



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Hinduja Leyland Finance Limited will be held on Friday the 28th day of April, 2023 at 3.00 p.m. at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following matters and if thought fit, to pass the following resolutions.

SPECIAL BUSINESS:

1. To consider and approve appointment of Dr. Mandeep Maitra (DIN: 06937451) as Non-Executive Independent Director of the Company

To consider and if thought fit to pass the following resolution as **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the appointment of Dr. Mandeep Maitra (DIN:06937451) as a Non-Executive Independent Director of the Company for a period of five years with effect from 21st March, 2023 till 20th March, 2028, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 and commission as determined by the board and / or committee from time to time, is hereby approved.

RESOLVED FURTHER THAT Mr. Sachin Pillai, Managing Director and Chief Executive Officer and Mr. B Shanmugasundaram, Company Secretary be and are hereby severally authorised to do all acts deeds and things as may be necessary to give effect to the above resolution, including submission of necessary filings with the Ministry of Corporate Affairs.”



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2. To consider and approve the reappointment of Ms. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company

To consider and if thought fit to pass the following resolution as **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the reappointment of Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Independent Director of the Company for a period of five years with effect from 5th June, 2023 till 4th June, 2028, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 and commission as determined by the board and / or committee from time to time, is hereby approved.

RESOLVED FURTHER THAT Mr. Sachin Pillai, Managing Director and Chief Executive Officer and Mr. B Shanmugasundaram, Company Secretary be and are hereby *severally* authorised to do all acts deeds and things as may be necessary to give effect to the above resolution, including submission of necessary filings with the Ministry of Corporate Affairs.”

Place: Chennai
Date: March 21, 2023

By Order of the Board
B Shanmugasundaram
Company Secretary



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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE VALID SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.**
2. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, in respect of business set out in item nos. 1 and 2 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. Members/Proxies are requested to bring their duly filled in attendance slips sent herewith to attend the meeting mentioning therein details of their Folio No. / DP and Client ID.
5. 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.
6. In line with MCA Circular No. 17/2020 dated April 13, 2020, the Notice of Extra Ordinary General Meeting is being sent through e-mails registered with the Registrar Transfer Agent (RTA) / Depository Participants (DP).The members may note that the EGM Notice is also hosted on the website of the company <https://www.hindujaleylfinance.com>.
7. Members holding Equity Shares in physical form are requested to notify change of address, change in the contact details such as e-mail id and contact details to the Company's Registrar and Transfer Agents Kin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 (**"R & T"**)
8. Members holding shares in dematerialised form are requested to notify the aforesaid change of address, e-mail id and contact details to their Depository Participants (**"DP"**).



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9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: To consider and approve appointment of Dr. Mandeep Maitra (DIN: 06937451) as Non-Executive Independent Director of the Company

The Board of the company in line with the Board Diversity policy, considered and approved the appointment of Dr. Mandeep Maitra (DIN: 06937451) as Additional Independent Director (Non-Executive Independent Director) of the company, subject to approval of Shareholders.

Accordingly, pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (the 'Act') read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and such other Rule(s) and/or Regulation(s), if any, the Board of Directors have, pursuant to the Resolution adopted on March 21, 2023, appointed Dr. Mandeep Maitra (DIN:06937451) as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 of the Companies Act, 2013 read with SEBI Listing Regulations and other applicable provisions of the Act and Rules made there under, the proposed resolution seeks the approval of members for the appointment of Dr. Mandeep Maitra (DIN: 06937451) as a Non-Executive Independent Director for a term of five (5) consecutive years with effect from 21st March, 2023 till 20th March, 2028, not liable to retire by rotation.

The Company has received consent from Dr. Mandeep Maitra to act as a director and declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with SEBI Listing Regulations and also a declaration under Section 164 of the Act that she is not disqualified from being appointed as a Director.



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

Name	Dr. Mandeep Maitra
Date of Birth / Age	16 th October 1965 / 57 years
DIN	06937451
Qualification	<p>Bachelor of Arts (Honors) in Psychology from Lady Sri Ram College, University of Delhi.</p> <p>Master of Arts in Personnel Management & Industrial Relations - Tata Institute of Social Sciences, Mumbai.</p> <p>HR Strategy in Transforming Organizations, London Business School.</p> <p>Also carried out various Executive Coaching and Certification Programs.</p> <p>In June 2022, Dr. Mandeep was awarded an honorary Doctorate (PhD) in Leadership & Transformation by Ecole Superieure Robert De Sorbon Universite in France "based on her relentless pursuit of excellence and ability to touch the professional lives of many."</p>
Experience and Nature of expertise in specific functional area	<p>Three decades of work experience, of which 23 years have been in large organisations.</p> <p>Dr. Mandeep has been credited with being the HR architect of HDFC Bank. During her tenure, She took the Bank from less than 1500 people to over 80000 in the Bank and its affiliate companies, In the BFSI space, she is hugely regarded for her understanding of banking and has many firsts to her credit. She started the trend of hiring from Tier 2 / 3 cities, introduced HRIS way ahead of other banks, created strategies to help build talent pipelines from within and to drive results for better productivity and meritocracy. She is experienced in managing people and culture issues and was involved in two mergers, one of which is</p>



