

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@hindujaleylandfinanc
e.com

(d) *Telephone number with STD code

04*****25

| (e) Website | www.hindujaleylandfinance.com | | | | | | | | |
|--|---|--|--|--|--|-----------------------|---------------------------|--|--------------|
| iv *Date of Incorporation (DD/MM/YYYY) | 12/11/2008 | | | | | | | | |
| v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i> | Public company | | | | | | | | |
| (b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i> | Company limited by shares | | | | | | | | |
| (c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i> | Indian Non-Government company | | | | | | | | |
| vi *Whether company is having share capital (as on the financial year end date) | <input checked="" type="radio"/> Yes <input type="radio"/> No | | | | | | | | |
| vii (a) Whether shares listed on recognized Stock Exchange(s) | <input type="radio"/> Yes <input checked="" type="radio"/> No | | | | | | | | |
| (b) Details of stock exchanges where shares are listed | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table> | | S. No. | Stock Exchange Name | Code | | | | | |
| S. No. | Stock Exchange Name | Code | | | | | | | |
| | | | | | | | | | |
| viii Number of Registrar and Transfer Agent | 1 | | | | | | | | |
| <table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>L72400TG2017PLC117649</td> <td>KFIN TECHNOLOGIES LIMITED</td> <td>Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally NA Hyderabad Rangareddi Telangana 500032</td> <td>INR000000221</td> </tr> </tbody> </table> | | 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 |
| 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 | <input checked="" type="radio"/> Yes <input type="radio"/> 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 | <input type="radio"/> Yes <input checked="" type="radio"/> 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

| 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

| 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

0

| | | |
|------------------------------|----------------------|--|
| 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 | 0 | 0.00 | 0 | 0.00 |
| | (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 |
| | 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 | [REDACTED] | Company Secretary | 0 | |
| DHEERAJ GOPICHAND HINDUJA | 00133410 | Director | 0 | |
| SACHIN PILLAI | 06400793 | Managing Director | 255833 | |
| GOPAL MAHADEVAN | 01746102 | Director | 0 | |
| SUDHANSU 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 | [REDACTED] | 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 |
|---------------|----------|----------|------------|-----------|

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. N o | 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 | SUDHANSU 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 THEREOF

A *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.xlsx

(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



GOPINATH (Digitally signed by
GOPINATH
RAMACHANDRAN
Date: 2025-12-26
10:38:36 +0530

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

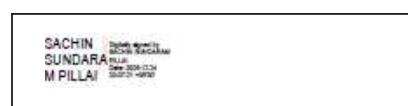
I am authorised by the Board of Directors of the Company vide resolution number* 17 dated*

(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**



SACHIN
SUNDARA
PILLAI
DIN: 18-02-24
M PILLAI
SOPD: 21-09-20

*Designation

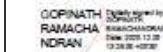
(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

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



G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. Hinduja Leyland Finance Limited (CIN# U65993MH2008PLC384221)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, 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 therefore;
 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 and its committees 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. The Company has not closed its Register of Members / Security holders.



Page 1 of 6



G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

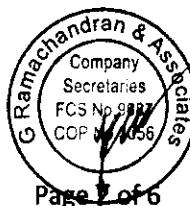
6. The Company has not granted any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. However, the Company is a Non-Banking Finance Company hence the Section 185 of the Act shall not apply.
7. Contracts/arrangements with related parties as specified 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;

We report that during the year under review;

- a) The company issued and allotted 82,000 equity shares of Rs.10/- each under Employee Stock Options Plan of the Company as detailed below:

| Date of Allotment | Face Value Per Share (in Rs.) | Premium (in Rs.) | Number of Equity shares |
|-------------------|-------------------------------|------------------|-------------------------|
| 03.09.2024 | 10 | 44.40 | 7,500 |
| 29.10.2024 | 10 | 100.00 | 10,000 |
| | 10 | 44.40 | 22,500 |
| 20.12.2024 | 10 | 44.40 | 25,000 |
| 19.02.2025 | 10 | 100.00 | 17,000 |
| TOTAL | | | 82,000 |

- b) On the recommendation of the Audit committee and the Board of Directors, the company issued and allotted 1,00,00,000 Equity shares of Rs. 10/- each at a premium of Rs. 190/- on Preferential basis to M/s. Ashok Leyland Limited on 25th March 2025. The said issue of equity shares was approved by the shareholders at the Extra-ordinary General Meeting of the company held on 12th March 2025 at a shorter notice.





