

May 13, 2019

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: L&TFH

Security Code No.: 533519

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

Sub: Secretarial Compliance Report for the year ended March 31, 2019

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, 2019 issued by Ms. Naina R. Desai, practising company secretary.

We request you to take the aforesaid on records.

Thanking you,

Yours faithfully,

For **L&T Finance Holdings Limited**



Apurva Rathod
Company Secretary and Compliance Officer

Encl: As above

April 16, 2019

To:

L&T FINANCE HOLDINGS LIMITED
Mumbai

Kind Attention: Ms. Apurva Rathod

Dear Sir,

Re: ANNUAL SECRETARIAL COMPLIANCE REPORT 2018-19

As per SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are required to check on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder and submit a in the format prescribed by SEBI.

The enclosed **Annual Secretarial Compliance Report** in the aforesaid format along with the **Annexure** shall be submitted by you to the stock exchanges within 60 days of the end of the financial year.

Kindly comply and confirm to us that this Report has been submitted to the Stock Exchanges within the stipulated time.

Yours truly



NAINA R DESAI
Practising Company Secretary
Membership No.1351
Certificate of Practice No.13365

**SECRETARIAL COMPLIANCE REPORT OF
L&T FINANCE HOLDINGS LIMITED
FOR THE YEAR ENDED March 31, 2019**

I, NAINA R DESAI, have examined:

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

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the 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 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:-

- (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; **Not Applicable**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(i) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the listed entity –

➤ **Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;**

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The 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 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.
- (d) Since this is the First Report there are no previous Reports in respect of which the listed entity is required to take actions to comply with the observations made under such previous reports.

NAINA R DESAI
Practising Company Secretary
Membership No. 1351
Certificate of Practice No.13365

Place: Mumbai
Date: April 16, 2019

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 HOLDINGS 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 and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the 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 listed entity.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of SEBI ACT and SCRA, 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.



NAINA R DESAI
Practising Company Secretary
Membership No. 1351
Certificate of Practice No.13365

Place: Mumbai
Date: April 16, 2019