



HINDUJA LEYLAND FINANCE

August 11, 2025
Through BSE Listing Centre

BSE Limited
Department of Corporate Services
Phiroze Jeejeeboy Towers
1st Floor, Dalal Street
Mumbai – 400 001

Dear Sir/Madam,

Sub: Intimation to the Exchange pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations")

We submit herewith a copy of the notice circulated to our shareholders for the 17th Annual General Meeting (AGM) of the Company scheduled to be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Tuesday, September 02, 2025 at 4:30 PM to transact the business specified in the notice.

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

Yours truly,

For Hinduja Leyland Finance Limited

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

Encl.: As above

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No. 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel: (044) 2242 7525, 2242 7555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051
Tel: (022) 6136 0407 | Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 | Email: compliance@hindujaleylandfinance.com



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CIN- U65993MH2008PLC384221

**Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051**

NOTICE TO MEMBERS

NOTICE is hereby given that the Seventeenth Annual General Meeting of the members of Hinduja Leyland Finance Limited will be held on Tuesday the 2nd day of September 2025 at 4.30 PM through Video Conferencing ('VC') facility/ other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2025 along with the Board's Report and Auditors Report thereon.

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

RESOLVED THAT the Audited standalone and consolidated financial statements, for the year ended 31st March, 2025 together with the Board's Report and the Independent Auditors' Report are hereby received, considered and adopted.

2) To consider re-appointment of Mr. Sudhanshu Kumar Tripathi who retires by rotation as a Director of the Company.

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

RESOLVED THAT Mr. Sudhanshu Kumar Tripathi, Director (DIN: 06431686) who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

3) To consider appointment of M/s. ASA & Associates LLP, Chartered Accountants as Joint Statutory Auditors of the Company.

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

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act") and Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" dated April 27, 2021 issued by the RBI



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(including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of the Audit Committee and the Board of Directors M/s. ASA & Associates LLP, Chartered Accountants (FRN: 009571N/N500006), be and are hereby appointed as the Joint Statutory Auditor of the company in place of M/s. Walker Chandio & Co., LLP Chartered Accountants (Firm Registration No. 001076N/N500013) whose tenure expires at the conclusion of this Annual General Meeting, at remuneration of and reimbursement of out-of-pocket, travelling expenses and other applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT M/s. ASA & Associates LLP, Chartered Accountants (FRN: 009571N/N500006), as the Joint Statutory Auditors of the Company shall hold office for a period of three years from the conclusion of the Seventeenth Annual General Meeting till the conclusion of the Twentieth Annual General Meeting (AGM) to be held in the year 2028 subject to their eligibility under Section 141 of the Companies Act, 2013 and RBI Guidelines *ibid*.

SPECIAL BUSINESS:

4) To make investments in excess of limits specified under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 179(3) and applicable provisions of Section 186 of the Companies Act, 2013 and rules made thereunder and also subject to the provisions of the Investment Policy of the Company as may be applicable from time to time, the consent of the members be and is hereby accorded to invest funds up to INR 6,000 Crore (Rupees Six Thousand Crore Only) at any point of time, in fixed deposits of banks, Certificate of Deposits of banks, liquid funds, Government securities, STRIPS, TREPS Treasury Bills, demand deposits, marketable securities issued or guaranteed by foreign sovereigns and commercial papers excluding investment in NCDs, Security Receipts, PTC and equity shares, in one or more tranches, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company.

Place: Chennai
Date: 11th August, 2025

By Order of the Board

Srividhya Ramasamy
Company Secretary



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NOTES:

1. Notice of the Annual General Meeting (AGM) is being sent to those Members / beneficial Members whose names stand registered in the Company's register of Members / list of beneficiaries received from the depositories as on 8th August, 2025.
2. 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.
3. 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.
4. Members holding shares in dematerialized form are requested to notify the change of address, e-mail id and contact details to their Depository Participants ("DP") for updation of records.
5. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022, September 25, 2023, read with circular dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
6. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
7. Those Shareholders whose has alternate email IDs, are requested to register their email ID by writing a mail to Ms. Srividhya Ramasamy, Company Secretary, email: investorrelations@hindujaleylfinance.com along with the details of their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them



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Or mail to einward.ris@kfintech.com (Kfin Technologies Limited, Company's RTA) Telephone No. 040 67166222

8. The Members can join the AGM through VC/OAVM facility which shall be kept open for the Members 15 minutes before and after the scheduled time of the meeting. Members are requested to follow the procedure as mentioned below in the Notice
9. The attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members may attend the AGM, by following the invitation link sent to their registered email ID. Once you click the meeting invitation link the meeting screen will appear. By clicking on the JOIN MEETING tab you will be redirected to Meeting Room via web browser or by running Zoom Application as you may please and the helpline numbers for joining the Meeting through Electronic Mode are Tel No: 044 2242 7527
11. Since the AGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
12. Pursuant to the MCA Circulars, notice of the AGM along with Annual Report for FY 2024-25 is being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 - Further, members may note that the Notice and Annual Report for the FY 2024-25 is also available on the Company's website www.hindujaleylfinance.com, website of stock exchange i.e., BSE Limited at www.bseindia.com.



