



## **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 SHAREHOLDERS**

**NOTICE** is hereby given that an Extraordinary General Meeting (02/ 2025-26) of Hinduja Leyland Finance Limited will be held on Monday, the 1<sup>st</sup> day of December, 2025 at 4.00 p.m. at the Corporate Office of the Company through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses:

#### **SPECIAL BUSINESS:**

- 1) To consider and approve appointment of Mr. Sridharan Kesavan (DIN:00051976) 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the rules framed thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re - enactment(s) thereof, for the time being in force), Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, Regulation 62D and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, the appointment of Mr. Sridharan Kesavan (DIN:00051976), who has been appointed as an Additional Director(Independent) by the Board of Directors of the Company(“**the Board**”) based on the recommendation of the Nomination and Remuneration Committee with effect from 2<sup>nd</sup> September, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company for a first term of three years to hold office with effect from 2<sup>nd</sup> September, 2025 up to 1<sup>st</sup> September 2028, as a director 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 Ms. Srividhya Ramsamy, Company Secretary be and are hereby severally authorised to do all acts



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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

**By Order of the Board**

**Place: Chennai**

**Date: 7<sup>th</sup> November, 2025**

**Srividhya Ramsamy**

**Company Secretary**

### **NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General circular No. 03/2025 dated 22<sup>nd</sup> September, 2025, read with circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September 2023, 19<sup>th</sup> September, 2024, and other relevant circulars issued in this regard(collectively referred to as ‘MCA Circulars’) allowing, inter-alia, conducting of AGMs/EGMs through ('VC / OAVM') facility till further orders in accordance with the framework provided in the aforesaid Circulars without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), applicable Regulations and MCA Circulars, the Extra-ordinary General Meeting (“Meeting” or “EGM”) of the Company is being held through VC / OAVM on Monday, December 01, 2025, at 4.00 p.m. (IST). The proceedings of the EGM shall be deemed to be conducted at the Corporate Office of the Company situated at 27A, Developed Guindy Industrial Estate, Chennai, Tamil Nadu 600032.
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. Pursuant to the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the applicable Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. Members are provided with the facility to cast their votes



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electronically instead of dispatching or delivering the Ballot Form. The facility of casting votes by a member using remote e-voting system as well as e- voting on the date of the EGM will be provided by NSDL.

4. The Shareholders who wish to cast their vote by remote e-voting prior to the EGM may also attend the EGM through VC/ OAVM but shall not be entitled to cast their vote again, and if shareholders cast the vote again, then the same will not be counted.
5. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individual / HUF, NRI etc.) are encouraged to attend and vote at the EGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / of the Board resolution / authorization letter to the Scrutinizer by email to [gr@gramcsfirm.com](mailto:gr@gramcsfirm.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investorrelations@hindujaleylandfinance.com](mailto:investorrelations@hindujaleylandfinance.com)
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Accordingly, the facility for appointment of proxies by the Members will not be available at this EGM and hence, the Proxy Form, Attendance Slip and route map of venues of EGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. The Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at <https://hindujaleylandfinance.com/>



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### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA-ORDINARY GENERAL MEETING (EVEN - 137579) ARE AS UNDER:**

1. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and applicable SEBI Regulations and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://hindujaleylandfinance.com> . The Notice EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
5. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.
6. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the EGM. Members who have cast their vote by remote e-voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.



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7. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
8. The remote e-voting period begins on Wednesday, November 26, 2025 at 9:00 a.m. and ends on Sunday, November 30, 2025 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> November, 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click</li></ol>



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on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID



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		For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.		EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



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### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



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### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gr@gramcsfirm.com](mailto:gr@gramcsfirm.com) <E-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorrelations@hindujaleylandfinance.com](mailto:investorrelations@hindujaleylandfinance.com) (Company email id).



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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorrelations@hindujaleylandfinance.com](mailto:investorrelations@hindujaleylandfinance.com) (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.



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### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  
2. Members are encouraged to join the Meeting through Laptops for better experience.
  
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorrelations@hindujaleylandfinance.com](mailto:investorrelations@hindujaleylandfinance.com) (company email id). The same will be replied by the company suitably.



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### **EXPLANATORY STATEMENT**

#### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **SPECIAL BUSINESSES:**

###### **Item 1: To consider and approve appointment of Mr. Sridharan Kesavan (DIN:00051976) as Non-Executive Independent Director of the Company**

Hinduja Leyland Finance Limited is a material subsidiary of Ashok Leyland Limited, and hence, it is necessary under Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that one Independent Director of Ashok Leyland Limited shall be a Director on the Board of your company as well.

Accordingly, the Board of Ashok Leyland Limited had resolved to induct Mr. Sridharan Kesavan as an Independent Director on the Board of the Hinduja Leyland Finance Limited to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). The Board of the company, based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Sridharan Kesavan (DIN:00051976) as an Additional 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 2<sup>nd</sup> September, 2025, the appointment of Mr. Sridharan Kesavan (DIN:00051976) 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 Mr. Sridharan Kesavan (DIN:00051976) as a Non-Executive Independent Director for a term of three (3) consecutive years with effect from 2<sup>nd</sup> September, 2025 up to 1<sup>st</sup> September 2028 as a Director not liable to retire by rotation.



