

TRANSCRIPT OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF L&T FINANCE LIMITED HELD AT 3.00 P.M. ON TUESDAY, AUGUST 3, 2021 THROUGH ELECTRONIC MODE (VIDEO CONFERENCE OR OTHER AUDIO-VISUAL MEANS) AND CONCLUDED AT 3:17 P.M.

Ms. Apurva Rathod, Company Secretary:

Dear Members,

I welcome you all to the 28th Annual General Meeting of L&T Finance Limited.

Before I hand over the proceedings of the AGM to the Chairperson of the Meeting, I would like to draw attention of the Members to a few important points:

- In view of the continuing COVID-19 pandemic and in accordance with the framework provided by various circulars issued by the Ministry of Corporate Affairs for conducting general meetings, this AGM is being convened through video conference facility.
- The relevant statutory registers and the documents as prescribed under the Companies Act, 2013 /Secretarial Standard on General Meetings are being made available for inspection through electronic mode. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.
- As the AGM is held through video conference facility, the requirement for appointment of proxies is not applicable and therefore the proxy register is not available for inspection.
- For any technical support in connection with the AGM, Members may contact the helpline number mentioned in the notice of the AGM.

Now, I request Mr. Dinanath Dubhashi, Chairperson of the Board to commence the proceedings.

Mr. Dinanath Dubhashi, Chairman:

Dear Members,

I am happy to welcome all of you to the 28th Annual General Meeting of the Company which is held through video conference facility in accordance with the circulars issued by the Ministry of Corporate Affairs.

May I request other Members to put themselves on mute, so that the Meeting can be conducted without any disturbance.

All the efforts feasible under the current circumstances have been made by the Company to enable Members to participate and vote on the items being considered in the Meeting.

Members who are participating in the AGM over video conference facility are being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

As the requisite quorum is present, I now call this AGM to order.

Mr. Thomas Mathew T. Independent Director & Chairperson of Nomination and Remuneration Committee of the Company, Dr. Rajani R. Gupte Independent Director & Chairperson of the Corporate Social Responsibility and ESG Committee, Mr. Sunil Prabhune, Whole-time Director

of the Company and Mr. Rishi Mandawat, Non-Executive Director of the Company, are attending this AGM.

Ms. Apurva Rathod, Company Secretary:

Sir, Mr. Rishi Madawat just called to inform that he will not be able to attend the AGM due to some exigencies.

Mr. Dinanath Dubhashi, Chairman:

Ok, so Mr. P. V. Bhide Independent Director & Chairperson of Audit Committee of the Company, Ms. Nishi Vasudeva Independent Director of the Company and Mr. Rishi Mandawat Non-Executive Director of the Company are unable to attend the AGM due to exigencies.

We also have the representative of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors and representative of Ms. Naina R. Desai, Practicing Company Secretary, the Secretarial Auditor attending this AGM.

The Company has received authorized representation for the Equity Shares of the Company, representing 99.99% of total equity share capital of the Company, from L&T Finance Holdings Limited, the holding company.

8 Members are present at the Meeting including the authorised representative of L&T Finance Holdings Limited, the holding company.

CHAIRMAN'S ADDRESS

Good afternoon all. Hope that you, your families and loved ones are healthy and safe.

The year 2020 was distinct, marked by many 'never before' experiences and expectations. As I say, this unique year belonged to active listeners, better observers, and fast learners.

Despite the challenges, the role played by NBFCs in furthering financial inclusion remains undiminished. I am happy to state that your Company, by virtue of its proactive and prudent strategies, has remained robust in the face of the unprecedented challenges which was witnessed during this year.

These included:

- a. Proven Business strengths including your Company's market leaderships & channel partnerships in segments it operates;
- b. Strong collections framework, which is becoming more & more data oriented;
- c. Well established liability franchise, providing your Company the ability to raise funds across tenors at time of choice;
- d. Improved asset quality, which was bolstered by Rs. 1,033 Crore of additional overlays till Q4FY21 and has been further incremented to Rs. 1,403 Crore in Q1FY22;
- e. Strong balance sheet.

Furthermore, Digital and Data Analytics radically changed and will continue to influence the way business is conducted.

The strengths of your company were amplified manifold by the merger of L&T Housing Finance & L&T Infrastructure Finance into the Company. The merger will allow us to further establish the benefits of a strong & well diversified balanced sheet.

Our employees remain our most important capital and we'll do all that we can to ensure their safety. In addition to the Covid care extended to the employees who were impacted by Covid &

the financial assistance to the families of the departed colleagues, which can in no way cover the emotional losses that the families went through, the Company has also ensured that over 96% of our employees are now vaccinated at least once.

Your Company is much more confident today than it was in Q1FY21 because of its ability to predict the outlook for the current book based on the repayment behaviour data points and the additional provisions in the balance sheet. The long-term scenarios for highly-rated and established NBFCs continues to remain strong, and with things moving back to normal as the second wave diminishes, this industry will continue to catalyze India's economic growth.

It would be imprudent on my part to not call out an emerging risk of third wave of Covid. Your Company's strengths will ensure that it would be able to navigate these short-term challenges while continuing to fulfil the twin objectives of protecting the balance sheet and conserving the business franchise.

