HINDUJA LEYLAND FINANCE

August 14, 2026
Through BSE Listing Centre

BSE Limited
Department of Corporate Services
Phiroze Jeejeeboy Towers
1st 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 for the 18th Annual General Meeting (AGM) of the Company scheduled to be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Monday, September 07, 2026 at 4:30 PM to transact the business specified in the notice.

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

Yours truly,

For Hinduja Leyland Finance Limited

RAMASAMY SRIVIDHYA
Digitally signed by RAMASAMY SRIVIDHYA
Date: 2026.08.14 19:05:50 +05'30'

Srividhya Ramasamy
Company Secretary and Compliance Officer
M. No. – A22261

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
Tel: (022) 6136 0407 | Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 | Email: compliance@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 MEMBERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of Hinduja Leyland Finance Limited will be held on Monday the 7th day of September 2026 at 4.30 PM through Video Conferencing ('VC') facility/ other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2026 along with the Board's Report and Auditors Report thereon.

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

RESOLVED THAT the Audited financial statements of the Company including the consolidated financial statements, for the year ended 31st March, 2026 together with the Board's Report and the Independent Auditors' Report thereon be and are hereby received, approved and adopted.

2) To consider re-appointment of Mr. Dheeraj G Hinduja (DIN: 00133410) who retires by rotation as a Director of the Company.

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

RESOLVED THAT Mr. Dheeraj G Hinduja (DIN: 00133410) who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

Special Business:

3.Appointment of M/s. R Anuradha & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for a period of 5 (Five) consecutive years

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and basis the recommendations of the Board of Directors of the Company, M/s. R Anuradha & Associates, Practicing Company Secretary (FCS No. 13438 CP. No. 20623) be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (five) consecutive years, to hold office for a term of five consecutive years from the commencement of financial year 2026-27 till conclusion of the financial year 2030-31, at such fees, applicable taxes and reimbursement of out-of-pocket expenses for the purpose of audit as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

By Order of the Board

Place: Chennai

Date:14th August, 2026

Srividhya Ramasamy
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General circular No. 03/2025 dated 22nd September, 2025, read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 5th May, 2022, 28th December 2022, 25th September 2023, 19th September, 2024, and other relevant circulars issued in this regard(collectively referred to as 'MCA Circulars') allowing, inter-alia, conducting of AGMs/AGMs 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 Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on 7th September, 2026, at 4.30 p.m. (IST). The proceedings of the AGM 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. 3 is annexed. Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as Annexure A (Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India).
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 AGM. 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 AGM will be provided by NSDL.
4. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM 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 AGM 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 AGM 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 with a copy marked to evoting@nsdl.com and 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 AGM. Accordingly, the facility for appointment of proxies by the Members will not be available at this AGM and hence, the Proxy Form, Attendance Slip and route map of venues of AGM are not annexed to this Notice. Institutional Shareholders/ Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. The Notice of the AGM 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 ANNUAL GENERAL MEETING ARE AS UNDER:

1. The Members can join the AGM 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 AGM 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 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 AGM. 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 AGM 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 AGM/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 Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .
5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with applicable 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 AGM and Members participating at the AGM, 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 AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM 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 AGM, 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 AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
8. The remote e-voting period begins on Friday,4th September, 2026 at 9:00 a.m. and ends on Sunday, 6th September 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. 31st August 2026 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

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon

	& New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 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.**

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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 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.

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.

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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to at 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. Members who have not yet registered / updated their e-mail addresses with the Company are requested to register / update the same by following the procedure given below:

Physical Shareholders*	Send a written request in to the RTA of the Company, Kfin Technologies Limited either by email to hanumantha.patri@kfintech.com or by post to Kfin Technologies Limited, Unit: Hinduja Leyland Finance Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032

Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP

*Physical shareholders -NIL

If you are an Individual shareholder 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**.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (EVEN - 139932) ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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 pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investorrelations@hindujaleylandfinance.com between 2nd September,2026 (9.00 a.m. IST) and 6th September,2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

PARTICULARS OF DIRECTOR AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS

Name	Mr. Dheeraj G Hinduja
Date of Birth and	27th July 1971 / 55 Years
DIN	00133410

