCM is headquartered in Mumbai, and caters to HNI and UHNI clients. LTCM has presence across 9 locations in India and has key management team with average of ~17 years of core industry experience.

About L&T Finance Holdings:

LTFH (www.ltfs.com) is a financial holding company offering a focused range of financial products and services across rural, housing and wholesale finance sectors, as well as mutual fund products and wealth management services, through its wholly-owned subsidiaries, viz., L&T Finance Ltd., L&T Housing Finance Ltd., L&T Infrastructure Finance Company Ltd., L&T Infra Debt Fund Limited, L&T Investment Management Ltd. and L&T Capital Markets Ltd. LTFH is registered with RBI as a CIC-ND-SI[1]. LTFH is promoted by Larsen & Toubro Ltd. ("L&T") (www.larsentoubro.com), one of the leading companies in India, with interests in engineering, construction, electrical & electronics manufacturing & services, IT and financial services.

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@IIFL Wealth @IIFL Wealth IIFLWealth IIFLWealth

For further media queries:

L&T Finance Holdings: Shveta Singh, Sporshita Goswami

shvetasingh@ltfs.com, sporshitagoswami@ltfs.com

IIFL Wealth: Anil Mascarenhas

anil.mascarenhas@iiflw.com

Annexure A

<table>
<tr><th>Items to be disclosed</th><th>Details</th></tr>
<tr><td>The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year</td><td>Name of Company: L&T Capital Markets Limited
As on March 31, 2019
<table>
<tr><th>Particulars</th><th>Amount (in INR crore)</th><th>Percentage</th></tr>
<tr><td>Total income</td><td>124.81</td><td>0.94% of consolidated income</td></tr>
<tr><td>Net worth</td><td>82.45</td><td>0.61% of consolidated net worth</td></tr>
</table></td></tr>
<tr><td>Date on which the agreement for sale has been entered into</td><td>The Share Purchase Agreement has been executed on August 28, 2019</td></tr>
<tr><td>The expected date of completion of sale/disposal</td><td>20 business days from the receipt of all regulatory approvals required for the proposed transaction.</td></tr>
<tr><td>Consideration received from such sale/disposal</td><td>Total consideration amount: INR 230 crore plus the cash & cash equivalent balance of L&T Capital Markets Limited

The said consideration is linked to the actual cash position of L&T Capital Markets Limited and it may be adjusted based on the cash position of L&T Capital Markets Limited on the completion date.

A fraction of the purchase consideration is being deposited by IIFL Wealth Finance Limited into a no-lien, non-interest-bearing escrow account.</td></tr>
<tr><td>Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies.
If yes, details thereof</td><td>The acquirer is IIFL Wealth Finance Limited, a company incorporated under the Companies Act, 1956. It may acquire L&T Capital Markets Limited solely or jointly with a wholly-owned subsidiary of IIFL Wealth Management Limited. Both of their registered offices are located at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

IIFL Wealth Finance Limited caters to the financing needs of corporate and high net worth customers with product offerings including loans against securities, capital market & IPO financing, and loans against property. It is a systemically important non-deposit accepting NBFC registered with the Reserve Bank of India.

The acquirer (or acquirers, as the case may be) does not belong to the promoter/promoter group/group companies.</td></tr>
</table>

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Items to be disclosed	Details
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The said transaction is not a related party transaction
Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	Not applicable

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