



HINDUJA LEYLAND FINANCE

July 21, 2026

Department of Corporate Services

BSE Limited

Phiroze Jeejeeboy Towers

1st Floor, Dalal Street

Mumbai – 400 001

Dear Sir / Madam,

Sub: Compliance Report on Corporate Governance pursuant to Regulation 62Q (2) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2026.

In Compliance with Regulation 62Q (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose a Compliance Report on Corporate Governance for the quarter ended June 30, 2026.

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

Thanking you,

Yours truly,

For Hinduja Leyland Finance Limited

Srividhya Ramasamy

Company Secretary & Compliance Officer

M. No. – A 22261

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

Compliance Report on Corporate Governance

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 30th June, 2026

Whether Regular Chairperson appointed- Yes

Whether Chairperson is related to Managing Director or CEO - No

I. Composition of Board of Directors

S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/No n-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappo intment	Date of Cessatio n	Tenure * (Month s)	Date of Birth	No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to Regulatio n 17A(1)& 17A(2)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulatio ns)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
1	Mr.	Dheeraj Gopichand Hinduja	ABKPH6 165Q	00133410	Chairperson/ Non-Executive Non- Independent Director	30-Aug- 2011	05-Sep- 2023	-	-	27-Jul- 1971	2	-	1	-

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappo intment	Date of Cessatio n	Tenure * (Month s)	Date of Birth	No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to regul ation 17A(1)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
2	Mr.	Sachin Sundaram Pillai	ACKPP8 384L	06400793	Executive/ Managing Director and Chief Executive Officer	11-Feb- 2020	11-Feb- 2025	-	-	6-Jun- 1972	2	-	4	-
3	Mr.	Gopal Mahadevan	AACPG7 248J	01746102	Non- Executive/ Non- Independent	16-Mar- 2015	27-Aug- 2024	31-May- 2026	-	20-May- 1966	2	-	5	-

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappo intment	Date of Cessatio n	Tenure * (Month s)	Date of Birth	No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to Regul ation 17A(1)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
4	Mr.	Kidambi Mani Balaji	AAFPB3 831R	08064743	Non-Executive /Non- Independent	25-Nov- 2025	-	-	-	26-May- 1969	2	-	2	-
5	Mr.	G S Sundararajan	AASPS1 807M	00361030	Non-Executive /Independent	21-May- 2019	21-May- 2024	-	85.11 months	29-May- 1960	2	2	5	5
6	Ms.	Manju Agarwal	AAGPA1 392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun- 2023	-	96.27 months	30-Dec- 1957	5	5	9	4

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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappo intment	Date of Cessatio n	Tenure * (Month s)	Date of Birth	No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to regul ation 17A(1)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
7	Dr.	Mandeep Maitra	AALPM9 585D	06937451	Non-Executive /Independent	21-Mar- 2023	-	-	39.11 months	16-Oct- 1965	1	1	1	-
8	Mr.	Sridharan Kesavan	AAKPS4 378P	00051976	Non-Executive /Independent	02-Sep- 2025	-	-	9.29 months	16-Aug- 1953	2	2	3	2

\$PAN of any director would not be displayed on the website of Stock Exchange

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&Category means Chairperson and or / Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

***To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.**

Note: While calculating directorships in listed entities, only directorships in equity listed companies and High Value debt Listed companies have been considered.

