



## HINDUJA LEYLAND FINANCE

May 26, 2026

Through BSE Listing Centre

**BSE Limited**

Department of Corporate Services  
Phiroze Jeejeeboy Towers  
1<sup>st</sup> Floor, Dalal Street  
Mumbai – 400 001

Dear Sir / Madam,

**Sub: Intimation to the Exchange pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations")**

We submit herewith a copy of the notice circulated to our shareholders regarding the Extra-ordinary General Meeting (EGM) of the Company to be held on Friday, June 19, 2026 at 4:00 PM at the Corporate Office of the Company through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the businesses specified in the notice.

We kindly request you to take the above submission on record.

Yours truly,

**For Hinduja Leyland Finance Limited**

**RAMASAM  
Y**

Digitally signed  
by RAMASAMY  
SRIVIDHYA

**SRIVIDHYA**

Date: 2026.05.26  
17:30:58 +05'30'

**Srividhya Ramasamy**

**Company Secretary & Compliance Officer**

**M. No. – A 22261**

*Encl.: As above*

**HINDUJA LEYLAND FINANCE LIMITED**

**Corporate Office:** No. 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel: (044) 2242 7525, 2242 7555

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

Website: [www.hindujaleylandfinance.com](http://www.hindujaleylandfinance.com)

CIN: U65993MH2008PLC384221 | Email: [secretarial@hindujaleylandfinance.com](mailto:secretarial@hindujaleylandfinance.com)



# 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 (01/ 2026-27) of Hinduja Leyland Finance Limited will be held on Friday, the 19<sup>th</sup> day of June, 2026 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 BUSINESSES:**

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 extra-ordinary General Meeting held on 20<sup>th</sup> June, 2025, 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 sources whether by way of advances, deposits, loans, 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, free reserves and securities



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premium of the Company, provided however that the aggregate of amounts so borrowed and 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 FY 2026-27 (Rs in Crores)
Overall	85,000
Non-Convertible Debentures (NCD)	18,000
Commercial Papers (CP)	Maximum outstanding of Rs 4,000 crores at any point in time (with a total of Rs. 12,000 crores to be availed during the year)
Direct Assignments (DA) / Securitisation	Maximum outstanding of 15,000 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 extra-ordinary General held on 20<sup>th</sup> June, 2025, 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



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(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, 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) for securing the borrowings of the Company availed / to be availed by way of loan(s) and securities (comprising 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), document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s), in respect of the said loans, borrowings 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) and agent(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 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 including Perpetual Debt Instruments (PDIs)**

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

**RESOLVED THAT** in supersession to earlier resolution passed by the shareholders on 20<sup>th</sup> June, 2025 pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of



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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 Non-Convertible Securities) Regulation 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, 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 including perpetual debt instruments, in one or more series / tranches, 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. 18,000 Crores (Rupees Eighteen 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, alternative investment 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.



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### 4) To consider and approve the revision in remuneration of Mr. Sachin Pillai, MD&CEO for FY 2026-27

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

**RESOLVED THAT** in partial supersession to the earlier resolutions passed and pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), pursuant to the recommendation of Nomination and remuneration Committee and approval of the Board of Directors of the Company, the approval of members be and is hereby accorded for variation of terms of remuneration to Mr. Sachin Pillai, Managing Director Designated as Managing Director and Chief Executive Officer to the effect that, the total remuneration payable would be Rs. 600.00 lakhs per annum, on such terms and conditions as may be agreed between the Management and Mr. Sachin Pillai, comprising of fixed salary of Rs. 420.00 lakhs (including other allowances and perquisites) and performance linked variable pay of Rs. 180.00 lakhs in accordance with Section II of Part II of Schedule V of the Act, 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.

**RESOLVED FURTHER THAT** the performance related variable compensation for FY 2025-26 be fixed at INR 261.85 lakhs.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate Mr. Sachin Pillai, Managing Director and Chief Executive Officer will be entitled to the above remuneration, allowances and perquisites 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 fixed herein.



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**RESOLVED FURTHER THAT** the Special Resolution passed at the Extra-Ordinary General Meeting on 20<sup>th</sup> June, 2025 shall stand modified to the extent of 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.

**By Order of the Board**

**Place: Chennai**  
**Date: 26<sup>th</sup> May, 2026**

**Srividhya Ramsamy**  
**Company Secretary**



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### 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 SEBI Listing Regulations and MCA Circulars, the Extra-ordinary General Meeting (“Meeting” or “EGM”) of the Company is being held through VC / OAVM on 19<sup>th</sup> June, 2026, 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 to 4 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 SEBI Circulars, 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 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.



