



HINDUJA LEYLAND FINANCE

October 20, 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 September 30, 2023.

Kindly take the above information on record.

Thanking you,

Yours truly,

For Hinduja Leyland Finance Limited

SACHIN Digitally signed
by SACHIN PILLAI
PILLAI Date: 2023.10.20
10:07:23 +05'30'

Sachin Pillai

Managing Director and Chief Executive Director

Encl.: As above

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Compliance Report on Corporate Governance

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 30th September,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 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 Regulations)	No of post of Chairpersons 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	-

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

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	-
4	Mr.	Sudhanshu Kr Tripathi	AAIPT9 685J	06431686	Non-Executive/ Non-Independent	13-Aug-2015	04-July-2019	-	-	07-Jun-1959	3	-	6	1
5	Mr.	G S Sundararajan	AASPS1 807M	00361030	Non-Executive /Independent	21-May-2019	-	-	52 months	29-May-1960	1	1	3	3
6	Mr.	Radhey Shyam Sharma	AGLPS9 067Q	00013208	Non-Executive /Independent	19-Dec-2013	23-July-2019	-	117 months	01-Feb-1951	2	2	7	2
7	Ms.	Manju Agarwal	AAGPA 1392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun-2023	-	63 months	30-Dec-1957	4	4	8	3
8	Mr.	Debabrata Sarkar	AISPS8 116R	02502618	Non-Executive /Independent	13-Aug-2015	13-Aug-2020	-	97 months	3-Nov-1953	2	2	2	-
9	Mr.	Jean Brunol	DYFPB3 063N	03044965	Non-Executive /Independent	22-Mar-2022	-	-	18 months	23-Mar-1952	1	1	1	-
10	Dr.	Mandeep Maitra	AALPM 9585D	06937451	Non-Executive /Independent	21-Mar-2023	-	-	6 months 10 days	16-Oct-1965	1	1	2	0

\$PAN of any director would not be displayed on the website of Stock Exchange

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

&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

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	- - -

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

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)
May 18,2023	-	Yes	10	6	-
June 2,2023	-	Yes	10	6	14 days
June 28,2023	-	Yes	10	6	25 days
	July 7,2023	Yes	10	6	8 days
	July 17,2023	Yes	10	6	9 days
	September 20,2023	Yes	10	6	64 days
*to be filled in only for the current quarter meetings.					

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

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 consecutives (in number of days)*
1.Audit committee							
-	-	-	-	May 18,2023	4	3	0
July 17,2023	Yes	4	3	-	-	-	60 days
2.Nomination & Remuneration Committee							
-	-	-	-	May 17,2023	4	2	-
3. Stakeholders Relationship Committee							
-	-	-	-	May 9,2023	3	1	-
4.Risk Management Committee							
July 17,2023	Yes	3	2	May 17,2023	2	2	7 days
5. Corporate Social Responsibility Committee							
-	-	-	-	May 16,2023	3	1	-
<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)	Remarks
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 would be considered for ratification by the Audit Committee at its meeting scheduled on 2 nd November,2023.
Whether shareholder approval obtained for material RPT	NA	

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
--	-----	--

NOTE.

- 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.
- If status is "No" details of non-compliance may be given here.

Details of Cyber Security Incidence			Remarks
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			Nil
Date of the event	Nil	Brief details of the event	Nil

VI. Affirmations		Subject	Compliance status (Yes/No)
1.		The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2.		The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - a. Audit Committee	Yes
3.		The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - b. Nomination & Remuneration Committee	Yes
4.		The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - c. Stakeholders Relationship Committee	Yes
5.		The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - d. Risk Management Committee	Yes
6.		The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure	Yes

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylfinance.com



HINDUJA LEYLAND FINANCE

Requirements) Regulations, 2015	
7. 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	Yes
8. The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on 17/07/2023 and this report will be placed before the Board of Directors in the next Meeting.	-
9. Any comments/observations/advice of the board of directors may be mentioned here.	-

Name & Designation

SACHIN Digitally signed
by SACHIN PILLAI
PILLAI Date: 2023.10.20
Sachin Pillai 10:01:20 +05'30'

Managing Director and Chief Executive Officer

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

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)note below
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note <ol style="list-style-type: none">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.3 If the Listed Entity would like to provide any other information the same may be indicated here		
Name & Designation SACHIN PILLAI Digitally signed by SACHIN PILLAI Date: 2023.10.20 10:02:01 +05'30' Sachin Pillai Managing Director and Chief Executive Officer		

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

Additional Half yearly Disclosure

Applicability of disclosure	Applicable
-----------------------------	------------

Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months
Promoter or any other entity controlled by them	NIL	0.00
Promoter Group or any other entity controlled by them	NIL	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylfinance.com



HINDUJA LEYLAND FINANCE

KMPs or any other entity controlled by them	NIL	0.00
---	-----	------

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months
Promoter or any other entity controlled by them	NIL	0.00
Promoter Group or any other entity controlled by them	NIL	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00
KMPs or any other entity controlled by them	NIL	0.00

(D) Additional Information

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

II. Affirmations

Name	VIKAS JAIN	
Designation	CFO	
Place	CHENNAI	

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

HINDUJA LEYLAND FINANCE LIMITED

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

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: 91-2206136-0407; 91-22-2496-7070

Website: www.hindujaleylandfinance.com

CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com



HINDUJA LEYLAND FINANCE

- c) by a banking company or an insurance company ; and
d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

For Hinduja Leyland Finance Limited

**SACHIN
PILLAI**

Digitally signed by
SACHIN PILLAI
Date: 2023.10.20
10:02:18 +05'30'

Sachin Pillai
Managing Director and Chief Executive Officer
Date: 20th October, 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.

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No 27A, Developed Industrial Estate, Guindy, Chennai-600 032.Tel: (044)22427525, 22427555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Tel: 91-2206136-0407; 91-22-2496-7070
Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 • Email: compliance@hindujaleylandfinance.com