

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"), L&T Infra Credit Limited ("Amalgamating Company 2" or "Company"), 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:

Sr. No	Particulars	Whether complied (Yes/No)	Remarks
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 letter of the exchange) in the notice to the holders of

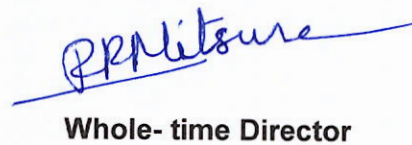
L&T Infra Credit Limited
 (formerly known as L&T Infra Debt Fund Limited)

Registered Office
 Plot No. 177, CTS No. 6970, 6971, Vidyanagari Marg
 CST Road, Kalina, Santacruz (East)
 Mumbai 400 098, Maharashtra, India
 CIN: L67100MH2013PLC241104

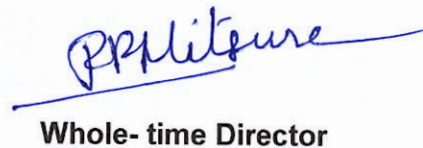
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			NCDs/NCRPS, wherever the approval of the holders of NCDs/NCRPS is sought.
7.	Grievance redress/ Report on Complaints/ Comments	To be complied	The Company undertakes to provide the report on complaints within 7 days of expiry of 10 days from the 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 Infra Credit Limited
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