

July 28, 2023

**National Stock Exchange of India Limited**

Exchange Plaza  
Plot No. C/1, G Block,  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400051

**BSE Limited**

Corporate Relations Department,  
1<sup>st</sup> Floor, New Trading Ring,  
P.J. Towers, Dalal Street,  
Mumbai – 400001

**Symbol : L&TFH**

**Security Code No.: 533519**

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

**Sub: Amendment to the Memorandum of Association and Articles of Association of L&T Finance Holdings Limited (“the Company”)**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the SEBI circular dated July 13, 2023, and other applicable regulations, if any, and further to our letter dated July 28, 2023 providing details of the voting results of the Fifteenth Annual General Meeting (“AGM”), please note that the Members of the Company at the AGM held today, i.e., Friday, July 28, 2023, have inter alia, approved the amendment to the Memorandum of Association (“MOA”) (which will be effective from the date of registration in accordance with the regulatory requirements) and the Articles of Association (“AOA”) of the Company. The brief details of the changes are as follows:

<b>Changes</b>	<b>Changes in brief</b>
Amendment to the object clause of MOA of the Company	<p>The Board of Directors of the Company at its Meeting held on January 13, 2023 had approved the amalgamation of the direct / indirect wholly-owned subsidiaries of the Company i.e.; L&amp;T Finance Limited, L&amp;T Infra Credit Limited (formerly known as L&amp;T Infra Debt Fund Limited), L&amp;T Mutual Fund Trustee Limited with the Company and arrangement, by way of merger by absorption under the provisions of Sections 230 - 232 read with Section 52 of the Companies Act, 2013 and other applicable regulatory requirements (the “Scheme”).</p> <p>Pursuant to the Scheme, the Company is required to obtain requisite registrations / licenses from Reserve Bank of India (“RBI”) to operate as an NBFC-ICC and also surrender its existing NBFC-CIC registration / license in accordance with the applicable laws.</p> <p>The object clause has been amended in light of the aforesaid amalgamation and considering the Lakshya 2026 strategy of the Company to be a top class ‘digitally enabled’ retail finance company and creating a Fintech@scale, a few other ancillary changes have also been carried out.</p>

Addition of article in the AOA of the Company	<p>Securities and Exchange Board of India (“SEBI”) with a view to protect the interests of the debenture holders, vide the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 dated February 2, 2023 (“SEBI notification”), has notified that the issuer companies are required to ensure that their AOA contains a provision to appoint a person nominated by the debenture trustee(s) in terms Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 as a director on the board of the company.</p> <p>Further, the SEBI notification has mandated the companies to amend their AOA to comply with the aforesaid provision on or before September 30, 2023.</p> <p>In light of the aforesaid and considering that the Company is a NBFC and it raises money including through issuance of non-convertible securities from time to time, the Company has amended its AOA to include the aforesaid provision.</p>
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The details of the amendments to the MOA and AOA were included in the Notice of the AGM dated June 8, 2023 sent to the Members.

We request you to take the aforesaid on records.

Thanking you.

Yours faithfully,

For **L&T Finance Holdings Limited**

**Apurva Rathod**  
**Company Secretary and Compliance Officer**