



HINDUJA LEYLAND FINANCE LIMITED

**Registered Office: No.1, Sardar Patel Road, Guindy, Chennai – 600032.
CIN- U65993TN2008PLC069837**

NOTICE TO MEMBERS

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Hinduja Leyland Finance Limited will be held on **Wednesday, the 30th day of June 2021 at 5.00 P.M.** at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following business and if thought fit, to pass the following resolutions.

SPECIAL BUSINESS:

1) To consider and approve the Borrowing Limits

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

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at its extraordinary General Meeting held on 3rd July, 2020, and pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to borrow from time to time whether in Indian rupees or foreign currency (including foreign currency term loans, external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity / preference shares and / or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity / preference shares to bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the Company, provided however that the aggregate of amounts so borrowed and



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outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount as detailed below:

Particulars	Borrowing Limits (Rs in Crores)
Overall	40,000
NCD	8,000
CP	2,000
Direct Assignment / Securitisation	Maximum outstanding of 10,000 Crores at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.

2) To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company

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

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at its extraordinary General Meeting held on 3rd July, 2020, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and



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permissions as may be required, consent of the members be and is hereby accorded to sell, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) and securities (comprising non-convertible debentures, bonds or other debt instruments), issued / to be issued by the Company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s).

RESOLVED FURTHER THAT the board of directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorised to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.

3) To consider and approve issue of Non-Convertible Debentures.

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

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), SEBI (Issue and Listing of Debt Securities) Regulation 2008 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory



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modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded to offer, issue and allot secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, secured and unsecured non-convertible debentures on private placement basis during a period of one year from the date of this Extra-ordinary General Meeting for an amount not exceeding Rs.8,000 Crores (Rupees Eight Thousand Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions and execute such documents, deeds, instruments and take such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.

Place: Chennai

Date: June 24, 2021

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, 2 and 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. 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. Members holding Equity Shares in physical form are requested to notify change of address, change in the contact details such as e-mail ids and contact details to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited, Flat No. F11, 1st Floor, Akshaya Plaza, New No.108, Adhithanar Salai, Egmore, Chennai – 600002 ("R & T").
7. 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").
8. 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.



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Explanatory Statement in terms of Section 102 of the Companies Act, 2013

Item 1 & 2 - Enhancement in borrowing power and creation of charge in the assets of the Company:

In the Extra-ordinary General meeting of the Members of the Company held on July 03, 2020, the consent of the members was provided to the Board as required under Section 180(1) (c) and 180(1) (a) of the Companies Act, 2013 to borrow up to Rs.40,000 Crores in excess of the paid up share capital and free reserves of the Company, with a sub-limit of Rs 8,000 Crores for borrowings through non-convertible debentures and Rs.2,000 Crores through issue of Commercial papers and Direct Assignment / Securitisation maximum outstanding of 10,000 Crores at any point of time and to create charge, mortgage and hypothecation on movable and immovable properties up to Rs.40,000 Crores in excess of the paid-up share capital and free reserves of the Company.

In view of the business requirements and in order to meet working capital requirements, this limit is sought to be continued to Rs.40,000 Crores over and above the paid-up share capital and free reserves, with a sub-limit of Rs.8,000 Crores for borrowings through non-convertible debentures due to the prevailing market conditions for non-convertible debentures and Rs.2,000 Crores through issue of Commercial papers and Direct Assignment / Securitisation maximum outstanding of 10,000 Crores at any point of time. The same has been approved by the Board at its meeting held on June 3, 2021. Accordingly, special resolutions seeking the approval of members as required under Section 180(1) (c) and Section 180(1) (a) of the Act are submitted for enhancement in borrowing powers as set out in resolution no. 1 of the notice and to create mortgage / charge / hypothecation on the movable / immovable properties of the Company in favour of the lenders / investors / trustees of non-convertible debentures as set out in resolution no. 2 of the notice.

Further, members may consider to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to borrow money from time to time not exceeding an amount of Rs.40,000 Crores.

The Board recommends the resolutions for consideration and approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolutions.



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Item No.3 - Issue of Non-Convertible Debentures on a private placement basis

Pursuant to the provisions of Section 42 of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company offering or making an invitation to subscribe to non-convertible debentures (“NCDs”) on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations proposed to be made for such NCDs during the year. Accordingly, issuance of NCD as approved by the Shareholders vide their resolution dated July 03, 2020 is Rs 8,000 Crores for borrowings through Non-convertible Debentures. In terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 the said approval for issuance of had a validity of 1 year and therefore would expire on 2nd July, 2021.