G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

c) The Company issued and allotted 68,000 Secured, Rated, Listed, Redeemable Non-Convertible Debentures of Rs. 1,00,000/- each aggregating Rs. 680,00,00,000/- (Rupees Six Hundred and Eighty Crores) on various dates as follows.

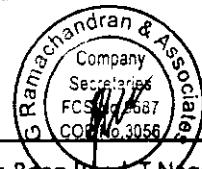
| Date of issue | No. of NCD's issued | Face Value (Rs.) | Aggregating to (Rs.) |
|---------------|---------------------|-------------------|------------------------|
| 11.06.2024 | 5,500 | 1,00,000/- | 55,00,00,000/- |
| 04.07.2024 | 2,500 | 1,00,000/- | 25,00,00,000/- |
| 14.11.2024 | 50,000 | 1,00,000/- | 500,00,00,000/- |
| 17.12.2024 | 10,000 | 1,00,000/- | 10,00,00,000/- |
| Total | 68,000 | 1,00,000/- | 680,00,00,000/- |

d) The company issued and allotted 255 Unsecured Rated Listed Perpetual Non-Convertible Debentures of Rs. 1,00,00,000/- each aggregating Rs. 255,00,00,000/- (Rupees Two Hundred and Fifty Five Crores) on various dates as follows.

| Date of issue | No. of NCD's issued | Face Value (Rs.) | Aggregating to (Rs.) |
|---------------|---------------------|----------------------|------------------------|
| 02.12.2024 | 25 | 1,00,00,000/- | 25,00,00,000/- |
| 12.02.2025 | 150 | 1,00,00,000/- | 150,00,00,000/- |
| 21.03.2025 | 80 | 1,00,00,000/- | 80,00,00,000/- |
| Total | 255 | 1,00,00,000/- | 255,00,00,000/- |

e) The company issued and allotted 1,52,400 Unsecured Rated Listed Redeemable Non-Convertible Debentures of Rs. 1,00,000/- each aggregating Rs. 1524,00,00,000/- (Rupees One Thousand Five Hundred and Twenty Four Crores) on various dates as follows.

| Date of issue | No. of NCD's issued | Face Value (Rs.) | Aggregating to (Rs.) |
|---------------|---------------------|------------------|----------------------|
| 24.05.2024 | 5,000 | 1,00,000/- | 50,00,00,000/- |
| 29.05.2024 | 19,000 | 1,00,000/- | 1,90,00,00,000/- |
| 26.06.2024 | 10,000 | 1,00,000/- | 1,00,00,00,000/- |
| 10.07.2024 | 12,500 | 1,00,000/- | 125,00,00,000/- |
| 22.07.2024 | 6,500 | 1,00,000/- | 65,00,00,000/- |





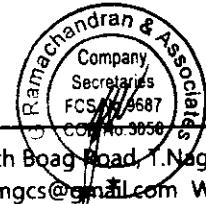
G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

