

July 12, 2019

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

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

Symbol: L&TFH

Security Code No.: 533519

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

Sub: Quarterly Compliance Report on Corporate Governance

Dear Sir / Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Compliance Report on Corporate Governance of the Company for the quarter ended June 30, 2019.

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

Encl: as above

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity – L&T Finance Holdings Limited
Quarter ending – June 30, 2019

I. Composition of Board:

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	S. V. Haribhakti	DIN – 00007347 PAN – AAAPH0574L	Non-Executive Chairperson – Independent Director	24.07.2014	01.04.2019	-	3 Months	7	7	10	5
Mr.	Dinanath Dubhashi	DIN – 03545900 PAN – AAEPD9649J	Managing Director & Chief Executive Officer - Executive Director	22.07.2016	-	-	N.A.	1	-	6	2
Mr.	R. Shankar Raman	DIN – 00019798 PAN – AAFPS2542C	Non-Executive Director	01.05.2008	-	-	N.A.	3	-	5	-
Mr.	P. V. Bhide	DIN – 03304262 PAN – ADYPB4012C	Independent Director	24.07.2014	01.04.2019	-	3 Months	7	6	7	4
Mr.	Harsh Mariwala	DIN – 00210342 PAN – AADPM6929R	Independent Director	24.07.2014	-	01.04.2019	N.A. ⁽¹⁾	N.A. ⁽¹⁾	N.A. ⁽¹⁾	N.A. ⁽¹⁾	N.A. ⁽¹⁾
Mr.	Thomas Mathew T.	DIN – 00130282 PAN – AICPM6941Q	Independent Director	08.09.2015	-	-	3 Years 9 Months	2	2	4	2
Ms.	Nishi Vasudeva	DIN – 03016991 PAN – AACPV8566A	Independent Director	15.06.2017	-	-	2 Years	2	2	6	1
Dr. (Mrs.)	Rajani R. Gupte	DIN – 03172965 PAN – ABDPG8127G	Independent Director	28.06.2018	-	-	1 Year	1	1	4	1
Mr.	Prabhakar B.	DIN – 02101808 PAN – ABAPP0998H	Non-Executive Director	28.06.2018	-	-	1 Year	2	1	5	3
Mr.	Pavninder Singh	DIN – 03048302 PAN – BOFPS8350P	Non-Executive Director - Nominee Director	15.06.2017	-	-	N.A.	1	-	-	-

⁽¹⁾ Ceased to be a Director and therefore details are not mentioned.

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II. Composition of Committees			
Name of Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)
1. Audit Committee			
		1) Mr. S. V. Haribhakti	Chairperson - Independent Director
		2) Mr. R. Shankar Raman	Non-Executive Director
		3) Mr. Thomas Mathew T.	Independent Director
2. Nomination & Remuneration Committee			
		1) Mr. Thomas Mathew T.	Chairperson - Independent Director
		2) Mr. S. V. Haribhakti	Independent Director
		3) Mr. R. Shankar Raman	Non-Executive Director
		4) Mr. P. V. Bhide	Independent Director
		5) Mr. Harsh Mariwala*	Independent Director
		6) Mr. Pavninder Singh	Nominee Director
3. Risk Management Committee			
		1) Mr. R. Shankar Raman	Non-Executive Director
		2) Mr. Dinanath Dubhashi	Managing Director & Chief Executive Officer
		3) Mr. Pavninder Singh	Non-Executive Director
		4) Mr. S Anantharaman	Member
4. Stakeholders Relationship Committee			
		1) Mr. P. V. Bhide	Chairperson - Independent Director
		2) Mr. R. Shankar Raman	Non-Executive Director
		3) Mr. Harsh Mariwala*	Independent Director
		4) Ms. Nishi Vasudeva	Independent Director
*Ceased to be an Independent director effective April 1, 2019.			
III. Meetings of Board			
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1) January 21, 2019		1) April 28, 2019	39 Days (March 19, 2019 and April 28, 2019)
2) March 19, 2019			
IV. Meeting of Committees – Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1) April 26, 2019	Yes	1) January 21, 2019	94 Days (January 21, 2019 and April 26, 2019)

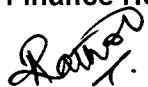
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V. Related Party Transactions (RPT)	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No. There were no material transactions entered into with related parties during the quarter.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No omnibus approval obtained from the Audit Committee during the quarter.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here - ***The report for the previous quarter was placed at the Meeting of Board of Directors held on April 28, 2019 and this Report would be placed at the next meeting of the Board of Directors.***

For L&T Finance Holdings Limited



Apurva Rathod
Company Secretary and Compliance Officer

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