



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

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

NOTICE TO MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Hinduja Leyland Finance Limited will be held on Wednesday the 12th day of March, 2025 at 4.00 p.m. at the Corporate Office, 27-A, Developed Industrial Estate, Guindy, Chennai – 600032, to transact the following business:

SPECIAL BUSINESS:

- 1) To reappoint Mr. Sachin Pillai (DIN: 06400793) as the Managing Director of the Company for a period of three years

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Direction – Reserve Bank of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023, and as recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and is hereby accorded to the reappoint Mr. Sachin Pillai (DIN: 06400793) as the Managing Director recognized as a Key Managerial Personnel of the Company for a period of three years with effect from 11th February, 2025 to 10th February, 2028, on the existing terms and conditions and remuneration as specified below, which is in accordance with Section I of Part II of Schedule V, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in Section 198 of Act and in the event of inadequacy of profits in any financial year, be and is hereby recommended to the Board for its consideration and approval.

Particulars	1 st April 2024 to 31 st March, 2025
	Per annum
Fixed Salary	Rs. 351.48 lakhs
Performance linked Variable Pay	Rs. 158.70 lakhs
Total	Rs. 510.18 lakhs

Other allowances, perks and reimbursements, as may be applicable to him at present and availed by him.



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RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where in any financial year during the currency of his tenure, the company has no profits or its profit are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits as specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions set out for payment of remuneration herein may be altered and varied from time to time by the Nomination and Remuneration Committee / Board as it may at its discretion deem fit within the overall ceiling as per the Companies Act, 2013.

RESOLVED FURTHER THAT this Special Resolution overrides the Special Resolution passed by the Members at the Annual General Meeting on 27th August, 2024 for revision of remuneration to Mr. Sachin Pillai as above mentioned and all other terms and conditions of appointment shall continue to be remain valid and effective.

RESOLVED FURTHER THAT pursuant to Article 61 of the Articles of Association of the Company, till such time Mr. Sachin Pillai holds the office of Managing Director he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vikas Jain, Chief Financial Officer, Ms. Srividhya Ramasamy, Company Secretary and Mr. Nithya Prabhu R, Chief Compliance Officer of the Company be and are hereby severally authorised to do such actions, deeds, things as may be required in connection with the above appointment.

By Order of the Board

Place: Chennai

Date: February 17, 2025

Srividhya Ramasamy

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 no. 1 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 to the Company Secretary at the email ID available on the website of the Company at <https://hindujaleylandfinance.com/investor.php> (Contact details of Companies Investor Grievance Redressal Officer).
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 to the email ID mentioned in 3 above.
5. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
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), who are recorded as members of the Company as on 14th February 2025. The members may note that the EGM Notice is also hosted on the website of the company <https://www.hindujaleylandfinance.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 ids and contact details to the Company's Registrar and Transfer Agents Kfin 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").
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.



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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1 – Re-appointment of Mr. Sachin Pillai (DIN: 06400793) as the Managing Director of the Company for a period of three years

At the Extra-ordinary General Meeting held on 25th March, 2020, Mr. Sachin Pillai was appointed as Managing Director for a period of 5 years with effect from 11th February, 2020. The current term of Mr. Sachin Pillai expires on 10th February, 2025.

Accordingly, in view of the contribution made by Mr. Sachin Pillai to the Company and the performance of the Company, the Board of Directors at their meeting held on 3rd February, 2025 taking into consideration the recommendation received from Nomination and Remuneration Committee, appointed Mr. Sachin Pillai, as Managing Director for a period of another 3 (three) years effective from 11th February, 2025 to 10th February, 2028 with remuneration as mentioned in detail in the Resolution of Item No.1 for FY 2024-25.

A brief profile of Mr. Sachin Pillai is given below:

- Holds a bachelor's degree in business administration (marketing) from Sardar Patel University and a master's degree in business administration from Chakravarti Rajagopalachari Institute of Management with several years of experience in the field of financial services.
- Prior to joining HLF, he was associated with Reliance Capital Limited as executive vice president, group business head and as vice president with HDFC Bank.
- He is Managing Director of Hinduja Housing Finance Limited since 15th April, 2015.

The terms and conditions set out for payment of remuneration herein constitutes the agreement between the Company and Mr. Sachin Pillai, Managing Director and Chief Executive Officer and the same may be altered and varied from time to time by the Nomination and Remuneration Committee / Board as it may at its discretion deem fit within the overall ceiling as per Companies Act, 2013.

Please refer Annexure -1 for the Disclosure as required under Schedule V to the Companies Act, 2013 and Secretarial Standard-2 by ICSI.