## **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**

The Company has received the requisite consents from Mr. Sridharan Kesavan (DIN:00051976) 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

Mr. Sridharan Kesavan (DIN:00051976) was appointed as Additional Director (Independent) on 2<sup>nd</sup> September, 2025 i.e., on the day of the Annual General Meeting (AGM) (AGM held on 2<sup>nd</sup> September, 2025). As the Notice of the AGM was circulated to all the stakeholders on 11<sup>th</sup> August, 2025 followed by BSE filing in respect of AGM Notice and Annual Report on 11<sup>th</sup> August, 2025, the appointment of Mr. Sridharan Kesavan (DIN:00051976) was not considered in the said AGM. Hence, his proposal for appointment as Director within three months of his appointment, in compliance with the Regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations is recommended to the shareholders.

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. Mr. Sridharan Kesavan will be eligible for payment of sitting fees and commission as approved by the Board and shareholders from time to time.



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### PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2)

#### SECRETARIAL STANDARD ON GENERAL MEETINGS

Name	Mr. Sridharan Kesavan
Date of Birth / Age	16.08.1953 / 72 years
DIN	00051976
Qualification	Member of the Institute of Chartered Accountants of India and B. Com graduate from Madras University.
Experience and Nature of expertise in specific functional area	<p>He was formerly a Chief Financial Officer (CFO) of Ashok Leyland Limited, having served the Company for nearly 32 years with rich experience in all facets of Finance function including Budget / Management Reporting, Taxation and Corporate Treasury. During his association he has led key financial initiatives, international fund-raising, investor relations, ERP implementation and strategic acquisitions. Had successfully concluded many international fund-raising programs, GDR issue, Convertible Bond Issue and many Euro-syndicated loans.</p> <p>He had established an Investor Relations team and participated in many Investors' meet in India and abroad to enhance the visibility about the Company's prospects to Institutional Investors. He had also actively participated in business acquisitions and in successful integration of target companies with Ashok Leyland, successfully implementation of ERP (SAP) system and strengthened the Finance function to achieve the business targets.</p> <p>He had also served as a Director on many Associate / Subsidiary companies - oversaw their Business Plans, supported their fund-raising exercise, and in streamlining their Finance function. In April 2016 he joined Hinduja Tech Ltd. as the Chief Executive Officer (CEO) for a brief period, to put systems and process in place and resigned in January 2017 and is now continuing on their Board as Independent Director.</p>
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director for a period of three years from 2 <sup>nd</sup> September, 2025



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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.
Date of first appointment on the Board	2 <sup>nd</sup> September, 2025 as Additional Director(Independent)
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	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<p>Name of the Companies / Bodies Corporate (Directorship):</p> <ol style="list-style-type: none"><li>1. Hinduja Tech Limited</li><li>2. Ashok Leyland Limited</li></ol> <p>Membership of Committees of Other Boards</p> <ol style="list-style-type: none"><li><b>1. Hinduja Tech Limited</b><ol style="list-style-type: none"><li>a) Audit Committee (C)</li><li>b) Risk Management Committee (C)</li></ol></li><li><b>2. Ashok Leyland Limited</b><ol style="list-style-type: none"><li>a) Audit Committee (C)</li><li>b) Nomination and Remuneration Committee</li></ol></li></ol>

A copy of the letter of appointment of Mr. Sridharan Kesavan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's corporate office during the normal business hours. Further, in the opinion of the Board of Directors, Mr. Sridharan Kesavan Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and he is independent from the management.

As per Regulation 62D of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and In terms of Regulation 62D(2) of the SEBI Listing Regulations, the appointment of Mr. Sridharan Kesavan as Non-Executive Independent Director, who would be attaining the age of seventy-five years during



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the proposed term of appointment requires approval of shareholders by way of Special Resolution. Accordingly, approval of members is being sought as Special Resolution as set out in Item No.1.

### **Justification**

Considering the nature of operations of the Company and keeping in view the profile and vast experience of Mr. Sridharan Kesavan, it will be in the interest of the Company to appoint Mr. Sridharan Kesavan as an Independent Director. His appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

Mr. Sridharan Kesavan has been recommended for appointment 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, he is a person of integrity and possess the relevant expertise and experience. Further, in the opinion of the Board of Directors, Mr. Sridharan Kesavan, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent from the management.

The Board recommends the Special Resolution as set out in Item No.1 of this notice for approval by the members of the Company. None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. Sridharan Kesavan are concerned or deemed to be interested in the special resolution set out at Item No. 1 of the Notice.

**By Order of the Board**

**Place: Chennai  
Date: 7<sup>th</sup> November, 2025**

**Srividhya Ramsamy  
Company Secretary**