II. Composition of Committees

Name of committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson /Executive/ Non - Executive Independent/ Nominee)	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Mr. G S Sundararajan Mr. Sridharan Kesavan Mr. Gopal Mahadevan Mr. Kidambi Mani Balaji	Chairperson- Non-Executive/Independent Member- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Non-Independent	21-May-2019 02-Sep-2025 15-Apr-2015 10-June-2026	- - 31-May-2026 -
2. Governance, Nomination and Remuneration Committee*	Yes	Mr. G S Sundararajan Mr. Dheeraj G Hinduja Dr. Mandeep Maitra	Chairperson- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent	28-Aug-2025 13- July-2012 18-May-2023	- - -
3. Risk Management Committee	Yes	Mr. Sridharan Kesavan Mr. Gopal Mahadevan Mr. Dheeraj G Hinduja	Chairperson- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Non-Independent	02-Sep-2025 20-June-2020 03-June-2021	- 31-May-2026 -
4. Stakeholders Relationship Committee	Yes	Ms. Manju Agarwal Mr. Sachin Sundaram Pillai Mr. Kidambi Mani Balaji	Chairperson- Non-Executive/Independent Member-Executive/Non-Independent Member- Non-Executive/Non-Independent	05-June-2018 03-June-2021 29-Dec-2025	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Dheeraj G Hinduja Mr. Kidambi Mani Balaji Dr. Mandeep Maitra	Chairperson- Non-Executive/Non-Independent Member-Non- Executive/Non-Independent Member – Non-Executive / Independent	15-April-2015 29-Dec-2025 10-May-2023	- - -

Category means Chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee, if a director fits into more than one category write all categories separating them with hyphen.

***The name of Nomination & Remuneration Committee has been changed to Governance, Nomination and Remuneration Committee during the quarter.**

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III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
February 04, 2026		Yes	8	8	4	70
March 26, 2026		Yes	8	8	4	49
	April 10, 2026	Yes	8	8	4	14
	May 20, 2026	Yes	8	8	4	39
	June 02, 2026	Yes	7	7	4	12
	June 12, 2026	Yes	7	6	3	9
	June 30, 2026	Yes	7	7	4	17
<i>*to be filled in only for the current quarter meetings.</i>						

IV. Meetings of Committee							
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting of the Committee in the previous quarter	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days*
1.Audit committee							
May 20, 2026	Yes	3	2	February 04, 2026	3	2	-
				-	-	-	104
2. Governance, Nomination and Remuneration Committee							
May 20, 2026	Yes	3	2	-	-	-	-
3. Stakeholders Relationship Committee							
May 14, 2026	Yes	3	1	-	-	-	-
4.Risk Management Committee							
May 19, 2026	Yes	3	1	February 03, 2026	3	1	-
				-	-	-	104

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IV. Meetings of Committee							
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting of the Committee in the previous quarter	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days* present*
5. Corporate Social Responsibility Committee							
				February 03, 2026	3	1	-
May 14, 2026	Yes	3	1	-	-	-	99
*to be filled in only for the current quarter meetings							
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.							

V. Related Party Transactions		
Subject	Compliance status (Yes/ No/ NA)	Remarks
Whether prior approval of audit committee obtained	Yes	All related party transactions during quarter ended June 30, 2026 were within the limit approved by Audit Committee.
Whether shareholder approval obtained for material RPT	NA	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	Yes
NOTE. 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.		

Details of Cyber Security Incidence	Remarks
Whether as per Regulation 27 (2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	Nil
Other details of cyber security incidence or breaches or loss of data event	Nil
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	Nil
Sr.	Date of the event – NA
Brief details of the event – NA	

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VI. Affirmations		
	Subject	Compliance status (Yes/No)
1.	The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - a. Audit Committee	Yes
3.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - b. Governance, Nomination and Remuneration Committee	Yes
4.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - c. Stakeholders Relationship Committee	Yes
5.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - d. Risk Management Committee	Yes
6.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
7.	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
8.	The Corporate Governance Report for the previous quarter has been placed before the Board of Directors at their meeting held on May 20, 2026. Corporate Governance Report for the quarter ended June 30, 2026 will be placed before the Board of Directors at their meeting scheduled to be held in the month of August 2026.	Yes
9.	Any comments/observations/advice of the board of directors may be mentioned here.	-

For Hinduja Leyland Finance Limited

Srividhya Ramasamy
Company Secretary and Compliance Officer
Date: July 21, 2026

NOTE:- Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement "same as previous quarter" may be given.

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