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The Board recommends the resolution set-forth in item no. 1 for approval of the members, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Sachin Pillai and his relative, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Annexure-1

I. General Information:

1	Nature of Industry	Non-Banking Financial Company
2	Date or expected date of commencement of commercial production	Hinduja Leyland Finance Limited was incorporated on November 12, 2008, as a public limited company under the Companies Act, 1956, with a certificate of incorporation granted by the ROC. Our Company received its certificate of commencement of business from the ROC on March 4, 2009. Pursuant to a certificate issued by the RBI on March 22, 2010, our Company was permitted to commence operations as a NBFC under section 45 IA of the Reserve Bank of India Act, 1934. Our Company was originally classified as a SI-NBFC-ND. Our Company was subsequently granted the status of an NBFC-AFC by the RBI pursuant to a certificate of registration received on May 12, 2014. In terms of the Reserve Bank of India notification no. RBI/2018-19/130 DNBR (PD) CC.No.097/03.10.001/2018-19 dated 22nd February, 2019 the company is categorized as Investment and Credit Company (ICC). Further, pursuant to RBI guidelines vide circular no. RBI / 2021-22 /112 DOR. CRE. REC. No. 60 / 03.10.001 / 2021-22 dated October 22, 2021 on Scale based regulations, the company is categorized as Middle Layer NBFC.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable



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4	Financial Performance on key indicators	Standalone Financial Performance: (INR In Lakhs)			
		Revenue from Operations and Other Income	FY 21-22	FY 22-23	FY 23-24
		2,66,851	2,75,525	3,45,281	
		Total Expenses	2,35,567	2,38,339	2,99,819
		Profit /loss before tax	31,284	37,186	45,462
		Profit /loss after tax	23,215	27,681	34,023
		Consolidated Financial Performance: (INR In Lakhs)			
		Revenue from Operations and Other Income	FY 21-22	FY 22-23	FY 23-24
		3,09,795	3,50,155	4,65,990	
		Total Expenses	2,65,031	2,84,504	3,81,439
		Profit /loss before tax	44,882	65,290	84,139
		Profit /loss after tax	34,089	48,999	63,643
5	Foreign Investment or Collaborators, if any	There is a foreign investment in the Company by UK based Hinduja Automotive Limited. There is no foreign collaboration in the Company.			



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II. Information about Director:

S. No	Particulars	Information about Mr. Sachin Pillai (DIN – 06400793)								
1	Background Details, Job Profile and Suitability, Recognition and Rewards	The details are available on the website of the company at https://www.hindujaleylandfinance.com/about-us/board-of-directors.php or under path - About Us \ Board of Directors on www.hindujaleylandfinance.com								
2	Terms and conditions of appointment or re-appointment	Not Applicable								
3	Past Remuneration	<p style="text-align: right;">(INR in Lakhs)</p> <table border="1"> <thead> <tr> <th>Financial Years</th><th>Remuneration</th></tr> </thead> <tbody> <tr> <td>FY 23-24</td><td>437.40</td></tr> <tr> <td>FY 22-23</td><td>398.80</td></tr> <tr> <td>FY 21-22</td><td>372.95</td></tr> </tbody> </table>	Financial Years	Remuneration	FY 23-24	437.40	FY 22-23	398.80	FY 21-22	372.95
Financial Years	Remuneration									
FY 23-24	437.40									
FY 22-23	398.80									
FY 21-22	372.95									
4	Proposed Remuneration	<p style="text-align: right;">(INR in Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>1st April, 2024 to 31st March, 2025 (per annum)</th></tr> </thead> <tbody> <tr> <td>Fixed Salary</td><td>351.48</td></tr> <tr> <td>Performance linked Variable Pay</td><td>158.70</td></tr> <tr> <td>Total</td><td>510.18</td></tr> </tbody> </table>	Particulars	1 st April, 2024 to 31 st March, 2025 (per annum)	Fixed Salary	351.48	Performance linked Variable Pay	158.70	Total	510.18
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Fixed Salary	351.48									
Performance linked Variable Pay	158.70									
Total	510.18									
5	Date of first appointment on the Board	11 th February, 2020								
6	Shareholding in the company	0.05%								
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmark in general, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size.								



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S. No	Particulars	Information about Mr. Sachin Pillai (DIN – 06400793)															
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director	The Director does not have any pecuniary relationship with the Company or its Key Managerial Personnel except to the extent of Remuneration and other perquisites as approved by the shareholders and received by him from the company															
9	Number of Meetings of the Board attended during FY 2023-24	11															
10	Number of Directorships, Membership/ Chairmanship of Committees of other Boards (only other Public Companies are considered, as per Regulation 26 (1) (a) & (b) of the SEBI Listing Regulations)	<table border="1"> <thead> <tr> <th colspan="2">Number of directorships in other public companies</th> <th colspan="2">Number of committee positions held in other public companies</th> </tr> <tr> <th>Director</th> <th>Chairman</th> <th>Director</th> <th>Chairman</th> </tr> </thead> <tbody> <tr> <td>4</td> <td>-</td> <td>1</td> <td>-</td> </tr> </tbody> </table>				Number of directorships in other public companies		Number of committee positions held in other public companies		Director	Chairman	Director	Chairman	4	-	1	-
Number of directorships in other public companies		Number of committee positions held in other public companies															
Director	Chairman	Director	Chairman														
4	-	1	-														

III. Other Information:

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms: Not Applicable.

IV. Other Disclosures:

The necessary disclosures required under Schedule V to the Companies Act, 2013 are disclosed in the Board of Director's report under the heading "Corporate Governance" to the extent applicable.

By Order of the Board

Place: Chennai

Date: February 17, 2025

Srividhya Ramasamy
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:	Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051		
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 12th day of March, 2025 at 4.00 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 reappoint Mr. Sachin Pillai (DIN: 06400793) as the Managing Director of the Company for a period of three years			

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 _____ 2025

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 Wednesday the 12th day of March, 2025

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 Wednesday the 12th day of March, 2025 at 4.00 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