Qualification,	B.Sc. (Hons) degree in Economics & History from the University College, London, 1993 and Masters in Business Administration with specialisation in Project Management from the Imperial College, London University, 1994.
Experience and Nature of expertise in specific functional area	Mr. Dheeraj G Hinduja is a third-generation member of the Hinduja Family, which owns and controls the Hinduja Group, with diversified business interests all over the world. Employing over 2,00,000 people, the Hinduja Group's portfolio includes businesses in Automotive, Energy, Infrastructure, Finance & Banking, IT & ITES, Media, Healthcare etc. Mr. Dheeraj Hinduja has over 30 years of experience at strategic and leadership levels across a wide spectrum of businesses. An entrepreneur representing a global business conglomerate, his areas of expertise include multi-sectoral global business portfolio strategies, building and transforming organizations, attracting and nurturing best-in-class Boards and Management talents, creating world-class CSR interventions, etc. He is associated with many businesses including Automotive, Finance, Power, Information Technology, etc. He also provides Social Sector leadership in Education and Healthcare.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Director liable to retire by rotation and eligible for re-appointment. Sitting Fees as applicable to the Directors and Commission, if decided to be paid. The proposed remuneration shall be in accordance with the Remuneration Policy of the company the overall limits prescribed under Companies Act, 2013.
Remuneration last drawn	**2025-26** **Remuneration received from the company:** **1. Sitting Fees:** Rs. 9.00 Lakhs **2. Commission:** Rs. 80.00 Lakhs **Remuneration received from Hinduja Housing Finance Limited (Subsidiary Company):** **1. Sitting Fees:** Rs. 9.00 Lakhs **2. Commission:** Rs. 25.00 Lakhs
Date of first appointment on the Board	30th August, 2011
Shareholding in the Company	**-**

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	8 (Eight) Board Meetings During the FY 2025-26
Other Directorships, Memberships / Chairpersonship of Committees of other Boards	**Other Directorships:**
	1. Ashok Leyland Limited* 2. Hinduja Tech Limited* 3. Hinduja Automotive Limited (UK)* 4. Switch Mobility Automotive Limited* 5. Hinduja Hospital 6. Hinduja Housing Finance Limited*
	Chairpersonship of Committees of other Boards:
	Ashok Leyland Limited 1. Technology and Investment Committee 2. CSR Committee **Hinduja Tech Limited** 1.CSR Committee **Hinduja Housing Finance Limited** CSR Committee
	Memberships of Committees of other Boards:
	1.Ashok Leyland Limited 1.Stakeholder Relationship Committee **2.Hinduja Tech Limited** 1.Nomination & Remuneration Committee **3.Switch Mobility Automotive Limited** 1.Nomination & Remuneration Committee **4.Hinduja Housing Finance Limited** 1.Nomination and Remuneration Committee 2.Risk Management Committee

Chairman of the Board.

By Order of the Board

Place: Chennai

Date: 14th August, 2026

Srividhya Ramasamy

Company Secretary

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 3: Appointment of M/s. R Anuradha & Associates, Practicing Company Secretary as Secretarial Auditors of the Company for a period of 5 (Five) consecutive years

In terms of the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake a Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex the Secretarial Audit Report in such form as specified, with the Annual Report of the listed entity. Further every listed entity, shall basis recommendation of the Board of Directors of a company shall appoint an individual as a Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, subject to approval of the shareholders of a company at its Annual General Meeting ("AGM"). In terms of Section 204 of the Companies Act, 2013 ("the Act") and the rules made thereunder, every listed company and certain other prescribed categories of companies shall annex with its Board's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

Disclosure under Regulation 36(5) of the SEBI Listing Regulations is given hereunder:

Particulars	**Disclosure**
Proposal and Rationale for change	The Board of Directors has proposed the appointment of Ms. R Anuradha, Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of 5 consecutive years, subject to the approval of the shareholders. The proposed change in Secretarial Auditor is being undertaken in view of evolving regulatory requirements and governance expectations, including the regulatory framework applicable to entities regulated by the Reserve Bank of India (RBI), with a view to aligning the Company's governance and compliance practices with such requirements and expectations.

Particulars	Disclosure
	The change is not on account of any concern, disagreement, deficiency in service, or issue relating to the existing Secretarial Auditor i.e M/s G Ramachandran and Associates, and the existing Secretarial Auditor has completed the secretarial audit assignment up to the financial year ended 31st March,2026 in accordance with the applicable provisions of law. The Board believes that the proposed appointment is in the best interests of the Company and recommends the resolution set out at Item No. 3 of the Notice for approval by the Members.
Proposed fees payable to the M/s. R Anuradha & Associates, Practicing Company Secretary	In line with the industry benchmarks, the Board or person authorised by the Board may fix remuneration payable to M/s. R Anuradha & Associates for secretarial audit of the Company under the Act for the financial year 2026-27. The remuneration would be based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put by M/s. R Anuradha & Associates and is subject to approval of their appointment by the Shareholders at this AGM. The remuneration for the remaining tenure of M/s. R Anuradha & Associates as Secretarial Auditors for the financial years 2026-27 to 2030-31 will be approved by the Board of Directors of the Company or person authorised by the Board, basis performance review and any additional efforts required on account of changes in laws or processes, or other considerations. Besides the audit services as aforesaid, the Company would also obtain certifications and other professional services, as permissible/ mandatorily required from M/s. R Anuradha & Associates, as the Secretarial Auditors under applicable laws. The fees for such