Considering the last year issuances, the Company expects to borrow up to Rs.8,000 Crores by way of NCDs during the one-year period. The proceeds of the debentures are expected to be utilized for working capital to finance the growth of the lending portfolio of the Company in its core businesses. Further, in order to maintain its regulatory capital adequacy requirements, the Company would issue NCDs in the form of subordinated debt and perpetual debt instruments from time to time.

Accordingly, the approval of the members is being sought in connection with the aforesaid proposed issue of NCDs. Further, members are requested to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to issue NCDs on a private placement basis, as stipulated above in one or more tranches, within the overall borrowing limits of the Company, as approved by the members from time to time.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolution.

Place: Chennai

Date: June 24, 2021

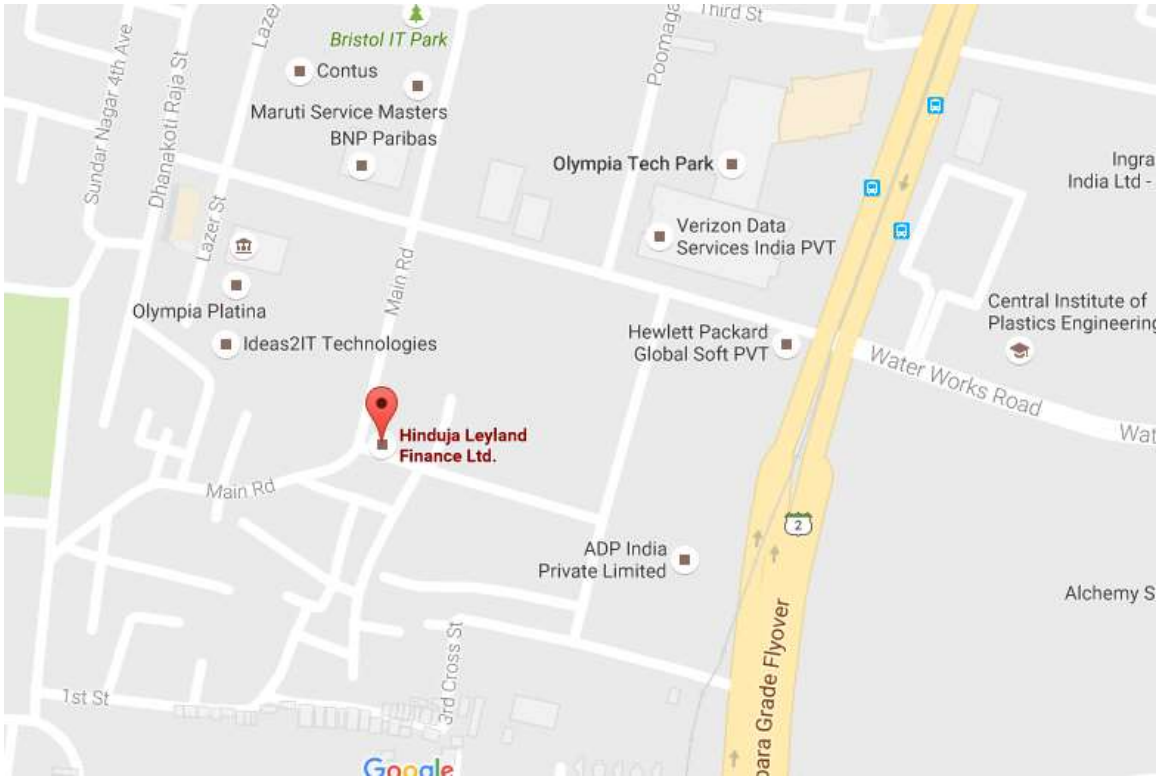
By Order of the Board
B Shanmugasundaram
Company Secretary



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Route map





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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:	U65993TN2008PLC069837		
Name of the Company:	HINDUJA LEYLAND FINANCE LIMITED		
Registered Office:	No.1, Sardar Patel Road, Guindy, Chennai 600032		
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 Wednesday, the 30th day of June, 2021 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 the Borrowing Limits			
2.	To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company			
3.	To consider and approve issue of Non-Convertible Debentures			

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 _____ 2021.

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 30th June, 2021

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 30th June, 2021 at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, Chennai – 600032.

*Applicable for shareholders holding shares in electronic form

(Member's /Proxy's Signature)