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	<p>considered the largest in the Financial Industry. She thrives in managing scale, complexity and change. She also set the CSR function in HDFC Bank, focusing on education, skilling, livelihood creation and women empowerment.</p> <p>Post HDFC Bank, she worked with Dr Lynda Gratton Prof. of Management Practice at London Business School London and also spearheaded the Future of Work research in Asia Pacific as part of DrGratton'sHots Spots Movement. Mandeep has worked with the Ministry of Manpower and other blue-chip organisations on Productivity, Innovation Collaboration and Stakeholder Management. Later in Paris, she worked with Dr Julia Cooke of the Academy of Design Thinking and Entrepreneurship, UK where she was involved in facilitating design thinking workshops, mentoring start-ups and coaching women entrepreneurs. She moved back to Mumbai from Paris, France, in2019.</p> <p>She has launched an online FB community for empowering women called WiP (Women in Power) last year. This community is aimed at enriching the perspective of working women regarding managing themselves at work and home and creating a psychologically safe and judgement-free platform to voice their opinions, thoughts and ideas. She also mentors a start-up in Education and Employability (Expressions) whilst continuing to advise companies in the BFSI space on leadership and transformation issues. She is on the board of The HR Fund, which supports the technology start-ups focused on a new world of work. She was the Chairperson of the Steering Committee for Engineering the Future of Work in India, an initiative by IET,between 2019-21.</p>
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director for the period of five years from 21 st March, 2023 till 20 th March, 2028.
Details of remuneration sought to be paid and last drawn remuneration	As per the terms of remuneration payable to Independent Directors as approved by the Board and shareholders.



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Date of first appointment on the Board	Not applicable
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the year	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Companies / Bodies Corporate (Directorship):- 1. Suryoday Small Finance Bank Limited 2. Expressions Learning Resources Private Limited 3. Gro Digital Platforms Limited 4. Withya HR Fund LLP 5. M-Suite Leadership Consulting LLP
	Chairmanship of Committees of other Boards 1. Gro Digital Platforms Limited a) Nomination and Remuneration Committee Membership of Committees of Other Boards 1. Gro Digital Platforms Limited a) Audit Committee

A copy of the letter of appointment of Dr. Mandeep Maitra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.

The Board recommends the Special Resolution as set out in Item No.1 of this notice for approval by the members of the Company.

Except Dr. Mandeep Maitra, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the aforesaid resolution.



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Item 2: To consider and approve reappointment of Ms. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company

The members may note that Ms. Manju Agarwal was appointed as an Independent Director on 5th June, 2018 and she served for 5 years in the Board as well as other committees. The Nomination and Remuneration Committee and the Board, basis the performance evaluation conducted for FY 2021-22 have found her performance satisfactory. Accordingly, pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with SEBI Listing Regulations and such other Rule(s) and/or Regulation(s), if any, the Board of Directors have, pursuant to the Resolution adopted on March 21,2023, considered and approved the reappointment of Ms. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company, pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions of the Act, subject to the approval of shareholders.

In terms of Section 149 of the Companies Act, 2013 read with SEBI Listing Regulations and other applicable provisions of the Act and Rules made there under, the proposed resolution seeks the approval of members for the reappointment of Ms. Manju Agarwal as a Non-Executive Independent Director for a term of five (5) consecutive years with effect from 5th June, 2023 till 4th June, 2028, not liable to retire by rotation.

The Company has received consent from Ms. Manju Agarwal to act as a director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with SEBI Listing Regulations and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

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

Name	Ms. Manju Agarwal
Date of Birth / Age	30 th December, 1957 / 65 Years
DIN	06921105
Qualification, Experience and Nature of expertise in specific functional area	Ms. Manju holds a bachelor's and a master's degree in arts from the University of Allahabad. She is also a