Particulars	Disclosure
	services will be in addition to the remuneration proposed by Board of Directors of the company or person authorised by the Board.
Terms of appointment of M/s. R Anuradha & Associates, Practicing Company Secretary	The term of appointment of M/s. R Anuradha & Associates shall be for a period of five consecutive years from the commencement of financial year 2026-27 till the conclusion of the financial year 2030-31.
Credentials and profile of M/s. R Anuradha & Associates, Practicing Company Secretary	Ms. R Anuradha has over 12+ years of experience in secretarial related works. She is practicing as a Company Secretary since 2018 offering services in the following fields: a. Companies Act and its related laws b. Limited Liability Partnership Act c. SEBI d. Foreign Exchange Management Act – RBI formalities / approvals etc. e. NBFC related RBI Compliances f. Assisting in Insolvency cases – CIRP, Liquidation and voluntary liquidation g. Assisting in voluntary Liquidation including representations before the Hon’ble National Company Law Tribunal. Further, she is an external member of POSH committee for several companies and has also registered as Independent Director Regn. No. IDDB-NR-202504-072753. She has conducted Secretarial Audits for several companies operating across diverse sectors, including Non-Banking Financial Companies (NBFCs), Housing Finance Companies (HFCs), automobile, real estate, and other industries, encompassing both equity-listed and debt-listed entities. She has also represented clients in a professional capacity before the Hon'ble National Company Law

Particulars	Disclosure
	Tribunal (NCLT). Her expertise extends to advising on and ensuring compliance with various regulatory frameworks, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations (SEBI LODR), the Companies Act, 2013, the Limited Liability Partnership (LLP) Act, the Foreign Exchange Management Act (FEMA), the Insolvency and Bankruptcy Code (IBC), MSME regulations, the Importer Exporter Code (IEC), and ICEGATE compliances.
Basis of recommendation for appointment including the details in relation to and credentials of M/s. R Anuradha & Associates, Practicing Company Secretary	Ms. R Anuradha has consented in writing to her proposed appointment and confirmed that her appointment, if approved, would be in compliance with the provisions of the Act and the SEBI Listing Regulations. Ms. R Anuradha (FCS No. 13438 CP. No. 20623) has subjected herself to peer review process of the ICSI and holds a valid peer review certificate issued by the Peer Review Board of ICSI (Peer Review Certificate No.: 6566/2025) Ms. R Anuradha has also confirmed the following in support of her proposed appointment: 1. They are eligible for appointment and not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules and regulations made thereunder and ICSI Auditing Standards; 2. The proposed appointment is within the limits, if any laid down by ICSI; 3. They do not have any substantial conflict of interest in terms of ICSI Auditing Standard on Audit Engagement (CSAS 1); 4. They do not have any conflict of interest in terms of ICSI Auditing Standard on Audit Engagement (CSAS 1).

Particulars	Disclosure
	For the purpose of Regulation 24A (1A) of the LODR Regulations they are eligible to be appointed as Secretarial Auditor of the listed entity as: a) They are not a body corporate; b) They are not an officer or employee of listed entity; c) They are neither a partner, nor in the employment, of an officer or employee of the listed entity; Neither they nor their relative or partner- I. is holding security of or interest in the listed entity or its subsidiary, or of its holding or associate entity or a subsidiary of such holding entity to which the listed entity is also a subsidiary, of face value exceeding one lakh rupees; II. is indebted to the listed entity, or its subsidiary, or its holding or associate entity or a subsidiary of such holding entity to which the listed entity is also a subsidiary, in excess of five lakh rupees; or III. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, or its subsidiary, or its holding or associate entity or a subsidiary of such holding entity to which the listed entity is also a subsidiary, in excess of one lakh rupees; 5). They, whether directly or indirectly, do not have business relationship with the listed entity, or its subsidiary, or its holding or associate entity or subsidiary of such holding entity;
In case of a new Secretarial Auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	No such change

Further M/s. R Anuradha & Associates has not taken up any prohibited assignments under the Act or the SEBI Listing Regulations for the Company. Accordingly, approval of the Members is sought pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations for the appointment of M/s. R Anuradha & Associates as Secretarial Auditor of the Company to hold office for a term of five consecutive years from the commencement of financial year 2026-27 till the conclusion of the financial year 2030-31, with power to the Board (including any other Committee thereof or any other person(s) authorised by the Board or its Committee in this regard) to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said appointment, including but not limited to determination of roles and responsibilities/scope of work of the Secretarial Auditors, negotiating, finalising, signing, executing the terms of appointment and other letters or documents in this regard, deciding the terms and conditions of remuneration arising out of increase in scope of work, amendment in the applicable laws and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

All relevant documents and papers relating to Item No. 3 and referred to in this Notice, additional information provided above and annexure hereof, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to investorrelations@hindujaleylandfinance.com .