| | | | |
|--------------|-----------------|-------------------|-------------------------|
| 13.08.2024 | 4,500 | 1,00,000/- | 45,00,00,000/- |
| 20.08.2024 | 5,000 | 1,00,000/- | 50,00,00,000/- |
| 28.08.2024 | 13,500 | 1,00,000/- | 135,00,00,000/- |
| 04.09.2024 | 7,500 | 1,00,000/- | 75,00,00,000/- |
| 10.09.2024 | 10,000 | 1,00,000/- | 100,00,00,000/- |
| 13.09.2024 | 7,500 | 1,00,000/- | 75,00,00,000/- |
| 19.09.2024 | 10,000 | 1,00,000/- | 100,00,00,000/- |
| 30.09.2024 | 5,000 | 1,00,000/- | 50,00,00,000/- |
| 07.10.2024 | 4,000 | 1,00,000/- | 40,00,00,000/- |
| 30.10.2024 | 20,000 | 1,00,000/- | 200,00,00,000/- |
| 06.02.2025 | 2,500 | 1,00,000/- | 25,00,00,000/- |
| 28.02.2025 | 5,000 | 1,00,000/- | 50,00,00,000/- |
| 26.03.2025 | 4,900 | 1,00,000/- | 49,00,00,000/- |
| Total | 1,52,400 | 1,00,000/- | 1524,00,00,000/- |

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; We further report that the same is not applicable to the Company;
10. The provisions relating to 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 is not applicable to the Company;
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;

We report that during the year under review;

- a) On the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3rd February 2025 re-appointed Mr. Sachin Pillai (DIN 06400793) as Managing Director for a period of 3 (Three) years with effect from 11th February, 2025. The said reappointment was approved by the Shareholders at the Extra-ordinary General meeting held on 12th March, 2025. At the Extra-ordinary General Meeting of M/s. Hinduja Housing Finance Limited (Subsidiary Company) held on 27th June





G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

2024, the shareholders approved payment of one-time Managerial remuneration to Mr. Sachin Pillai Managing Director, who is also the Managing Director of the M/s. Hinduja Leyland Finance Limited. While computing the Managerial Remuneration under Section 197, 198 read with Schedule V of the Companies Act, 2013, the one-time payment referred above was reckoned accordingly.

- b) On the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 23rd August 2024 appointed Mr. Jose Maria Alapont (DIN 07712699) as Additional Director in the category of Independent Director for a period of five years with effect from 23rd August 2024. As the Notice convening the Annual General Meeting held on 27th August, 2024 was dispatched to shareholders on 2nd August 2024 itself, the time gap between the date of appointment and date of Annual General Meeting was only three 3 days and therefore the regularization of Mr. Jose Maria Alapont as Director was not considered in the said notice. However, based on the opinion of the learned Professional, the company obtained the approval of the shareholders for his regularization as Director at the Extra-ordinary General Meeting held on 20th November 2024.
- c) On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 24th April 2024, re-appointed Mr. Gopalasamudram Srinivasaraghavan Sundararajan (DIN 00361030) as Independent Director for a period of five years with effect from 21st May 2024. The said appointment was approved by the Shareholders at their Extra-ordinary General meeting held on 17th May 2024.
- d) Mr. Radhey Shyam Sharma (DIN 00013208) Independent Director of the company retired on 22nd July 2024 on completion of tenure of his office.
- e) Mr. Jean Brunol (DIN 03044965) Independent Director of the company resigned from the Directorship of the Company on 26th August 2024.

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; However, we report that during the year under review on the recommendation of Audit committee and Board of Directors, the Shareholders at the Annual General Meeting held on 27th August 2024, appointed M/s. R Subramanian and Company LLP, Chartered Accountants (FRN:0041375/S200041) as Statutory Auditors of the company for a period of 3 (Three) years from the financial year 2024-25.



