

August 17, 2023

The National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai - 400 001.

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

Sub: Proceedings of the meeting of the unsecured creditors of L&T Finance Limited
("Company")

Dear Sir / Madam,

Pursuant to Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Part B of Schedule III of the Listing Regulations, please find enclosed the proceedings of the meeting of the unsecured creditors (including debenture holders) of the Company held in accordance with the directions issued by the Honorable NCLT (Kolkata), on Thursday, August 17, 2023 at the registered office of the Company.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **L&T Finance Limited**

Apurva Rathod
Company Secretary and Compliance Officer

Encl: As above

PROCEEDINGS OF THE MEETING OF THE UNSECURED CREDITORS (INCLUDING DEBENTURE HOLDERS) OF L&T FINANCE LIMITED ("THE COMPANY") HELD IN ACCORDANCE WITH THE DIRECTORS OF HONOURABLE NCLT (KOLKATA) ON THURSDAY, AUGUST 17, 2023, AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AND CONCLUDED AT 2:10 P.M.

Present:

Ms. Jayati Chowdhury	Chairperson appointed for the NCLT convened meeting of the Secured Creditors
Mr. Dinanath Dubhashi	Non-Executive Chairperson, Chairperson of Stakeholders Relationship Committee

In Attendance:

Ms. Apurva Rathod	Company Secretary
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Invitees:

Mr. Ravindra Gersappa	Group Head – Treasury, L&T Finance
Mr. Gopal Kumar Khetan	Scrutinizer

1. Ms. Jayati Chowdhury, Chairperson appointed by the Hon'ble NCLT, Kolkata Bench, vide its order dated June 28, 2023 read with corrigendum order dated June 28, 2023 ("Orders"), for the Meeting of the unsecured creditors (including debenture holders) ("Unsecured Creditors") took the Chair and welcomed the Unsecured Creditors present at the Meeting and commenced the proceedings.
2. The Chairperson thereafter informed the Unsecured Creditors that due to some exigencies, Mr. P.V. Bhide, Independent Director, Dr. Rajani R. Gupte, Independent Director, Mr. Thomas Mathew T., Independent Director, Ms. Nishi Vasudeva, Independent Director, Mr. Rishi Mandawat, Non-Executive Director and Mr. Sachinn Joshi, Whole-time Director were unable to attend the Meeting. Thereafter, she informed that Mr. Ravindra Gersappa was also attending the Meeting as invitee.

Further, she informed that the Company had taken all feasible efforts as per the regulatory requirements to enable the Unsecured Creditors to participate and vote at the Meeting. After confirming that the requisite quorum was present in person, the Chairperson called the Meeting to order and commenced the proceedings.

3. The Chairperson further informed that the Notice (including the explanatory statement and the annexures) convening the Meeting was already circulated to the Unsecured Creditors in compliance with the Orders and was therefore, taken as read.
4. Ms. Apurva Rathod, Company Secretary walked the Unsecured Creditors through some of the important points in relation to the Meeting. The documents / registers (including the proxy register) as per the regulatory requirements were available for inspection physically and electronically by the Unsecured Creditors requesting for the same.

L&T Finance Limited

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5. The Company Secretary informed the Unsecured Creditors that the Company had provided remote e-voting facility to the Unsecured Creditors to exercise their right to vote by electronic means, between Thursday, August 10, 2023 from 9:30 a.m. (IST) to Wednesday, August 16, 2023 until 5:00 p.m. (IST) as stated in the Notice of the Meeting.
6. The Company Secretary further informed that the Unsecured Creditors who had already cast their vote by remote e-voting, were not eligible to vote again at this Meeting. However, they could participate in the discussions.
7. The Company Secretary further informed that Mr. Gopal Kumar Khetan had been appointed as the scrutinizer vide the Orders, to scrutinize the e-voting process in a fair and transparent manner.
8. The Company Secretary thereafter informed that the results would be declared within the regulatory timelines, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through ballot paper at the Meeting and that the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting) post intimation to the stock exchanges.
9. The Chairperson thereafter informed the Unsecured Creditors about the rationale for and benefits of the amalgamation.
10. The following business item was transacted at the Meeting:

Sr. No.	Particulars	Type of Resolution
Special Business		
1.	To consider and approve the Scheme of Amalgamation amongst L&T Finance Limited, L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited), L&T Mutual Fund Trustee Limited and L&T Finance Holdings Limited and Arrangement under Sections 230-232 read with Section 52 and other applicable provisions of the Companies Act, 2013.	Special*

*to be approved by majority representing three-fourth in value of the Unsecured Creditors.

11. The Chairperson thereafter invited the Unsecured Creditors for questions / clarifications, if any. No comments / questions were received from the Unsecured Creditors.
12. The Chairperson further informed that the voting through ballot papers was made available at the Meeting for the Unsecured Creditors who had not exercised their votes through the remote e-voting facility.
13. The Chairperson thanked the Unsecured Creditors for participating in the Meeting and the Meeting was concluded at 2:10 p.m.

14. Thereafter, the voting process was concluded.

For **L&T Finance Limited**

Apurva Rathod
Company Secretary and Compliance Officer