

May 10, 2022

National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400051

BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400001

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

Sub: Secretarial Compliance Report for the year ended March 31, 2022

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed secretarial compliance report for the year ended March 31, 2022 issued by M/s Krupa Joisar & Associates, practising company secretary.

We request you to take the aforesaid on records.

Yours faithfully,

For **L&T Finance Limited**



Apurva Rathod
Company Secretary and Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF
L&T FINANCE LIMITED**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

I, Krupa Joisar, have examined:

- all the documents and records made available to us and explanation provided by L&T FINANCE LIMITED ("the debt listed entity"),
- the filings/ submissions made by the debt listed entity to the stock exchanges,
- website of the debt listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of, **as applicable:**

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

Compliances under the specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not Applicable**;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable**;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable**;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **presently the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**

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Jagdish
Joisar

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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **presently the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- Not Applicable;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not Applicable;**
- (i) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the debt listed entity, **as applicable** –
- **Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;**
 - **Clause 6A and 6B of SEBI Circular- CIR/CFD/CMD1/114/2019 dated October 18, 2019;**

and based on the above examination, I hereby report that during the Review Period:

- (a) The debt listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The debt listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions have been taken against the debt listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder *except for the following:*

| S.N. | Action Taken by | Details of Violation | Details of action taken (eg: fines, warning letter, debarment, etc.) | Observations / remarks of the Practicing Company Secretary, if any. |
|-------------|---------------------------------------|---|---|--|
| 1. | BSE and National Stock Exchange (NSE) | late filing of compliance of Regulation 54 of the Securities and Exchange | Fine of Rs. 1,180/- each was levied by both the stock exchanges | Nil |

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|--|--|--|--|--|
| | | Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | |
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- (d) There were no actions to comply with respect to the previous report as the provisions of Regulation 24(A) got applicable to the debt listed entity during the Review Period.

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Jagdish Joisar

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Krupa Joisar
Krupa Joisar & Associates
Practicing Company Secretary
Membership No. F11117
Certificate of Practice No. 15263
Peer Review Certificate No.1251/2021
UDIN: F011117D000188382

Place: Mumbai
Date: April 22, 2022

This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

ANNEXURE

To,
L&T FINANCE LIMITED

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under Regulations, Circulars and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) Rules made thereunder, is the responsibility of the management of the debt listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Account of the debt listed entity.
- 4) Where ever required, we have obtained the Management representation about the applicability and compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of SEBI ACT and SCRA Rules and Regulations, Circulars and Guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Krupa Jagdish
Joisar

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