

G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

**SECRETARIAL COMPLIANCE REPORT OF
M/S. HINDUJA LEYLAND FINANCE LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022**

1. We have examined:
 - (a) all the documents and records made available to us and explanation provided by M/s. HINDUJA LEYLAND FINANCE 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 31st March, 2022 ("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");
2. 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 – to the extent applicable.
 - (b) Securities and Exchange Board of India (Issue and Listing Debt Securities) Regulations, 2008
 - (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 with effect from 16th August 2021.
 - (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(e) Reserve Bank of India Act, 1934 read with applicable Rules and Regulations relating to the:

- i. Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- ii. Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.

and circulars / guidelines issued thereunder;

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

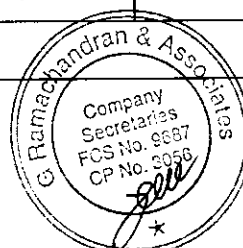
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(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/our examination of those records.

(c) No actions was 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



- (d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.
- (e) We hereby certify that the conditions as mentioned in 6(A) and 6(B) of the Circular no. CIR/CFD/CMD1/114/2019 dated 18th October, 2019, issued by Securities Exchange Board of India, relating to the appointment of Statutory Auditors of the listed entity and its material subsidiary i.e., Hinduja Housing Finance Limited, during the year under review have been complied with.

For M/s. G Ramachandran & Associates

Company Secretaries



G. RAMACHANDRAN

Proprietor

FCS No.9687 CoP. No.3056

Place: Chennai

Date: 17th May, 2022

UDIN: F009687D000324749