14. Approvals required to be taken from the Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company did not hold/ accept / renew any deposits;
16. Borrowings from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; We further report that the Company has borrowed from banks public financial institutions and the forms required for creation / modification / satisfaction of charges has been duly filed with the Registrar of Companies;
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; We further report that the Company is a Non-Banking Financial Company; therefore Section 186 of the Companies Act, 2013 does not apply.
18. During the year under review, the Company has not altered its Memorandum of Association and Articles of Association of the Company.
19. The Company transferred an amount of Rs. 5,65,70,391/- (Rupees Five Crore Sixty Five Lakhs Seventy Thousand Three Hundred and Ninety One only) remaining unspent for the Financial Year ended 31st March 2025 relating to ongoing projects to a separate bank account on 30th April, 2025 as required under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014

*For M/s. G Ramachandran & Associates
Company Secretaries*



*G. RAMACHANDRAN
Proprietor*
FCS No.9687 CoP. No.3056
PR No.: 2968/2023

Place: Chennai

Date: 19th December, 2025

UDIN: F009687G002539324



Ramachandran Gopinath <ramgcs@gmail.com>

UDIN generation

donotreply5@icsi.edu <donotreply5@icsi.edu>
To: ramgcs@gmail.com

Wed, Dec 24, 2025 at 5:15 PM

UDIN GENERATED SUCCESSFULLY

| | |
|------------------------------------|---|
| Membership Number | F9687 |
| UDIN Number | F009687G002743374 |
| Name of the Company | HINDUJA LEYLAND FINANCE LIMITED |
| CIN Number | U65993MH2008PLC384221 |
| Financial Year | 2025-26 |
| Document Type(Certificates) | Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013 |
| Document Description | Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013 |
| Date of signing documents | 24/12/2025 |

Date: December 22, 2025

To
 The Registrar of Companies,
 Ministry of Corporate Affairs,
 Everest, 100 Marine Drive,
 Mumbai – 400 002

Dear Sir / Madam,

Sub: Annual Return pursuant to Section 92 of the Companies Act, 2013, for the financial year ended March 31, 2025

We refer to the annual return for the financial year ended March 31, 2025. We wish to submit the following clarifications with respect to few points enlisted here.

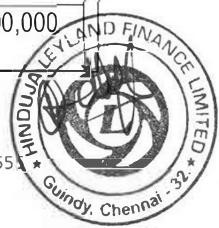
The clarifications are given point-wise as given in the e-Form:-

| S. No. | Reference Point No. in MGT 7 | Clarification | | | | | | | | | | | | | | | | |
|---------------------------------------|---|---|--|-----------------|------------------------|--|----------------------------|--------|--------|----------------|-------------------|----------|--------------------|-----------------|----------------------|-----|-------------|----------------|
| 1. | I. REGISTRATION AND OTHER DETAILS (viii) Details of Registrar and Transfer Agent (RTA) | <p>The details of RTAs for debentures are as follows:</p> <p>For Debt Securities</p> <p>1. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), a Category - I RTA registered with SEBI (Registration Number: INR000004058).</p> <p>2. Integrated Registry Management Services Private Limited, a Category - I, RTA registered with SEBI (Registration Number: INR000000544).</p> | | | | | | | | | | | | | | | | |
| 2. | IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY (iv) *Debentures (Outstanding as at the end of financial year) (a) Non-convertible debentures *Number of classes | <p>Request you to consider the Table below with respect to the Debentures (Outstanding as at the end of financial year) as we are unable to fill the "Nominal value per unit" of 1000000 and 100000 classified under the head "Subordinated Debt"</p> <table border="1"> <thead> <tr> <th>Classes of non-convertible debentures</th> <th>Number of units</th> <th>Nominal value per unit</th> <th>Total value (Outstanding at the end of the year)</th> </tr> </thead> <tbody> <tr> <td>Non-convertible Debentures</td> <td>86,000</td> <td>100000</td> <td>8,60,00,00,000</td> </tr> <tr> <td>Subordinated Debt</td> <td>2,10,650</td> <td>1000000 and 100000</td> <td>24,44,00,00,000</td> </tr> <tr> <td>Perpetual Debentures</td> <td>255</td> <td>1,00,00,000</td> <td>2,55,00,00,000</td> </tr> </tbody> </table> | Classes of non-convertible debentures | Number of units | Nominal value per unit | Total value (Outstanding at the end of the year) | Non-convertible Debentures | 86,000 | 100000 | 8,60,00,00,000 | Subordinated Debt | 2,10,650 | 1000000 and 100000 | 24,44,00,00,000 | Perpetual Debentures | 255 | 1,00,00,000 | 2,55,00,00,000 |
| Classes of non-convertible debentures | Number of units | Nominal value per unit | Total value (Outstanding at the end of the year) | | | | | | | | | | | | | | | |
| Non-convertible Debentures | 86,000 | 100000 | 8,60,00,00,000 | | | | | | | | | | | | | | | |
| Subordinated Debt | 2,10,650 | 1000000 and 100000 | 24,44,00,00,000 | | | | | | | | | | | | | | | |
| Perpetual Debentures | 255 | 1,00,00,000 | 2,55,00,00,000 | | | | | | | | | | | | | | | |

