



HINDUJA LEYLAND FINANCE

August 14, 2023
Through BSE Listing Centre

BSE Limited
Department of Corporate Services
Phiroze Jeejeeboy Towers
1st Floor, Dalal Street
Mumbai – 400 001

Dear Sir/Madam,

Sub:- Intimation to the Exchange pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations")

We submit herewith a copy of the notice circulated to our shareholders regarding the 15th Annual General Meeting (AGM) of the Company scheduled to be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Tuesday, September 5, 2023 at 4:00 PM to transact the business specified in the notice.

We kindly request you to take the above submission on record.

Yours truly,

For Hinduja Leyland Finance Limited

BALASUBRAMANIAN Digitally signed by
SHANMUGASUNDARA BALASUBRAMANIAN
M SHANMUGASUNDARAM
Date: 2023.08.14 12:00:38 +05'30'

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



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NOTICE TO MEMBERS

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of Hinduja Leyland Finance Limited will be held on Tuesday, the 5th day of September, 2023 at 4.00 p.m through Video Conferencing ('VC') facility/ other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following items of business as an **Ordinary Resolutions**:

1) To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2023 along with the Board's Report and Auditors Report thereon.

RESOLVED THAT the Audited financial statements, for the year ended 31st March, 2023 both Standalone and Consolidated together with the Board's Report and the Independent Auditors' Report are hereby approved and adopted.

2) To consider re-election of Mr. Dheeraj G Hinduja (DIN: 00133410), who retires by rotation as a Director of the Company.

RESOLVED THAT Mr. Dheeraj G Hinduja (DIN: 00133410), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following items of business as **Special Resolution**:

3) To consider amendment to the Articles of Association of the Company

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the Members be and is hereby accorded to amend the Articles of Association of the Company by inserting the following Article 49A after the existing Article 49.



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Article 49A - In the event of any default as stated in Regulation 15(1) (e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended from time to time), the debenture trustee(s) may exercise the right and power to appoint a person to be a Director of the Company liable to retire by rotation. Any person(s) so appointed, may at any time, be removed by such debenture trustee(s) and any such appointment or removal shall be in writing, signed by such debenture trustee(s) and served on the Company.

Place: Chennai

Date:11-08-2023

By Order of the Board
B Shanmugasundaram
Company Secretary

NOTES:

1. Notice of the Annual General Meeting (AGM) is being sent to those Members / beneficial Members whose names stand registered in the Company's register of Members / list of beneficiaries received from the depositories as on 11th August,2023
2. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, in respect of businesses set out in item nos. 3 is annexed.
3. Corporate Member(s), are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The relevant records and documents connected with the businesses, referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company, on all working days from the date hereof up to the date of the Meeting.
5. Members holding shares in dematerialized form are requested to notify the change of address, e-mail id and contact details to their Depository Participants ("DP") for updation of records.
6. Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 2/2022 and 10/2022 dated 8thApril 2020, 13th April 2020, 5thMay 2020, 5th May 2022 and 28th December 2022



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respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ('Act') the 15thAGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

7. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
8. Those Shareholders whose has alternate email IDs, are requested to register their email ID by writing a mail to Mr. B Shanmugasundaram, Company Secretary, email: investorrelations@hindujaleylfinance.com along with the details of their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
9. The Members can join the AGM through VC/OAVM facility which shall be kept open for the Members 15 minutes before and after the scheduled time of the meeting. Members are requested to follow the procedure as mentioned below in the Notice
10. The attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Members may attend the AGM, by following the invitation link sent to their registered email ID. Once you click the meeting invitation link the meeting screen will appear. By clicking on the JOIN MEETING tab you will be redirected to Meeting Room via web browser or by running Zoom Application as you may please and the helpline numbers for joining the Meeting through Electronic Mode are +91 9841372694, +91 8470004770 and +91 8100041359.
12. Since the AGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
13. Pursuant to the MCA Circulars, notice of the AGM along with Annual Report for FY 2022-23 is being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who



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wish to receive the Notice of the AGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- Further, members may note that the Notice and Annual Report for the FY 2022-23 is also available on the Company's website www.hindujaleylfinance.com, websites of stock exchange i.e BSE Limited at www.bseindia.com.

