

May 03, 2025

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: LTF

Security Code No.: 533519

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

Sub: Secretarial Compliance Report for the year ended March 31, 2025

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, 2025 issued by M/s. Alwyn Jay & Co., practicing company secretaries.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **L&T Finance Limited**
(formerly known as L&T Finance Holdings Limited)

Apurva Rathod
Company Secretary and Compliance Officer

Encl: As above

L&T Finance Limited
(formerly known as L&T Finance Holdings Limited)

Registered Office

Brindavan, Plot No. 177, C.S.T Road
Kalina, Santacruz (East)
Mumbai 400 098, Maharashtra, India
CIN: L67120MH2008PLC181833

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E igrc@ltfs.com

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Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.5936/2024]

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

Email : alwyn@alwynjay.com Website: www.alwynjay.com

Secretarial compliance report of L&T Finance Limited (formerly known as L&T Finance Holdings Limited) (CIN: L67120MH2008PLC181833) for the year ended 31st March, 2025

We, Alwyn Jay & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **L&T Finance Limited (formerly known as L&T Finance Holdings Limited)** (hereinafter called “the Company”),
- (b) the fillings/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, 2025** (“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) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- (g) 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 to the Company during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable to the Company during the period under review.**

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(k) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular in the terms of appointment of statutory auditor of the listed entity.

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 except in respect of the matters specified below:

| Sr. No. | Compliance Requirement (Regulations /Circulars /Guidelines Including specific clause) | Regulation /Circular No. | Deviations | Action Taken by | Type of Action | Details Of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|---|--------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| | | | | | Advisory/ clarification/ Fine / Show Cause Notice/ Warning etc. | | | | | |
| Not Applicable | | | | | | | | | | |

(b) The Company has taken the following actions to comply with the observation made in previous reports:

| Sr. No. | Compliance Requirement (Regulations /Circulars /Guidelines Including specific clause) | Regulation /Circular No. | Deviations | Action Taken by | Type of Action | Details Of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|---|--------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| | | | | | Advisory/ clarification/ Fine / Show Cause Notice/ Warning etc. | | | | | |
| Not Applicable | | | | | | | | | | |

Further, we hereby confirm the following for the Review Period:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|--|-------------------------------|-----------------------------|
| 1. | <u>Secretarial Standards:</u> <ul style="list-style-type: none"> The compliances of Company are in accordance with the applicable Secretarial Standards ('SS') issued by ICSI, as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable | Yes | Not Applicable |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. | Yes | Not Applicable |

| | | | |
|----|--|-----|----------------|
| | <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. | | |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Company is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes | Not Applicable |
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | Not Applicable |
| 5. | <u>To examine details related to Subsidiaries of the Company:</u> <ol style="list-style-type: none"> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries | Yes | Not Applicable |
| 6. | <u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | Not Applicable |
| 7. | <u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | Not Applicable |

| | | | |
|-----|--|----------------|----------------|
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</p> | Yes | Not Applicable |
| 9. | <p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | Not Applicable |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | Yes | Not Applicable |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p> | Not Applicable | Not Applicable |
| 12. | <p><u>Additional Non-compliances, if any:</u></p> <p>Any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p> | Not Applicable | Not Applicable |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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

Date : April 18,2025



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: F003058G000146905]