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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 [srividhya.r@hindujaleylandfinance.com](mailto:srividhya.r@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/>

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA-ORDINARY GENERAL MEETING 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



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- 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/AGM has been uploaded on the website of the Company at <https://hindujaleylandfinance.com> . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the 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 Circular 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.
  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 Tuesday, June 16, 2026 at 9:00 a.m. and ends on Thursday, June 18 2026 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. 12<sup>th</sup> June, 2026 may cast their



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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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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,</li> </ol>



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CIN- U65993MH2008PLC384221

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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.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

**NSDL Mobile App is available on**



Individual  
Shareholders holding

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made



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securities in demat mode with CDSL	<p>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 use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"><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 are 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>



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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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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



## 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

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

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use 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.**



## 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

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.



## **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**

### **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.



## 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

### 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 [srividhya.r@hindujaleylfinance.com](mailto:srividhya.r@hindujaleylfinance.com) (Company email id).



## 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

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 [srividhya.r@hindujaleylfinance.com](mailto:srividhya.r@hindujaleylfinance.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. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.



## 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

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM (EVEN - 139457) 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 [srividhya.r@hindujaleylfinance.com](mailto:srividhya.r@hindujaleylfinance.com) (company email id). The same will be replied by the company suitably.



## 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

### EXPLANATORY STATEMENT

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

##### Item No. 1 & 2

##### Grant of borrowing power and creation of charge on the assets of the Company:

In the Extra-ordinary General meeting of the Members of the Company held on 20<sup>th</sup> June, 2025, 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. 70,000 Crores over and above the paid-up share capital, free reserves and securities premium, without any change in the sub-limit of Rs.15,000 Crores for borrowings through non-convertible debentures and Maximum outstanding of Rs. 4,000 crores at any point in time (with a total of Rs. 12,000 crores to be availed during the year) through issue of Commercial papers and Direct Assignment / Securitization maximum outstanding of Rs. 12,000 Crores at any point of time. In view of the business requirements and in order to meet working capital requirements, this limit is sought to be increased to Rs. 85,000 Crores over and above the paid-up share capital, free reserves and securities premium, and change in the sub-limit of Rs.18,000 Crores for borrowings through non-convertible debentures and Maximum outstanding of Rs. 4,000 crores at any point in time (with a total of Rs. 12,000 crores to be availed during the year) through issue of Commercial papers and Direct Assignment / Securitization maximum outstanding of Rs. 15,000 Crores at any point of time. The same has been approved by the Board at its meeting held on 20<sup>th</sup> May, 2026. 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 as set out in resolution no.2 of the notice. Further, members may consider to authorize 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. 85,000 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.



## 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

### **Item No. 3- Issue of Non-Convertible Debentures including Perpetual Debt Instruments (PDI) 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 20<sup>th</sup> June 2025 is Rs 15,000 Crores for borrowings through Non-convertible Debentures during the one-year period. 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 19<sup>th</sup> June, 2026. Further, issuance of Perpetual Debt Instruments (PDIs) in addition to Non-convertible Debentures for the aforesaid limit was approved by shareholders on 20<sup>th</sup> June, 2025.

Considering the business requirements and previous issuances, the Company expects to borrow up to Rs.18,000 Crores by way of NCDs including PDIs 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 also 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 authorize 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 set-forth in item 3 for approval of the members, by way of Special Resolution.



## 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

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.

### **Item No.4 - Revision in remuneration of Mr. Sachin Pillai, Managing Director and Chief Executive Officer**

The Members at the Extra-ordinary General Meeting held on 20<sup>th</sup> June,2025, had approved remuneration of Rs. 561.20 lakhs comprising of fixed salary of Rs. 386.63 lakhs and performance linked variable pay of Rs. 174.57 lakhs for FY 2025-26. Considering the performance of the Company for FY 2025-26, it is proposed to increase the variable pay for FY 2025-26 (payable in FY 2026-27) to INR 261.85 lakhs.

Based on the recommendations of the Nomination and Remuneration Committee, the Board noted that considering the performance of the Company and industry benchmarks, the Board of Directors at their meeting held on 20<sup>th</sup> May, 2026, has approved the increase in remuneration paid to Mr. Sachin Pillai, Managing Director and Chief Executive Officer of the Company for FY 2026-27. The Board further recommended the same to members for their approval, by way of Special Resolution in pursuance of provisions of Section 197, 198 and Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), to pay total remuneration not exceeding Rs. 600.00 lakhs per annum, on such terms and conditions as may be agreed between the Management and Mr. Sachin Pillai, comprising of fixed salary of Rs. 420.00 Lakhs and performance linked variable pay of Rs. 180.00 lakhs in accordance with Section I of Part II of Schedule V of the Act, 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.

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.

This explanatory statement be read and treated as written memorandum setting out the terms in compliance with the requirements of Section 190 of the Companies Act, 2013.



