

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

U65993MH2008PLC384221

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	HINDUJA LEYLAND FINANCE LIMITED	HINDUJA LEYLAND FINANCE LIMITED
Registered office address	Plot No. C-21, Tower C (1-3 Floors),,G Block, Bandra Kurla Complex, Bandra (E),Bandra(East),Bandra,Mumbai,Maharashtra,India,400051	Plot No. C-21, Tower C (1-3 Floors),,G Block, Bandra Kurla Complex, Bandra (E),Bandra(East),Bandra,Mumbai,Maharashtra,India,400051
Latitude details	19.055559	19.055559
Longitude details	72.845543	72.845543

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

HLF_RO_final.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7P

(c) *e-mail ID of the company

*****tarial@hindujaleylfinance.com

(d) *Telephone number with STD code

04*****25

(e) Website

www.hindujaleylfinance.com

iv *Date of Incorporation (DD/MM/YYYY)

12/11/2008

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400TG2017PLC117649	KFIN TECHNOLOGIES LIMITED	Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally NA Hyderabad Rangareddi Telangana 500032	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

02/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

5

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	L34101TN1948PLC000105		ASHOK LEYLAND LIMITED	Holding	61.12
2	U65922TN2015PLC100093		HINDUJA HOUSING FINANCE LIMITED	Subsidiary	100
3	U67190TN2010PLC076750		HLF SERVICES LIMITED	Associate	45.9
4	U72900TN2021PLC142824		GRO DIGITAL PLATFORMS LIMITED	Joint Venture	49.9
5	U50400TN2022PLC149280		GAADI MANDI DIGITAL PLATFORMS LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**i SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	622907700.00	545244490.00	545244490.00	545244490.00
Total amount of equity shares (in rupees)	6229077000.00	5452444900.00	5452444900.00	5452444900.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	622907700	545244490	545244490	545244490
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6229077000.00	5452444900.00	5452444900.00	5452444900.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	535162490	535162490.00	5351624900	5351624900	
Increase during the year	0.00	10082000.00	10082000.00	100820000.00	100820000.00	1905142000.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	10000000	10000000.00	100000000	100000000	1900000000
v ESOPs	0	82000	82000.00	820000	820000	5142000
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	545244490.00	545244490.00	5452444900.00	5452444900.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE146O01014

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares

Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes

3

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible Debentures	86000	100000	8600000000.00
Subordinated Debt	210650	1000000	210650000000.00
Perpetual Debentures	255	10000000	2550000000.00
Total	296905.00	11100000.00	221800000000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible Debentures	1800000000	6800000000	0	8600000000.00
Subordinated Debt	14700000000	15240000000	5500000000	24440000000.00
Perpetual Debentures	0	2550000000	0	2550000000.00
Total	16500000000.00	24590000000.00	5500000000.00	35590000000.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	16500000000.00	24590000000.00	5500000000.00	35590000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	16500000000.00	24590000000.00	5500000000.00	35590000000.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

44733300000

ii * Net worth of the Company

72992300000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	333246338	61.12	0	0.00
10	Others 	0	0.00	0	0.00
	Total	333246338.00	61.12	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	5562384	1.02	0	0.00
	(ii) Non-resident Indian (NRI)	201248	0.04	0	0.00

	(iii) Foreign national (other than NRI)	129510	0.02	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	74857697	13.73	0	0.00
10	Others	131247313	24.07	0	0.00
	QIB,NBFCs and Others				
	Total	211998152.00	38.88	0.00	0

Total number of shareholders (other than promoters)

701

Total number of shareholders (Promoters + Public/Other than promoters)

702.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	92
2	Individual - Male	271
3	Individual - Transgender	0
4	Other than individuals	339
	Total	702.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	47	701
Debenture holders	3305	3430

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	9	1	8	0.05	0.01
i Non-Independent	1	3	1	3	0.05	0.01
ii Independent	0	6	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others						
Total	1	9	1	8	0.05	0.01

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
RAMASAMY SRIVIDHYA		Company Secretary	0	
DHEERAJ GOPICHAND HINDUJA	00133410	Director	0	
SACHIN PILLAI	06400793	Managing Director	255833	
GOPAL MAHADEVAN	01746102	Director	0	
SUDHANSHU KUMAR TRIPATHI	06431686	Director	65830	
GOPALASAMUDRAM SRINIVASARAGHAVAN SUNDARARAJAN	00361030	Director	0	
MANJU AGARWAL	06921105	Director	0	
DEBABRATA SARKAR	02502618	Director	0	12/08/2025
MANDEEP MAITRA	06937451	Director	0	
JOSE MARIA ALAPONT	07712699	Director	0	02/09/2025
VIKAS JAIN		CFO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RADHEY SHYAM SHARMA	00013208	Director	22/07/2024	Cessation
JOSE MARIA ALAPONT	07712699	Additional Director	23/08/2024	Appointment
JOSE MARIA ALAPONT	07712699	Director	20/11/2024	Change in designation

JEAN BRUNOL .	03044965	Director	26/08/2024	Cessation
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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

5

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/08/2024	49	10	73.51
Extra-Ordinary General Meeting	17/05/2024	49	11	74.85
Extra-Ordinary General Meeting	12/03/2025	626	12	74.05
Extra-Ordinary General Meeting	25/06/2024	49	11	74.85
Extra-Ordinary General Meeting	20/11/2024	48	11	74.85

B BOARD MEETINGS

*Number of meetings held

11

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/04/2024	10	10	100
2	15/05/2024	10	10	100
3	21/07/2024	10	10	100
4	07/09/2024	9	9	100
5	31/10/2024	9	9	100
6	05/11/2024	9	9	100

