

January 16, 2023

The Listing Department  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Fort,  
 Mumbai 400 001

The Listing Department  
**National Stock Exchange of India Limited**  
 Exchange Plaza,  
 Bandra Kurla Complex,  
 Bandra (East), Mumbai – 400 051

Dear Sir,

**Sub: Confirmation**

**Ref: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") for the proposed Scheme of Amalgamation and Arrangement amongst L&T Finance Limited ("Amalgamating Company 1" or "Company"), L&T Infra Credit Limited ("Amalgamating Company 2"), L&T Mutual Fund Trustee Limited ("Amalgamating Company 3") and L&T Finance Holdings Limited ("Amalgamated Company") ("Scheme").**

It is hereby certified that the scheme of arrangement involving L&T Finance Limited ("Amalgamating Company 1"), L&T Infra Credit Limited ("Amalgamating Company 2"), L&T Mutual Fund Trustee Limited ("Amalgamating Company 3") and L&T Finance Holdings Limited ("Amalgamated Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

<b>Sr. No</b>	<b>Particulars</b>	<b>Whether complied (Yes/No)</b>	<b>Remarks</b>
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	-
3.	Submission of Fairness opinion	Yes	-
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	To be complied	The Company undertakes to provide the e-voting facility after the disclosure of all material facts (including the no-objection

**L&T Finance Limited**

**Correspondence Address**

Brindavan, CST Road,  
 Kalina, Santacruz (East)  
 Mumbai 400 098  
 CIN: U65910WB1993FLC060810

**Registered Office**

15th Floor, PS SRIJAN Tech Park,  
 Plot No 52, Block- DN, Sector-V,  
 Salt Lake City, Kolkata – 700 091,  
 District 24-Parganas North

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Sr. No	Particulars	Whether complied (Yes/No)	Remarks
			letter of the exchange) in the notice to the holders of NCDs/NCRPS, wherever the approval of the holders of NCDs/NCRPS is sought.
7.	Grievance redress/ Report on Complaints/ Comments	To be complied	The Company undertakes to provide the report on complaints within 7 days of expiry of 10 days from the date of uploading of Draft Scheme and related documents on exchange's website.
8.	Conditions for schemes of arrangement involving unlisted entities	To be complied	The Company undertakes to comply with Part I(A)(4) of SEBI Circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/156 dated 17.11.2022.
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	-



**Company Secretary**




**Whole-time Director**

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving L&T Finance Limited ("Amalgamating Company 1"), L&T Infra Credit Limited ("Amalgamating Company 2"), L&T Mutual Fund Trustee Limited ("Amalgamating Company 3") and L&T Finance Holdings Limited ("Amalgamated Company") are in compliance with all the Accounting Standards applicable to the Company.



**Chief Financial Officer**



**Whole-time Director**

**L&T Finance Limited**

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