## 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

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

The Board recommends the resolution set-forth in item no. 4 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, 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	<p>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.</p> <p>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</p>



# 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

		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																																								
	Financial Performance on key indicators	<p><b>Standalone Financial Performance:</b></p> <p style="text-align: right;">(INR In Lakhs)</p> <table border="1"> <thead> <tr> <th></th> <th>FY 22-23</th> <th>FY 23-24</th> <th>FY 24-25</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations and Other Income</td> <td>2,75,525</td> <td>3,45,281</td> <td>4,51,336</td> </tr> <tr> <td>Total Expenses</td> <td>2,38,339</td> <td>2,99,819</td> <td>3,95,751</td> </tr> <tr> <td>Profit /loss before tax</td> <td>37,186</td> <td>45,462</td> <td>55,585</td> </tr> <tr> <td>Profit /loss after tax</td> <td>27,681</td> <td>34,023</td> <td>40,824</td> </tr> </tbody> </table> <p><b>Consolidated Financial Performance:</b></p> <p style="text-align: right;">(INR In Lakhs)</p> <table border="1"> <thead> <tr> <th></th> <th>FY 22-23</th> <th>FY 23-24</th> <th>2024-25</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations and Other Income</td> <td>3,50,155</td> <td>4,65,924</td> <td>6,28,051</td> </tr> <tr> <td>Total Expenses</td> <td>2,84,504</td> <td>3,81,373</td> <td>5,23,452</td> </tr> <tr> <td>Profit /loss before tax</td> <td>65,290</td> <td>84,139</td> <td>1,03,981</td> </tr> <tr> <td>Profit /loss after tax</td> <td>48,999</td> <td>63,643</td> <td>77,380</td> </tr> </tbody> </table>		FY 22-23	FY 23-24	FY 24-25	Revenue from Operations and Other Income	2,75,525	3,45,281	4,51,336	Total Expenses	2,38,339	2,99,819	3,95,751	Profit /loss before tax	37,186	45,462	55,585	Profit /loss after tax	27,681	34,023	40,824		FY 22-23	FY 23-24	2024-25	Revenue from Operations and Other Income	3,50,155	4,65,924	6,28,051	Total Expenses	2,84,504	3,81,373	5,23,452	Profit /loss before tax	65,290	84,139	1,03,981	Profit /loss after tax	48,999	63,643	77,380
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## 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

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 Directors:

S. No	Particulars	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 <a href="https://www.hindujaleylandfinance.com/about-us/board-of-directors.php">https://www.hindujaleylandfinance.com/about-us/board-of-directors.php</a> or under path - About Us \ Board of Director on <a href="http://www.hindujaleylandfinace.com">www.hindujaleylandfinace.com</a>								
2	Terms and conditions of appointment or re-appointment	Not Applicable								
3	Past Remuneration	(INR in Lakhs)								
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Financial Years</th> <th style="text-align: center;">Remuneration</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">FY 25-26*</td> <td style="text-align: right;">645.48</td> </tr> <tr> <td style="text-align: center;">FY 24-25</td> <td style="text-align: right;">541.92</td> </tr> <tr> <td style="text-align: center;">FY 23-24</td> <td style="text-align: right;">437.40</td> </tr> </tbody> </table>	Financial Years	Remuneration	FY 25-26*	645.48	FY 24-25	541.92	FY 23-24	437.40
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		*Including revised variable pay of Rs. 261.85 Lakhs subject to approval of shareholders at their meeting to be held on 19 <sup>th</sup> June,2026.								
4	Proposed Remuneration	(INR in Lakhs)								
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Fixed Salary	420.00									
Performance linked Variable Pay	180.00									
<b>Total</b>	<b>600.00</b>									
5	Date of first appointment on the Board	11th February, 2020								
6	Shareholding in the company	0.05%								



# 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

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.													
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 reimbursement of out-of-pocket expenses received by him for attending the meetings.													
9	Number of Meetings of the Board attended during FY 2025-26	8													
10	Number of Directorships, Membership/ Chairmanship of Committees of other Boards (only other Public Companies are considered, as per Regulation 62 (1) (a) & (b) of the SEBI Listing Regulations)	<table border="1"> <thead> <tr> <th colspan="2" data-bbox="683 1268 1040 1356">Number of directorships in other public companies</th> <th colspan="2" data-bbox="1040 1268 1425 1356">Number of committee positions held in other public companies</th> </tr> <tr> <th data-bbox="683 1356 857 1402">Director</th> <th data-bbox="857 1356 1040 1402">Chairman</th> <th data-bbox="1040 1356 1224 1402">Director</th> <th data-bbox="1224 1356 1425 1402">Chairman</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 1402 857 1451">5</td> <td data-bbox="857 1402 1040 1451">-</td> <td data-bbox="1040 1402 1224 1451">2</td> <td data-bbox="1224 1402 1425 1451">-</td> </tr> </tbody> </table>		Number of directorships in other public companies		Number of committee positions held in other public companies		Director	Chairman	Director	Chairman	5	-	2	-
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Director	Chairman	Director	Chairman												
5	-	2	-												



## **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**

### **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.

**Place: Chennai**

**Date: 26<sup>th</sup> May, 2026**

**By Order of the Board**

**Srividhya Ramsamy  
Company Secretary**