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Instructions / Information for Members for participating in the AGM through VC/OAVM are as under: -

1. The Facility to participate the AGM through VC / OAVM will be made available to all the Members of the Company.
2. Members will be able to attend the AGM through VC/OAVM Facility through Video conference link:
<https://zoom.us/j/98983721212?pwd=QqHMu65XpjpZxL6Gpgf2uWFpb37.1>
Meeting ID: 989 8372 1212 / **Passcode:** 327972
3. Further, Members will be required to use Internet with a good connectivity to avoid any connectivity issues during the meeting.
4. Please note that Members connecting from mobile devices or tablets or through laptops etc., connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members can submit questions in advance with regard to the any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investorrelations@hindujaleylfinance.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
6. Assent or dissent on the AGM resolutions, in case the poll is demanded and such poll is being proceeded with in the meeting and the members may convey their vote through the designated e-mail id: investorrelations@hindujaleylfinance.com

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

Name	Mr. Sudhanshu Kumar Tripathi
Date of Birth	07.06.1959
Age	66 Years
DIN	06431686



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Qualification,	Mr. Sudhanshu Kumar Tripathi is a graduate in science (electrical engineering) from the Bihar Institute of Technology, Ranchi University and a Post Graduate diploma in business management from XLRI – Jamshedpur.
Experience and Nature of expertise in specific functional area	He is a member of Hinduja Group's apex Global Leadership Team. Apart from collective leadership responsibilities, he oversees: i) Board Governance, effectiveness and assessment process ii) Group Human Capital Strategy & Execution iii) Group leadership lifecycle. He is a Chairman of GOCL Corporation Ltd. and Director on Boards of Hinduja Leyland Finance Ltd., IDL Explosives Ltd., and Hinduja Global Solutions Ltd. With extensive experience in human resource management across various sectors, began career as a Graduate Engineer Trainee at Tata Steel. Currently the Group President - Human Resources of the Hinduja Group. He has been a Member of Eastern Regional Council, All India Mgmt. Association and has also been associated with FICCI, EFJ and Rotary Club. He has taught at XLRI, Indian Institute of Coal Management and other Management Schools as Visiting Faculty
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Director liable to retire by rotation and eligible for re-appointment. Sitting Fees as applicable to the Directors and Commission, if decided to be paid. The proposed remuneration shall be linked to the factors like chairmanship of committees, membership of committees, attendance in Board and Committee Meetings, etc. as defined in the Remuneration Policy. This will be within the overall limit prescribed under Companies Act, 2013. The said policy is available on the website of the Company at: https://hindujaleylandfinance.com/assets/pdf/Remuneration%20Policy.pdf
Remuneration last drawn	FY 2024-25 1. Sitting Fees: Rs. 12.00 Lakhs 2. Commission: Rs. 32.70 Lakhs
Date of first appointment on the Board	August 13, 2015
Shareholding in the Company	65,830
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not related to other Directors and Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	11 (Eleven) Board Meetings During the FY 2024-25
Other Directorships, Memberships / Chairpersonship of Committees of other Boards	Directorship in Other Companies: i. NDL Ventures Limited (formerly known as NXTDIGITAL Limited) (Chairman) ii. Hinduja Global Solutions Limited iii. GOCL Corporation Limited (Chairman) iv. IDL Explosives Limited v. HGS Digital LLC (Foreign Company)



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	vi. Diversify Offshore Staffing Solutions Pty Ltd. (<i>Foreign Company</i>)
	Chairpersonship of Committees of other Boards:
	1. GOCL Corporation Limited (i) Stakeholders Relationship Committee (ii) CSR Committee 2. IDL Explosives Limited (i) CSR Committee (ii) Investment Appraisal & Project Review Committee
	Memberships of Committees of other Boards: 1. NDL Ventures Limited (formerly known as Nxtdigital Limited) (i) Nomination and Remuneration Committee (ii) Stakeholders Relationship Committee (iii) CSR Committee (iv) Committee of Directors 2. GOCL Corporation Limited (i) Nomination and Remuneration Committee (ii) Investment Appraisal & Project Review Committee (iii) Safety Review Committee (iv) Committee of Directors Real Estate 3. Hinduja Global Solutions Limited (i) Audit Committee (ii) Nomination and Remuneration Committee (iii) Risk Management Committee 4. IDL Explosives Limited (i) Nomination and Remuneration Committee (ii) Safety Review Committee



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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4 - To make investments in excess of limits specified under section 186 of the Companies Act, 2013

The Members may note that as per Section 186 of the Companies Act, 2013 read with the Rules framed thereunder, the Company is required to obtain the approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Accordingly, the approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire/invest by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company for an amount not exceeding INR 6000 Crores.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution. The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

By Order of the Board

Place: Chennai

Date: 11th August, 2025

Srividhya Ramasamy

Company Secretary