



## **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 of Hinduja Leyland Finance Limited will be held on Tuesday the 25<sup>th</sup> day of June at 4.00 p.m. at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following matters and if thought fit, to pass the following resolutions.

#### **SPECIAL BUSINESSES:**

##### **1) To consider and approve issue of Non-Convertible Debentures**

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

**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any of 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 and 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, in one or more series / tranches, secured and unsecured non-convertible debentures 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.8,000 Crores (Rupees Eight 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, 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,



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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.

### **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 31<sup>st</sup> July, 2023, 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 (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 trustee(s) for securing the borrowings of the Company availed / to be availed by way of Non-convertible Debentures, 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 agreement(s), debentures trust deeds(s) or any other document, entered into / to be entered into between the Company and the trustee(s) in respect of the borrowings/debentures and containing such specific terms and conditions and



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covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the trustee(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 approve the payment of Commission to Directors**

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

**RESOLVED THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made out of the profits of the Company for each year, for a period of five years, with effect from the financial year ending 31<sup>st</sup> March, 2024, payable for financial year 2023-24 to 2027-28.

**Place: Chennai**  
**Date: May 27, 2024**

**By Order of the Board**  
**Srividhya Ramasamy**  
**Company Secretary**



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### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE VALID SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.**
2. The Explanatory Statements in terms of Section 102 of the Companies Act, 2013, in respect of business set out in item nos. 1, 2 & 3 are annexed.
3. Corporate Member(s), are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/Proxies are requested to bring their duly filled in attendance slips sent herewith to attend the meeting mentioning therein details of their Folio No. / DP and Client ID.
5. The relevant records and documents connected with the businesses, referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company, on all working days from the date hereof up to the date of the Meeting.
6. In line with MCA Circular No. 17/2020 dated April 13, 2020, the Notice of Extra Ordinary General Meeting is being sent through e-mails registered with the Company / Registrar Transfer Agent (RTA) / Depository Participants (DP).
7. Members holding Equity Shares in physical form are requested to notify change of address, change in the contact details such as e-mail id and contact details to the Company's Registrar and Transfer Agents KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 ('R & T')
8. Members holding shares in dematerialised form are requested to notify the aforesaid change of address, e-mail id and contact details to their Depository Participants ("DP").
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.



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### EXPLANATORY STATEMENT

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

##### **Item No. 1 – Issue of Non-Convertible Debentures 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 31<sup>st</sup> July, 2023 is Rs 8,000 Crores for borrowings through Non-convertible Debentures. 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 30<sup>th</sup> July, 2024.

Considering the last year issuances, the Company expects to borrow up to Rs.8,000 Crores by way of NCDs 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 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 for 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 resolution.



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### **Item No. 2 – Creation of charge on the assets of the Company:**

In the Extra-ordinary General meeting of the Members of the Company held on 31<sup>st</sup> July, 2023, 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. 40,000 Crores (revised limit Rs. 60,000 Crores, approved on 17<sup>th</sup> May, 2024) in excess of the paid-up share capital, free reserves and securities premium of the Company, without any change in the sub-limit of Rs. 8,000 Crores for borrowings through non-convertible debentures and Maximum outstanding of Rs. 2,000 Crores (revised limit Rs. 4,000 Crores, approved on 17<sup>th</sup> May, 2024) at any point in time [with a total of Rs.6,000 Crores (revised limit Rs. 12,000 Crores, approved on 17<sup>th</sup> May, 2024) to be availed during the year] through issue of Commercial papers and Direct Assignment / Securitization maximum outstanding of 10,000 Crores at any point of time and to create charge, mortgage and hypothecation on movable and immovable properties up to Rs. 60,000 Crores in excess of the paid-up share capital, free reserves and securities premium of the company. In view of the business requirements and in order to meet working capital requirements, the Board proposes to issue NCDs with a limit of Rs.8,000 Crores. The same has been approved by the Board at its meeting held on 15<sup>th</sup> May, 2024. Accordingly, special resolutions seeking the approval of members for issuing NCDs of Rs. 8000 Crores 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 trustees as set out in resolution no. 2 of the notice.

The Board recommends the resolution for 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 resolution.

### **Item 3 – Payment of Commission to Non-Executive Directors**

Pursuant to the provisions of the Companies Act, 2013 and in view of the increased responsibilities bestowed on the Directors and expectations from all stakeholders of the Company, Directors devote time and contribute in taking policy decisions and giving strategic directions in the smooth running of the affairs of the Company.



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In order to reward the Directors for shouldering higher responsibilities and to attract the best talent available for inducting them as Directors on the Board, it is proposed to consider and approve payment of remuneration by way of commission.

Section 197(4) of the Companies Act, 2013 provides for payment of remuneration to Directors not exceeding 1% of the net profits of the Company where there is a Managing Director or Whole-time Director or a Manager. It is therefore, hereby proposed to pay Commission to Directors for a period of five years, with effect from the financial year ending 31<sup>st</sup> March, 2024, payable for financial year 2023-24 to 2027-28. The Commission for FY 2023-24 shall be paid in FY 2024-25 after conclusion of the Extra-ordinary General Meeting scheduled on 25<sup>th</sup> June, 2024.

The Board recommends the resolution for approval of the members.

All directors except Mr. Sachin Pillai, Managing Director & Chief Executive Officer, are deemed to be interested or concerned in aforesaid Ordinary Resolution.

**Place: Chennai**

**Date: May 27, 2024**

**By Order of the Board  
Srividhya Ramasamy  
Company Secretary**



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## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U65993MH2008PLC384221		
Name of the Company:	HINDUJA LEYLAND FINANCE LIMITED		
Registered Office:	Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No. /Client Id*		DPID	

\* Applicable for investors holding shares in Electronic form

I/We, being the member (s) holding.....shares of the above-named Company, hereby appoint

1.	Name			
	Address			
	E-mail ID		Signature	
	Or failing him / her			
2.	Name			
	Address			
	E-mail ID		Signature	
	Or failing him / her			
3.	Name			
	Address			
	E-mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday the 25<sup>th</sup> day of June, 2024 at 4.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, Chennai – 600032 and at any adjournment thereof in respect of such resolutions as indicated below:





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Resolution No.	Resolution(s)	Vote		
		For	Against	Abstain
<b>Special Business</b>				
1	To consider and approve issue of Non-Convertible Debentures			
2	To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company in favour of Trustee(s)			
3	To approve the payment of Commission to Directors			

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Member (s)

\_\_\_\_\_

Affix Revenue  
Stamp

Re.1/-

Signature of Proxy holder (s)

\_\_\_\_\_

Note:

- 1) This Proxy form, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



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- 4) In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Tuesday the 25<sup>th</sup> day of June, 2024 at 4.00 p.m.

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./ DP & Client ID\* No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy / authorised representative for the registered shareholder of the Company.

I / We hereby record my / our presence at the Extraordinary General Meeting of Hinduja Leyland Finance Ltd, held on Tuesday the 25<sup>th</sup> day of June, 2024 at 4.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, and Chennai – 600032.

\*Applicable for shareholders holding shares in electronic form

\_\_\_\_\_  
(Member's /Proxy's Signature)



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## Route map