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	<p>Certified Associate of the Indian Institute of Bankers. She has experience of over 34 years in the banking sector. She was the deputy managing director (digital banking and new businesses) of State Bank of India, wherein she was responsible for rolling out new digital initiatives in the bank, debit card strategies, acquiring business, transit solutions, transaction banking business and government business. She has also held the post of the deputy managing director and chief operating officer, corporate office.</p>
Terms and conditions of appointment or re-appointment	Reappointment as an Independent Director for the period of five years from 5 th June,2023 till 4 th June,2028.
Details of remuneration sought to be paid and last drawn remuneration	<p>As per the terms of remuneration payable to Independent Directors as approved by the Board and shareholders.</p> <p>Sitting fees for FY 2022-23 – Rs.20 Lakhs</p> <p>Commission for FY 2021-22 paid during FY 2022-23 – Rs.17.83 Lakhs</p>
Date of first appointment on the Board	5 th June,2018
Shareholding in the Company	Nil
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	Total 15 (Board meetings) attended during FY 2022-23.
Other Directorships, Memberships / Chairpersonship of Committees of other Boards	<p>Other Directorship:</p> <ol style="list-style-type: none">1. Vistaar Financial Services Pvt Limited2. Indialdeas Com Limited3. Glenmark Life Sciences Limited4. Gulf Oil Lubricants India Limited5. CMS Info Systems Limited6. Paytm Payments Bank Limited7. Switch Mobility Automotive Limited



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	<p>8. Polycab India Limited 9.IFFCO Kisan Finance Limited* 10.Inspira Enterprise India Limited* <i>*(Subsequently resigned)</i></p>
	<p>Chairpersonship of Committees of other Boards:</p> <p>1.Glenmark Life Sciences Limited (i) Audit Committee</p> <p>2. Gulf Oil Lubricants India Limited (i) Audit Committee (ii) Corporate Social Responsibility Committee</p> <p>3. Paytm Payments Bank Limited (i)Special Committee for monitoring of frauds</p> <p>4.Switch Mobility Automotive Limited (i) Audit Committee</p> <p>5.Indialdeas Com Limited (i) Corporate Social Responsibility Committee (ii) Nomination and Remuneration Committee</p> <p>6. Vistaar Financial Services Private Limited (i) IT Strategy Committee (ii) Audit Committee</p>
	<p>Memberships of Committees of other Boards:</p> <p>1.Glenmark Life Sciences Limited (i) Stakeholders Relationship Committee (ii) ESG Committee</p> <p>2. CMS Info Systems Limited (i) Audit Committee (ii) Nomination and Remuneration Committee</p> <p>3. Paytm Payments Bank Limited (i) Audit Committee (ii) Risk Management Committee (iii) Customer Service Committee</p> <p>4.Switch Mobility Automotive Limited (i) Nomination and Remuneration Committee</p>



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	6. Vistaar Financial Services Private Limited (i) Risk Management Committee
	7. Indialdeas Com Limited (i) Audit Committee

Ms. Manju Agarwal has been recommended for reappointment as an Independent Director by the Nomination and Remuneration Committee of the Board of Directors in terms of Section 178(2) of the Act and in the opinion of the Board, she is a person of integrity and possess the relevant expertise and experience. Further, in the opinion of the Board of Directors, Ms. Manju Agarwal the Independent Director proposed to be reappointed, fulfills the conditions specified in the Act and the Rules made there under and he is independent from the management.

A copy of the letter of appointment of Ms. Manju Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.

The Board recommends the Special Resolution as set out in Item No.2 of this notice for approval by the members of the Company

Except Ms. Manju Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

Place: Chennai
Date: March 21, 2023

By Order of the Board
B Shanmugasundaram
Company Secretary



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U65993MH2008PLC384221		
Name of the Company:	HINDUJA LEYLAND FINANCE LIMITED		
Registered Office:	Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018.		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No. /Client Id*		DPID	

* Applicable for investors holding shares in Electronic form

I/We, being the member (s) holding.....shares of the above-named Company, hereby appoint

1.	Name			
	Address			
	E-mail ID		Signature	
	Or failing him / her			
2.	Name			
	Address			
	E-mail ID		Signature	
	Or failing him / her			
3.	Name			
	Address			
	E-mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday the 28th day of April, 2023 at 3.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, Chennai – 600032 and at any adjournment thereof in respect of such resolutions as indicated below:



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Resolution No.	Resolution(s)	Vote		
		For	Against	Abstain
Special Business				
1	To consider and approve appointment of Dr. Mandeep Maitra (DIN:06937451) as Non-Executive Independent Director of the Company			
2	To consider and approve the reappointment of Ms. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director			

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this _____ day of _____ 2023

Signature of Member (s)

Affix Revenue
Stamp

Re.1/-

Signature of Proxy holder (s)

Note:

- 1) This Proxy form, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 4) In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Friday the 28th day of April, 2023

Full name of the members attending

(In block capitals)

Ledger Folio No./ DP & Client ID* No. _____ No. of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy / authorised representative for the registered shareholder of the Company.

I / We hereby record my / our presence at the Extraordinary General Meeting of Hinduja Leyland Finance Ltd, held on Friday the 28th day of April, 2023 at 3.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, and Chennai – 600032.

*Applicable for shareholders holding shares in electronic form

(Member's /Proxy's Signature)



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Route map

