



## HINDUJA LEYLAND FINANCE

January 19, 2024

### 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 December 31, 2023.

Kindly take the above information on record.

Thanking you,

Yours truly,

**For Hinduja Leyland Finance Limited**

Digitally signed by  
RAMASAMY  
SRIVIDHYA  
Date: 2024.01.19  
18:44:19 +05'30'

**Srividhya Ramasamy**

**Company Secretary and Compliance Officer**

**M. No. – A 22261**

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](http://www.hindujaleylandfinance.com)  
CIN: U65993MH2008PLC384221 • Email: [compliance@hindujaleylandfinance.com](mailto:compliance@hindujaleylandfinance.com)



## HINDUJA LEYLAND FINANCE

### Compliance Report on Corporate Governance

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 31<sup>st</sup> December, 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 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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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	AAYPT9 685J	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	-	-	55.11 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	-	113.9 months	01-Feb-1951	2	2	7	2
7	Ms.	Manju Agarwal	AAGPA 1392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun-2023	-	66.27 months	30-Dec-1957	4	4	8	3
8	Mr.	Debabrata Sarkar	AISPS8 116R	02502618	Non-Executive /Independent	13-Aug-2015	13-Aug-2020	-	100.19 months	3-Nov-1953	2	2	2	-
9	Mr.	Jean Brunol	DYFPB 3063N	03044965	Non-Executive /Independent	22-Mar-2022	-	-	21.10 months	23-Mar-1952	1	1	1	-
10	Dr.	Mandeep Maitra	AALPM 9585D	06937451	Non-Executive /Independent	21-Mar-2023	-	-	9.11 months	16-Oct-1965	1	1	2	0

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

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&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.

\*\*The effective date of appointment of Mr. Radhey Shyam Sharma is 23-July-2014. Hence, the months are counted from his effective date of appointment from 23-Jul-2014 to 31-12-2023

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
<b>1.Audit Committee</b>	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	- - - -
<b>2.Nomination &amp; Remuneration Committee</b>	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	- - - -
<b>3. Risk Management Committee</b>	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	- - - -
<b>4. Stakeholders Relationship Committee</b>	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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<b>5. Corporate Social Responsibility Committee</b>	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	- - -
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**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)
July 7,2023	-	Yes	10	6	-
July 17,2023	-	Yes	10	6	9 days
September 20,2023	-	Yes	10	6	64 days
	October 09,2023	Yes	9	5	18 days
	November 03,2023	Yes	10	6	24 days
	December 21,2023	Yes	10	6	47 days

**\*to be filled in only for the current quarter meetings.**

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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*
<b>1. Audit committee</b>							
-	-	-	-	July 17, 2023	4	3	-
November 02, 2023	Yes	4	3	-	-	-	107 days
<b>2. Nomination &amp; Remuneration Committee</b>							
-	-	-	-	May 17, 2023	4	2	-
October 25, 2023	Yes	4	3	-	-	-	160 days
<b>3. Stakeholders Relationship Committee</b>							
-	-	-	-	May 9, 2023	3	1	-
October 27, 2023	Yes	3	1	-	-	-	170 days
<b>4. Risk Management Committee</b>							
-	-	-	-	July 17, 2023	3	2	-
November 02, 2023	Yes	3	2	-	-	-	107 days
<b>5. Corporate Social Responsibility Committee</b>							
-	-	-	-	May 16, 2023	3	1	-
October 25, 2023	Yes	3	1	-	-	-	161 days
<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	Yes	Nil
Whether shareholder approval obtained for material RPT	NA	Nil
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	Nil

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**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: - <b>a. Audit Committee</b>	Yes
3. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - <b>b. Nomination &amp; Remuneration Committee</b>	Yes
4. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - <b>c. Stakeholders Relationship Committee</b>	Yes
5. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - <b>d. Risk Management Committee</b>	Yes
6. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes

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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 03/11/2023 and this report will be placed before the Board of Directors in the next Meeting.	-
9. <b>Any comments/observations/advice of the board of directors may be mentioned here.</b>	-

### For Hinduja Leyland Limited

#### Name & Designation

Digitally signed by  
RAMASAMY  
SRIVIDHYA  
Date: 2024.01.19  
18:35:13 +05'30'

**Srividhya Ramasamy**

**Company Secretary and Compliance Officer**

**19<sup>th</sup> January, 2024**

**NOTE:-** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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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