



HINDUJA LEYLAND FINANCE

July 19, 2023

Department of Corporate Services

BSE Limited

Phiroze Jeejeeboy Towers

1st Floor, Dalal Street

Mumbai – 400 001

Dear Sir / Madam,

Sub: Quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Regulation 27(2) of SEBI LODR Regulations 2015”)

Pursuant to Regulation 27(2) of SEBI LODR Regulations 2015, we enclose herewith the quarterly compliance report on Corporate Governance for the quarter ended June 30, 2023.

Kindly take the above information on record.

Thanking you,

Yours truly,

For Hinduja Leyland Finance Limited

BALASUBRAMANIAN
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SHANMUGASUNDARAM
DARAM

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BALASUBRAMANIAN
SHANMUGASUNDARAM
Date: 2023.07.19
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B Shanmugasundaram

Company Secretary and Compliance Officer

Encl.: As above

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office : No. 27A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel : (044) 22427525, 22427555

Registered Office : Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400018. Maharashtra

Tel : 91-22-6136-0407; 91-22-2496-0707

Website : www.hindujaleylandfinance.com

CIN : U65993MH2008PLC384221 • Email : compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Corporate Governance Report

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 30th June 2023

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to Managing Director or CEO- No

I. Composition of Board of Directors

S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure * (Months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr.	Dheeraj Gopichand Hinduja	ABKPH 6165Q	00133410	Chairperson/ Non-Executive	30-Aug-2011	14-Aug-2020	-	-	27-Jul-1971	1	-	1	-

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure * (Months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of members hips in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
2	Mr.	Sachin Sundaram Pillai	ACKPP 8384L	06400793	Executive/ Managing Director and Chief Executive Officer	11-Feb-2020	-	-	-	6-Jun-1972	1	-	-	-
3	Mr.	Gopal Mahadevan	AACPG 7248J	01746102	Non-Executive/ Non-Independent	16-Mar-2015	20-Sept-2021	-	-	20-May-1966	1	-	4	-

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure * (Months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of members hips in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
4	Mr.	Sudhanshu Kr Tripathi	AAYPT 9685J	06431686	Non-Executive/ Non-Independent	13-Aug-2015	04-July-2019	-	-	07-Jun-1959	3	-	6	1
5	Mr.	G S Sundararajan	AASPS 1807M	00361030	Non-Executive /Independent	21-May-2019	-	-	49 months	29-May-1960	1	1	3	3
6	Mr.	Radhey Shyam Sharma	AGLPS 9067Q	00013208	Non-Executive /Independent	19-Dec-2013	23-July-2019	-	114 months	01-Feb-1951	2	2	8	3

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure * (Months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
7	Ms.	Manju Agarwal	AAGPA 1392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun-2023	-	60 months	30-Dec-1957	3	3	7	3
8	Mr.	Debabrata Sarkar	AISPS8 116R	02502618	Non-Executive /Independent	13-Aug-2015	13-Aug-2020	-	94 months	3-Nov-1953	2	2	2	-
9	Mr.	Jean Brunol	DYFPB 3063N	03044965	Non-Executive /Independent	22-Mar-2022	-	-	15 months	23-Mar-1952	1	1	1	-
10	Dr.	Mandeep Maitra	AALPM 9585D	06937451	Non-Executive /Independent	21-Mar-2023	-	-	3 months 11 days	16-Oct-1965	1	1	2	-

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\$PAN of any director would not be displayed on the website of Stock Exchange
&Category means Chairperson and or / Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.
*To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.
Note: While calculating directorships in listed entities, only directorships in equity listed companies has been considered
*Ms. Manju Agarwal reappointed as Independent Director w.e.f 5th June, 2023