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office : No. 27A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel : (044) 22427525, 22427551
 Registered Office : Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai -400051.

CIN : U65993MH2008PLC384221 * Email : compliance@hindujaleylandfinance.com





HINDUJA LEYLAND FINANCE

| | | |
|----|--|--|
| 3. | <p>VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS.</p> <p>Details of promoters, members(other than promoters) and debenture holders and</p> <p>XIV. List of shareholders attachment.</p> | <p>We wish to submit that there were 702 Shareholders as on 31st March, 2025 whereas list of shareholders(as attached) contains 708 Numbers as mentioned in the Form under the head <u>VII. Number of Promoters, Members, Debenture Holders</u>.</p> <p>Please note that the following shareholders have two DPIDs, hence their names were repeated in the list:</p> <p>1) [REDACTED] 2) [REDACTED] 3) [REDACTED] 4) [REDACTED] 5) [REDACTED] 6) [REDACTED]</p> |
| 4. | <p><u>Transfer details</u></p> <p>IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY</p> <p>iii <u>Details of shares/debentures</u></p> <p><u>Transfers since closure date of last financial year(or in the case of first return at any time since the incorporation of the Company).</u></p> | <p>We submit that the details of Transfer are enclosed as a separate Annexure to this Form.</p> |

We have also enclosed the details regarding the Committee Meetings held and attendance of Directors for the Financial year 2024-25 as an Annexure for your reference and records.

We kindly request you to consider the e-Form MGT-7 on record, which is to be read along with these clarifications.

Yours truly,

For Hinduja Leyland Finance Limited


Srividhya Ramasamy
Company Secretary
M. No. – A22261



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ANNEXURE- I

| S.No. | Type of meeting | Date of meeting (DD/MM/YYYY) | Total Number of Members as on the date of meeting | Attendance | |
|--------------|---|---|--|--|----------------------------|
| | | | | No. of members attended | % of attendance |
| 1 | Audit Committee | 15th May,2024 | 4 | 4 | 100 |
| 2 | Audit Committee | 19th July, 2024 | 4 | 4 | 100 |
| 3 | Audit Committee | 30th October, 2024 | 3 | 3 | 100 |
| 4 | Audit Committee | 5th November, 2024 | 3 | 3 | 100 |
| 5 | Audit Committee | 3rd February, 2025 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration Committee | 15th May,2024 | 4 | 4 | 100 |
| 7 | Nomination and Remuneration Committee | 5th November, 2024 | 3 | 3 | 100 |
| 8 | Nomination and Remuneration Committee | 31st January, 2025 | 3 | 3 | 100 |
| 9 | Stakeholders Relationship Committee | 7th May,2024 | 3 | 3 | 100 |
| 10 | Stakeholders Relationship Committee | 29th October, 2024 | 3 | 3 | 100 |
| 11 | Corporate Social Responsibility Committee | 7th May,2024 | 3 | 3 | 100 |
| 12 | Corporate Social Responsibility Committee | 25th October, 2024 | 3 | 3 | 100 |
| 13 | Corporate Social Responsibility Committee | 31st January, 2025 | 3 | 3 | 100 |
| 14 | Risk Management Committee | 15th May,2024 | 4 | 4 | 100 |
| 15 | Risk Management Committee | 21st July, 2024 | 4 | 3 | 75 |