7	03/02/2025	9	9	100
8	04/03/2025	9	8	88.89
9	11/03/2025	9	9	100
10	18/03/2025	9	8	88.89
11	25/03/2025	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

35

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2024	4	4	100
2	Audit Committee	19/07/2024	4	4	100
3	Audit Committee	30/10/2024	3	3	100
4	Audit Committee	05/11/2024	3	3	100
5	Audit Committee	03/02/2025	3	3	100
6	Nomination and Remuneration Committee	15/05/2024	4	4	100
7	Nomination and Remuneration Committee	05/11/2024	3	3	100
8	Nomination and Remuneration Committee	31/01/2025	3	3	100
9	Stakeholders Relationship Committee	07/05/2024	3	3	100
10	Stakeholders Relationship Committee	29/10/2024	3	3	100
11	Corporate Social Responsibility Committee	07/05/2024	3	3	100
12	Corporate Social Responsibility Committee	25/10/2024	3	3	100

13	Corporate Social Responsibility Committee	31/01/2025	3	3	100
14	Risk Management Committee	15/05/2024	4	4	100
15	Risk Management Committee	21/07/2024	4	3	75
16	Risk Management Committee	05/11/2024	3	2	66.67
17	Risk Management Committee	31/01/2025	3	2	66.67
18	Asset Liability Management Committee	15/05/2024	3	3	100
19	Asset Liability Management Committee	29/10/2024	3	3	100
20	Capital Raising Committee	04/03/2025	2	2	100
21	Credit Committee	07/05/2024	4	4	100
22	Credit Committee	30/05/2024	4	4	100
23	Credit Committee	26/06/2024	4	4	100
24	Credit Committee	15/07/2024	4	4	100
25	Credit Committee	04/09/2024	4	4	100
26	Credit Committee	25/09/2024	4	4	100
27	Credit Committee	29/10/2024	4	4	100
28	Credit Committee	24/01/2025	4	4	100
29	Credit Committee	18/03/2025	4	4	100
30	Credit Committee	25/03/2025	4	4	100
31	IT Strategy Committee	25/06/2024	4	4	100
32	IT Strategy Committee	27/09/2024	4	4	100
33	IT Strategy Committee	19/12/2024	4	4	100
34	IT Strategy Committee	24/01/2025	4	4	100
35	Committee for making Political Contributions	16/05/2024	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	02/09/2025 (Y/N/NA)
1	DHEERAJ GOPICHAND HINDUJA	11	10	90	10	7	70	No
2	SACHIN PILLAI	11	11	100	16	16	100	Yes
3	GOPAL MAHADEVAN	11	11	100	23	23	100	No
4	SUDHANSHU KUMAR TRIPATHI	11	11	100	5	5	100	No
5	DEBABRATA SARKAR	11	11	100	13	13	100	Not applicable
6	GOPALASAMUDRAM SRINIVASARAGHAVAN SUNDARARAJAN	11	11	100	20	20	100	Yes
7	MANDEEP MAITRA	11	9	81	6	6	100	No
8	JOSE MARIA ALAPONT	8	8	100	3	3	100	No
9	MANJU AGARWAL	11	11	100	16	16	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sachin Pillai	Managing Director	35148061	0	0	19044000	54192061.00
	Total		35148061.00	0.00	0.00	19044000.00	54192061.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Vikas Jain	CFO	15425140	0	0	5230324	20655464.00
2	Srividhya Ramasamy	Company Secretary	5750921	0	0	0	5750921.00
	Total		21176061.00	0.00	0.00	5230324.00	26406385.00

C *Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Dheeraj G Hinduja	Director	0	6910000	0	1200000	8110000.00
2	Sudhanshu Tripathi	Director	0	3270000	0	1200000	4470000.00
3	Gopal Mahadevan	Director	0	3620000	0	2200000	5820000.00
4	G S Sundararajan	Director	0	3660000	0	2050000	5710000.00
5	R S Sharma	Director	0	970000	0	550000	1520000.00
6	Debabrata Sarkar	Director	0	3540000	0	1700000	5240000.00
7	Manju Agarwal	Director	0	3790000	0	1900000	5690000.00
8	Mandeep Maitra	Director	0	3240000	0	1050000	4290000.00
9	Jose Maria Alapont	Director	0	3160000	0	950000	4110000.00
10	Jean Brunol	Director	0	850000	0	350000	1200000.00
	Total		0.00	33010000.00	0.00	13150000.00	46160000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOFA *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Hinduja Leyland Finance Limited	The Reserve Bank of India (RBI)	08/08/2024	Reserve Bank of India (Know Your Customer (KYC)) Directions, 2016	For non- compliance with certain provisions of the Reserve Bank of India (Know Your Customer (KYC)) Directions, 2016 with regard to FY 2022-23.	

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

4132

XIV Attachments

(a) List of share holders, debenture holders

HLFL-31.03.2025-Details of
Shareholder
Debentureholders.xlsm

(b) Optional Attachment(s), if any

HLFL MGT7 UDIN.pdf
HLF_Transfers 2024-25.pdf
HLFL MGT-8 31032025.pdf
HLFL_Clarification
Letter_signed.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of HINDUJA LEYLAND
FINANCE LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

G Ramachandran

Date (DD/MM/YYYY)

24/12/2025

Place

Chennai

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

3*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

22261

*(b) Name of the Designated Person

RAMASAMY SRIVIDHYA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 17 dated*

(DD/MM/YYYY) 06/11/2019 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*4*0*9*

***To be digitally signed by**

☐ Company Secretary ☒ Company secretary in practice

***Whether associate or fellow:**

☐ Associate ☒ Fellow

Membership number

Certificate of practice number

3*5*

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0276445

eForm filing date (DD/MM/YYYY)

24/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company