



**G RAMACHANDRAN & ASSOCIATES**  
COMPANY SECRETARIES

**SCRUTINIZER'S REPORT**

To,

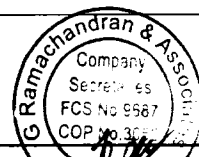
The Chairman  
HINDUJA LEYLAND FINANCE LIMITED  
CIN# U65993MH2008PLC384221  
Plot No. C-21, Tower C (1-3 Floors),  
G Block, Bandra Kurla Complex, Bandra (E),  
Bandra (East), Mumbai, Bandra,  
Maharashtra, India, 400051

Sir,

Sub: Combined Scrutinizer's Report on remote e-voting and e-voting after the conclusion of the Extra-ordinary General Meeting ("EGM") on the agenda items transacted at the EGM of the Company held on Friday, the 19<sup>th</sup> June, 2026 at 4:00 P.M., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

We, M/s. G RAMACHANDRAN & ASSOCIATES, Company Secretaries, having office at F-10 Syndicate Residency, No. 3, Dr. Thomas First Street, Off South Boag, Road, T.Nagar, Chennai - 600017 have been appointed as a scrutinizer by the Board of Directors of M/s. HINDUJA LEYLAND FINANCE LIMITED ("the Company") for the purpose of scrutinizing the combined results of remote e-voting and e-voting after the conclusion of the EGM on the below mentioned resolutions at the EGM of the Company held on Friday, the 19<sup>th</sup> June, 2026 at 4:00 P.M., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") hereby submit our report as under:

a.	Pursuant to Section 101, 109, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 26 <sup>th</sup> May, 2026 and subsequently, the Notice, convening was also placed on the website of the Company and that of the agency, i.e., National Securities Depositories Limited. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depositories Limited (NSDL).
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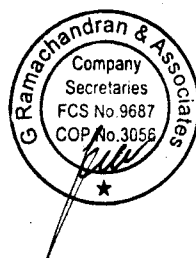


b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in "Business Standard" an English newspaper and "Navsakthi" a vernacular newspaper on 27 <sup>th</sup> May, 2026.
c.	The e-voting period commenced on 16 <sup>th</sup> June, 2026 at 9.00 A.M. and ended on the close of 18 <sup>th</sup> June, 2026 at 5.00 P.M. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM. The e-voting facility at the EGM commenced at 4.07 p.m. and kept open till 4.22 p.m.
d.	On 19 <sup>th</sup> June, 2026, after the closure of e-voting at the EGM, the votes cast through remote e-voting, prior to the date of EGM, and votes cast through e-voting at the EGM were unblocked in the presence of 2 (Two) witnesses, who are not in the employment of the company.
e.	A register has been maintained electronically to record the assent or dissent, received, mentioning particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
f.	The Corporate members who had participated in the e-voting had enclosed the scanned copy of the resolution.

After declaration of voting by the Chairman, the shareholders present at the EGM through VC and who have not cast their vote already were given an option to vote through e-voting facility provided by NSDL at the EGM.

Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

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1. The resolutions for which this EGM of the Shareholders was held were as follows:

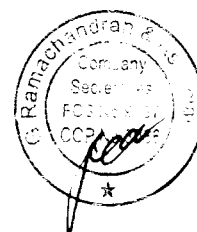
S. No	Resolutions	Nature of Resolution
1.	To consider and approve the Borrowing Limits	Special
2.	To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company	Special
3.	To consider and approve issue of Non-Convertible Debentures including Perpetual Debt Instruments (PDIs)	Special
4.	To consider and approve the revision in remuneration of Mr. Sachin Pillai, MD&CEO for FY 2026-27	Special

2. (a) We hereby submit our combined report on the results of remote e-voting and e-voting at the EGM as under:

Resolution No.	Mode	No. of members voted	Total Shares
1	ELECTRONIC	10	39,16,65,455
	<b>TOTAL</b>	<b>10</b>	<b>39,16,65,455</b>
2	ELECTRONIC	10	39,16,65,455
	<b>TOTAL</b>	<b>10</b>	<b>39,16,65,455</b>
3	ELECTRONIC	10	39,16,65,455
	<b>TOTAL</b>	<b>10</b>	<b>39,16,65,455</b>
4	ELECTRONIC	10	39,16,65,455
	<b>TOTAL</b>	<b>10</b>	<b>39,16,65,455</b>

3. Results of the remote e-voting and e-voting at EGM:

Item No. in Notice	Votes in favour		Votes Against		Total Valid Votes	Assent %	Dissent %	Passed as Ordinary / Special Resolution
	No. of members voted	No. of Votes	No. of members voted	No. of Votes				
Item No. 1	10	39,16,65,455	Nil	39,16,65,455	39,16,65,455	100%	Nil	Passed as a Special Resolution



Item No.2	10	39,16,65,455	Nil	39,16,65,455	39,16,65,455	100%	Nil	Passed as a Special Resolution
Item No.3	10	39,16,65,455	Nil	39,16,65,455	39,16,65,455	100%	Nil	Passed as a Special Resolution
Item No.4	9	39,16,65,430	1	25	39,16,65,455	100%	Negligible	Passed as a Special Resolution

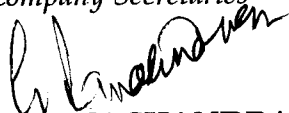
4. All relevant records were provided to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Faithfully

For M/s. G Ramachandran & Associates

Company Secretaries



**G RAMACHANDRAN**

Proprietor

FCS No.9687 CoP. No.3056

Scrutinizer



Place: Chennai

Date: 20<sup>th</sup> June, 2026

UDIN: F009687H000657268