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HINDUJA LEYLAND FINANCE

| | | | | | |
|----|--|----------------------|---|---|-------|
| 16 | Risk Management Committee | 5th November, 2024 | 3 | 2 | 66.66 |
| 17 | Risk Management Committee | 31st January, 2025 | 3 | 2 | 66.66 |
| 18 | Asset Liability Management Committee | 15th May, 2024 | 3 | 3 | 100 |
| 19 | Asset Liability Management Committee | 29th October, 2024 | 3 | 3 | 100 |
| 20 | Capital Raising Committee | 4th March, 2025 | 2 | 2 | 100 |
| 21 | Credit Committee | 7th May, 2024 | 4 | 4 | 100 |
| 22 | Credit Committee | 30th May, 2024 | 4 | 4 | 100 |
| 23 | Credit Committee | 26th June, 2024 | 4 | 4 | 100 |
| 24 | Credit Committee | 15th July, 2024 | 4 | 4 | 100 |
| 25 | Credit Committee | 4th September, 2024 | 4 | 4 | 100 |
| 26 | Credit Committee | 25th September, 2024 | 4 | 4 | 100 |
| 27 | Credit Committee | 29th October, 2024 | 4 | 4 | 100 |
| 28 | Credit Committee | 24th January, 2025 | 4 | 4 | 100 |
| 29 | Credit Committee | 18th March, 2025 | 4 | 4 | 100 |
| 30 | Credit Committee | 25th March, 2025 | 4 | 4 | 100 |
| 31 | IT Strategy Committee | 25th June, 2024 | 4 | 4 | 100 |
| 32 | IT Strategy Committee | 27th September, 2024 | 4 | 4 | 100 |
| 33 | IT Strategy Committee | 19th December, 2024 | 4 | 4 | 100 |
| 34 | IT Strategy Committee | 24th January, 2025 | 4 | 4 | 100 |
| 35 | Committee for making Political Contributions | 16th May, 2024 | 4 | 4 | 100 |

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HINDUJA LEYLAND FINANCE

Request you to consider the Table below with respect of the Attendance of the Directors as we were unable to mention the details of Mr. Radhey Shyam Sharma and Mr. Jean Brunol in the form:

D ATTENDANCE OF DIRECTORS

| S. N o | 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 | SUDHANSU KUMAR TRIPATHI | 11 | 11 | 100 | 5 | 5 | 100 | No |
| 5 | GOPALASAMUDRAM SRINIVASARAGHAVAN SUNDARARAJAN | 11 | 11 | 100 | 20 | 20 | 100 | Yes |
| 6 | MANDEEP MAITRA | 11 | 9 | 81 | 6 | 6 | 100 | No |
| 7 | DEBABRATA SARKAR | 11 | 11 | 100 | 13 | 13 | 100 | Not applicable |
| 8 | MANJU AGARWAL | 11 | 11 | 100 | 16 | 16 | 100 | Yes |
| 9 | JOSE MARIA ALAPONT | 8 | 8 | 100 | 3 | 3 | 100 | No |

The details of attendance of Mr. Radhey Shyam Sharma and Mr. Jean Brunol who had ceased to be Directors on account of retirement, resignation respectively, is given below:

| | | | | | | | | |
|----|--|---|---|-----|---|---|-----|----|
| 10 | RADHEY SHYAM SHARMA (retired w.e.f 22 nd July 2024) | 3 | 3 | 100 | 5 | 5 | 100 | No |
| 11 | JEAN BRUNOL (resigned w.e.f 26 th August 2024) | 3 | 3 | 100 | 1 | 1 | 100 | No |

Kindly take the above submission on record.

For Hinduja Leyland Finance Limited

Srividhya Ramasamy
Company Secretary
M. No. - A22261



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