Instructions / Information for Members for participating in the AGM through VC/OAVM are as under: -

1. The Facility to participate the AGM through VC / OAVM will be made available to all the Members of the Company.
2. Members will be able to attend the AGM through VC/OAVM Facility through Video conference link:
<https://zoom.us/j/97521524866?pwd=dVZMMThZYW1nRGM2QUijYVlrRXAzdz09>
Meeting ID: 975 2152 4866 / Passcode: 134770
3. Further, Members will be required to use Internet with a good connectivity to avoid any connectivity issues during the meeting
4. Please note that Members connecting from mobile devices or tablets or through laptops etc., connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members can submit questions in advance with regard to the any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investorrelations@hindujaleylfinance.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
6. Assent or dissent on the AGM resolutions, in case the poll is demanded and such poll is being proceeded with in the meeting and the members may convey their vote through the designated e-mail id: investorrelations@hindujaleylfinance.com



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PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS

Name	Mr. Dheeraj G Hinduja
Date of Birth	27 th July 1971
Age	52 Years
DIN	00133410
Qualification,	MBA from Imperial College, London and B.Sc. (Hons) from University College, London
Experience and Nature of expertise in specific functional area	An entrepreneur, and part of a global business conglomerate. His areas of expertise include multi- sectoral global business portfolio strategies, building and transforming organizations, attracting and nurturing best-in class Boards and Management talents, creating world class CSR interventions, etc. He is associated with many business sectors including Automotive, Engineering, Power, Information Technology, etc. He also provides social Sector leadership in Education, Nutrition, Healthcare, Preservation of cultural heritage, etc
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Director liable to retire by rotation and eligible for re-appointment. Sitting Fees as applicable to the Directors and Commission, if decided to be paid.
Remuneration last drawn	2022-23 1. Sitting Fees: Rs. 16.00 Lakhs 2. Commission: Rs. 64.35 Lakhs
Date of first appointment on the Board	30 th August,2011
Shareholding in the Company	-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not related to other Directors and Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	13 (Thirteen) Board Meetings During the FY 2022-23
Other Directorships, Memberships / Chairpersonship of Committees of other Boards	Other Directorship: 1. Ashok Leyland Limited 2. Hinduja National Power Corporation Limited 3. Hinduja Tech Limited 4. Gro Digital Platforms Limited 5. Switch Mobility Limited 6. Hinduja Automotive Limited (UK)



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	7. Switch Mobility Automotive Limited 8. OHM International Mobility Ltd., (UK)
	Chairpersonship of Committees of other Boards:
	Ashok Leyland Limited 1. Technology and Investment Committee 2. CSR Committee
	Hinduja Tech Limited 1. CSR Committee
	Hinduja National Power Corporation Limited 1. CSR Committee
	Memberships of Committees of other Boards:
	Ashok Leyland Limited 1. Stakeholder Relationship Committee
	Hinduja Tech Limited 1. Nomination & Remuneration Committee
	Hinduja National Power Corporation Limited 1. Nomination & Remuneration Committee
	Gro Digital Platforms Limited 1. Nomination & Remuneration Committee
	Switch Mobility Automotive Limited 1. Nomination & Remuneration Committee

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3- To consider amendment to the Articles of Association of the Company

SEBI vide notification dated February 2, 2023 has notified the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 (hereinafter referred to as SEBI Amendment). The amendments notified include the requirement for companies who have listed Non-Convertible Debentures, to specifically have a clause in its Articles of Association, enabling appointment of a person as a director nominated by a Debenture Trustee in case of default of interest/principal/creation of security etc. Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993 applicable to Debenture Trustees, prescribes the duty of a Debenture Trustee to appoint a Nominee Director on the Board of the company in the event of default in payment of interest, creation of security for debentures or redemption of debentures.



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The SEBI amendment further states that an Issuer whose debt securities are listed as on February 2, 2023 (date of notification of this amendment) is required to amend its Articles of Association to comply with this provision, on or before September 30, 2023. Since the Company has listed Non-Convertible Debentures, it is required to have the relevant clause in the Articles of Association. Accordingly, the Articles of Association of the Company is being amended by insertion of Article 49A in the following manner. 49A. In the event of any default as stated in Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended from time to time), the debenture trustee(s) may exercise the right and power to appoint a person to be a Director of the Company liable to retire by rotation. Any person(s) so appointed, may at any time, be removed by such debenture trustee(s) and any such appointment or removal shall be in writing, signed by such debenture trustee(s) and served on the Company. Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the Members of the Company is required for altering the Articles of Association of the Company through a Special Resolution.

In order to comply with these SEBI requirements, Board has approved and recommend amendment to this Articles of Association. A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours and is also uploaded on the website of the Company www.hindujaleylfinance.com.

None of the Directors or any Key Managerial Personnel of the Company and their relatives are, in anyway, interested or concerned, financially or otherwise in the proposed agenda. The Board recommends the resolution set forth in item no. 3 for the approval of the Members.

Place: Chennai

Date: 11-08- 2023

By Order of the Board
B Shanmugasundaram
Company Secretary