

Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel: 022-79629822 ; Mob: 09820465195; 09819334743
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**Secretarial compliance report of L&T Finance Holdings Limited
(CIN: L67120MH2008PLC181833) for the year ended March 31, 2022**

We, Alwyn D'Souza & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **L&T Finance Holdings Limited** (hereinafter called "**the Company**"),
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) Website of the Company.
- (d) any other documents/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 provisions of:

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

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable**;
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

And circulars/guidelines issued thereunder.

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

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circulars in the terms of appointment of statutory auditor of the listed entity.

(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) No actions were taken against the Company/ 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 circular/guidelines issued thereunder, except as under:

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 Limited (BSE) and National Stock Exchange of India Limited (NSE) w.r.t. L&T Finance Limited (material subsidiary)	Delay in submission of extent and nature of security created and maintained with respect to secured listed Non- Convertible Debentures in the financial results for the Quarter ended 30 th September, 2021 in pursuance of Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 1,180/- each was levied by BSE & NSE	The Company had paid the fines and had submitted its responses stating that the Company had filed the said details separately on the portal of the BSE & NSE

(d) There were no actions to comply with as no observations were made in previous reports.

Place : Mumbai

Date : April 22, 2022

ALWYN JAY & Co.

Company Secretaries



A handwritten signature in blue ink, appearing to read "Jay D'Souza".

Office Address :

Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

[Jay D'Souza FCS.3058]

(Partner)

[Certificate of Practice No.6915]

[UDIN : F003058D000190905]



Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To
The Members,
L&T Finance Holdings Limited

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

1. The compliance of provisions of all 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) and rules made thereunder applicable to **L&T Finance Holdings Limited** (hereinafter called 'the Company') is the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further, part of the verification was done on the basis of electronic data provided to us by the Company and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Compliance Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai

ALWYN JAY & Co.

Date : April 22, 2022

Company Secretaries



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Office Address :

[Jay D'Souza FCS.3058]

Annex-103, Dimple Arcade,

(Partner)

Asha Nagar, Kandivali (East),

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