II. Composition of Committees					
Name of committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category(Chairperson /Executive/Non-Executive Independent/ Nominee)	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Mr. G S Sundararajan Mr. D Sarkar Mr. Gopal Mahadevan Mr. R S Sharma	Chairman- Non-Executive/Independent Member- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent	21-May-2019 30-Mar-2015 15-Apr-2015 14-Mar-2018	- - - -
2.Nomination & Remuneration Committee	Yes	Mr. R S Sharma Mr. Dheeraj G Hinduja Mr. D Sarkar Dr. Mandeep Maitra	Chairman- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent Member- Non-Executive/Independent	30-Mar-2015 13-Jul-2012 30-Mar-2015 18-May-2023	- - - -
3. Risk Management Committee	Yes	Mr. D Sarkar Mr. R S Sharma Mr. Gopal Mahadevan Mr. Dheeraj G Hinduja	Chairman- Non-Executive/Independent Member- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Non-Independent	02-Nov-2015 30-Mar-2015 20-June-2020 03-June-2021	- - - -
4. Stakeholders Relationship Committee	Yes	Ms. Manju Agarwal Mr. Sachin Pillai Mr. Sudhanshu Tripathi	Chairperson- Non-Executive/Independent Member-Executive/Non-Independent Member- Non-Executive/Non-Independent	05-June-2018 03-June-2021 02-Jan-2016	- - -

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5. Corporate Social Responsibility Committee	Yes	Mr. Dheeraj G Hinduja Mr. Sudhanshu Tripathi Dr. Mandeep Maitra	Chairman- Non-Executive/Non-Independent Member-Non-Executive/Non-Independent Member – Non-Executive / Independent	15-April-2015 12-Feb-2016 10-May-2023	- - -
Category means Chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee, if a director fits into more than one category write all categories separating them with hyphen.					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
January 27, 2023	-	Yes	11	6	0
February 27, 2023	-	Yes	11	6	30 days
March 21, 2023	-	Yes	11	6	21 days
March 25, 2023	-	Yes	9	5	03 days
	May 18, 2023	Yes	10	6	53 days
	June 2, 2023	Yes	10	6	14 days
	June 28, 2023	Yes	10	6	25 days
*to be filled in only for the current quarter meetings.					

IV. Meetings of Committee							
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting of the Committee in the previous quarter	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)*
1. Audit committee							
May 18, 2023	Yes	4	3	January 27, 2023	5	4	110 days
2. Nomination & Remuneration Committee							
May 17, 2023	Yes	4	2	March 21, 2023	4	2	56 days

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3. Stakeholders Relationship Committee							
May 9,2023	Yes	3	1	-	-	-	0
4.Risk Management Committee							
May 17,2023	Yes	2	2	January 24,2023	5	2	112 days
5. Corporate Social Responsibility Committee							
May 16,2023	Yes	3	1	-	-	-	0
<i>*to be filled in only for the current quarter meetings</i>							
<i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</i>							

V. Related Party Transactions		
Subject	Compliance status (Yes/ No/ NA)	Remark
Whether prior approval of audit committee obtained	No	The company has obtained prior approvals for all related party transactions except in one case where the approved limit exceeded. The same was considered for ratification by the Audit Committee at its meeting held on 17 th July 2023 and the same was ratified.
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
NOTE.		
1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.		
2. If status is “No” details of non-compliance may be given here.		

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VI. Affirmations
1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5. The Corporate Governance Report for the previous quarter has been placed before the Board of Directors at their meeting held on 18 th May, 2023 and this report was also placed before the Board at its meeting held on 17 th July, 2023 and the Board noted the same including the ratification of related party transactions by the Audit Committee.
6. Any comments/observations/advice of the board of directors may be mentioned here.

For Hinduja Leyland Finance Limited
BALASUBRAMANI Digitally signed by AN BALASUBRAMANIAN SHANMUGASUN SHANMUGASUNDARAM DARAM Date: 2023.07.19 16:26:48 +05'30'
B Shanmugasundaram Company Secretary and Compliance Officer Date: 19th July 2023

NOTE:-

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement "same as previous quarter" may be given.

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