I thank the Board for its constant guidance and express my sincere gratitude for their continued faith in our abilities and for their unwavering support for all our actions. I thank all our colleagues to really try their very best in the face of tremendous amount of adversity, many of them actually contracting Covid, also all the others without exception, facing the fear of Covid but still doing everything possible to make sure that not only their families but all other 23,000 families which depend on them stay healthy and their livelihood also continued. So, thanks everyone.

Now, I commence to transact the business contained in the Notice dated July 21, 2021.

The Annual Report and the Notice convening the AGM have been sent through electronic mode in accordance with regulatory requirements. The said documents are also available on the website of the Company.

With the Notice having already been circulated to the Members, I take the Notice convening the AGM as read.

Representatives of the Statutory Auditors of the Company and Secretarial Auditor of the Company have joined the AGM from their respective locations.

The Independent Auditors' Report on the Company's financial statements is unqualified. With the permission of the Members, I take the report as read.

Further, the Secretarial Audit Report on compliance with the applicable statutory provisions is also unqualified. With the permission of the Members, I take the Secretarial Audit Report also as read.

With the permission of the Members, I will now take up the resolutions, by calling the brief description of it and take the entire resolution as read. The statement annexed to the Notice in connection with the special business contains the objectives for which the resolutions are proposed to be passed. We will open the floor for any questions by the Members after all the resolutions are tabled.

Resolution No. 1:

Consideration and adoption of the audited standalone financial statements of the Company together with the reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021 and consolidated financial statements of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2021.

I propose Resolution at the Item No. 1.

I will request a Member to second the Resolution at Item No. 1.

Mr. Raju Dodti, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

Thank you, Raju.

I now put the Resolution at Item No. 1 of the Notice to vote, on show of hands, as an Ordinary Resolution.

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 1 is passed unanimously.

Resolution No. 2

Appointment of M/s Kalyaniwalla & Mistry and LLP and M/s. MSKA & Associates as the Joint Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold office from the conclusion of this AGM till the conclusion of the Thirty First AGM.

I will request Members to propose and second the Resolution at Item No. 2.

Mr. Abhishek Sharma, Member:

I propose the Resolution.

Mr. Dinanath Dubhashi, Chairman:

Thank you, Abhishek.

Ms. Apurva Rathod, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

I now put the Resolution at Item No. 2 of the Notice to vote, on show of hands, as an Ordinary Resolution

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 2 is passed unanimously.

Resolution No. 3:

Appointment of a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation, and being eligible, offers himself for re-appointment.

I will request Members to propose and second the Resolution at Item No. 3.

Mr. Sachinn Joshi, Member:

I propose the Resolution

Mr. Abhishek Sharma, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

Item No. 3 proposed by Mr. Sachinn Joshi and seconded by Mr. Abhishek Sharma.

I now put the Resolution at Item No. 3 of the Notice to vote, on a show of hands, as an Ordinary Resolution.

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 3 is passed unanimously.

Resolution No. 4:

Approval for payment of additional remuneration to Mr. Sunil Prabhune (DIN: 07517824), the Whole-time Director of the Company.

Please note that all other terms and conditions of the appointment remains the same as approved by the Members at its meeting held on March 20, 2020.

I propose the Resolution at Item No. 4.

I will request a Member to second the Resolution at Item No. 4.

Mr. Sachinn Joshi, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

I now put the Resolution at Item No. 4 of the Notice to vote, on show of hands, as an Ordinary Resolution.

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 4 is passed unanimously.

Resolution No. 5:

Appointment of Mr. Thomas Mathew T. (DIN: 00130282) as an Independent Director of the Company.

Mr. Thomas Mathew T. possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149 (6) of the Companies Act, 2013.

I will now request Members to propose and second the Resolution at Item No. 5.

Ms. Apurva Rathod, Member:

I propose the Resolution.

Mr. Sachinn Joshi, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

Thank you Apurva and Sachinn.

I now put the Resolution at Item No. 5 of the Notice to vote, on show of hands, as an Ordinary Resolution

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 5 is passed unanimously.

Resolution No. 6:

Appointment of Ms. Nishi Vasudeva (DIN: 03016991) as an Independent Director of the Company.

Ms. Nishi Vasudeva possesses the relevant expertise and experience and fulfils the criteria applicable to Independent Director as stated in Section 149 (6) of the Companies Act, 2013.

I propose the Resolution at Item No. 6.

I will request a Member to second the Resolution at Item No. 6.

Mr. Raju Dodti, Member:

I second the Resolution.

Mr. Dinanath Dubhashi, Chairman:

Thank you, Raju.

I now put the Resolution at Item No. 6 of the Notice to vote, on show of hands, as an Ordinary Resolution.

THOSE IN FAVOUR, please raise your hands. THOSE AGAINST, please raise your hands.

I declare that the Resolution at Item No. 6 is passed unanimously.

Would any Members have any questions?

Since there are no questions and the business of the Meeting is completed, I would like to thank all the Members and Directors and hereby declare the Meeting as concluded.

Thank you all.