



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

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

ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON JUNE 25, 2024 AT 4.00 P.M. (IST)

Hinduja Leyland Finance Limited (“the Company”) had on May 27, 2024, dispatched electronically, to the shareholders of the Company, the Notice of Extra-Ordinary General Meeting (“EGM”) dated May 27, 2024 (“EGM Notice”), scheduled to be held on Tuesday, June 25, 2024, at 4.00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following Special Business:

- 1) To consider and approve issue of Non-Convertible Debentures**
- 2) To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company**
- 3) To approve the payment of Commission to Directors**

The Company is issuing this addendum to the EGM Notice (“Addendum”) in respect of the Explanatory Statement pertaining to Item No. 3 for considering and approving the payment of Commission to Directors. The Company is providing additional information, which is referenced in the following matter forming part of Explanatory Statement annexed to the EGM Notice:

Explanatory Statement for Item No. 3 for Payment of Commission to Non-Executive Directors on page 6 and wherever the reference is drawn to the Commission of Non-Executive Directors.

In respect of the aforesaid subject matter, the Members are requested to take note of the following:



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

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

Disclosure as required under Schedule V to the Companies Act, 2013 and Secretarial Standard-2 by ICSI, is given hereunder:

I. General Information:

| | | |
|---|--|--|
| 1 | Nature of Industry | Non-Banking Financial Company |
| 2 | Date or expected date of commencement of commercial production | <p>Hinduja Leyland Finance Limited was incorporated on November 12, 2008, as a public limited company under the Companies Act, 1956, with a certificate of incorporation granted by the ROC. Our Company received its certificate of commencement of business from the ROC on March 4, 2009. Pursuant to a certificate issued by the RBI on March 22, 2010, our Company was permitted to commence operations as a NBFC under section 45 IA of the Reserve Bank of India Act, 1934. Our Company was originally classified as a SI-NBFC-ND. Our Company was subsequently granted the status of an NBFC-AFC by the RBI pursuant to a certificate of registration received on May 12, 2014.</p> <p>In terms of the Reserve Bank of India notification no. RBI/2018-19/130 DNBR (PD) CC.No.097/03.10.001/2018-19 dated 22nd February, 2019 the company is categorized as Investment and Credit Company (ICC). Further, pursuant to RBI guidelines vide circular no. RBI/2021-22/112 - DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22, 2021 on Scale based regulations, the company is categorized as Middle Layer NBFC.</p> |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable |



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| | | | | | | |
|---|---|--|---|--|-----------------------|--|
| 4 | Financial Performance on key indicators | Standalone Financial Performance: | | | (INR In Lakhs) | |
| | | | FY 20-21 | FY 21-22 | FY 22-23 | |
| | | Revenue from Operations and Other Income | 2,77,482 | 2,66,851 | 2,75,525 | |
| | | Total Expenses | 2,42,327 | 2,35,567 | 2,38,339 | |
| | | Profit /loss before tax | 35,155 | 31,284 | 37,186 | |
| | | Profit /loss after tax | 27,013 | 23,215 | 27,681 | |
| | | Consolidated Financial Performance: | | | (INR In Lakhs) | |
| | | | FY 20-21 | FY 21-22 | FY 22-23 | |
| | | Revenue from Operations and Other Income | 3,05,330 | 3,09,795 | 3,50,155 | |
| | | Total Expenses | 2,62,106 | 2,65,031 | 2,84,504 | |
| | | Profit /loss before tax | 43,314 | 44,882 | 65,290 | |
| | | Profit /loss after tax | 33,338 | 34,089 | 48,999 | |
| | | 5 | Foreign Investment or Collaborators, if any | There is a foreign investment in the Company by UK based Hinduja Automotive Limited. There is no foreign collaboration in the Company. | | |



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II. Information about the Directors:

| S.No | Particulars | Mr. Dheeraj G Hinduja | Mr. Sudhanshu Tripathi | Mr. Gopal Mahadevan | Mr. R S Sharma | | | | | | | | | | | | | | | | | | | | | | | | |
|----------|--|---|--|--|--|-------|----------|-------|--|----------|-------|----------|-------|----------|-------|--|----------|-------|----------|-------|----------|-------|--|----------|-------|----------|-------|----------|-------|
| 1 | Background Details, Job Profile and Suitability, Recognition and Rewards | The details are available on the website of the company at https://www.hindujaleylfinance.com/index.php/about-us/board-of-directors | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Past Remuneration | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | | | | | | | | | | | | | | | | | | | | | | | | |
| | | <table border="1"> <tr><td>FY 22-23</td><td>64.35</td></tr> <tr><td>FY 21-22</td><td>55.90</td></tr> <tr><td>FY 20-21</td><td>54.32</td></tr> </table> | FY 22-23 | 64.35 | FY 21-22 | 55.90 | FY 20-21 | 54.32 | <table border="1"> <tr><td>FY 22-23</td><td>19.17</td></tr> <tr><td>FY 21-22</td><td>17.49</td></tr> <tr><td>FY 20-21</td><td>17.21</td></tr> </table> | FY 22-23 | 19.17 | FY 21-22 | 17.49 | FY 20-21 | 17.21 | <table border="1"> <tr><td>FY 22-23</td><td>20.67</td></tr> <tr><td>FY 21-22</td><td>17.54</td></tr> <tr><td>FY 20-21</td><td>19.47</td></tr> </table> | FY 22-23 | 20.67 | FY 21-22 | 17.54 | FY 20-21 | 19.47 | <table border="1"> <tr><td>FY 22-23</td><td>23.98</td></tr> <tr><td>FY 21-22</td><td>19.04</td></tr> <tr><td>FY 20-21</td><td>20.00</td></tr> </table> | FY 22-23 | 23.98 | FY 21-22 | 19.04 | FY 20-21 | 20.00 |
| FY 22-23 | 64.35 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 55.90 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 54.32 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 19.17 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 17.49 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 17.21 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 20.67 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 17.54 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 19.47 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 23.98 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 19.04 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 20.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Proposed Remuneration | The proposed remuneration to Non-Executive Directors (including Independent Directors) shall be linked to the factors like chairmanship of committees, membership of committees, attendance in Board and Committee Meetings, performing the role of Lead Independent Director etc. as defined in the Remuneration Policy. This is within the overall limit prescribed under Companies Act, 2013. The said policy is available on the website of the Company at https://www.hindujaleylfinance.com/documents/governance/HLF_Remuneration%20PolicyMAY2024.pdf | | | | | | | | | | | | | | | | | | | | | | | | | | | |



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| S.No | Particulars | Mr. Dheeraj G Hinduja | Mr. Sudhanshu Tripathi | Mr. Gopal Mahadevan | Mr. R S Sharma |
|------|---|--|-------------------------------|------------------------------|---------------------------------|
| 4 | Date of first appointment on the Board | 30 th August, 2011 | 13 th August, 2015 | 16 th March, 2015 | 19 th December, 2013 |
| 5 | Shareholding in the company | Nil | 0.01% | Nil | Nil |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmark in general, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size. | | | |



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|---|---|---|---|---------------------|--|--|-----------|-----------|-----------|-----------|---|---|---|---|---|---|--|--|--|-----------|-----------|-----------|-----------|---|---|---|---|---|---|--|--|--|-----------|-----------|-----------|-----------|---|---|---|---|---|---|--|--|--|-----------|-----------|-----------|-----------|---|---|---|---|
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director | The Directors do not have any pecuniary relationship with the Company or its Key Managerial Personnel except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 | Number of Meetings of the Board attended during FY 2023-24 | 11 | 11 | 11 | 11 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 | Number of Directorships, Membership/ Chairmanship of Committees of other Boards <small>(only other Public Companies are considered, as per Regulation 26(1)(b) of the SEBI Listing Regulations)</small> | <table border="1"> <thead> <tr> <th colspan="2">Number of directorships in other public companies</th> <th colspan="2">Number of committee positions held in other public companies</th> </tr> <tr> <th>Direct or</th> <th>Chair man</th> <th>Direc tor</th> <th>Chair man</th> </tr> </thead> <tbody> <tr> <td>5</td> <td>4</td> <td>1</td> <td>-</td> </tr> </tbody> </table> | Number of directorships in other public companies | | Number of committee positions held in other public companies | | Direct or | Chair man | Direc tor | Chair man | 5 | 4 | 1 | - | <table border="1"> <thead> <tr> <th colspan="2">Number of directorships in other public companies</th> <th colspan="2">Number of committee positions held in other public companies</th> </tr> <tr> <th>Direct or</th> <th>Chair man</th> <th>Direc tor</th> <th>Chair man</th> </tr> </thead> <tbody> <tr> <td>4</td> <td>2</td> <td>6</td> <td>1</td> </tr> </tbody> </table> | Number of directorships in other public companies | | Number of committee positions held in other public companies | | Direct or | Chair man | Direc tor | Chair man | 4 | 2 | 6 | 1 | <table border="1"> <thead> <tr> <th colspan="2">Number of directorships in other public companies</th> <th colspan="2">Number of committee positions held in other public companies</th> </tr> <tr> <th>Direct or</th> <th>Chair man</th> <th>Direc tor</th> <th>Chair man</th> </tr> </thead> <tbody> <tr> <td>5</td> <td>-</td> <td>4</td> <td>-</td> </tr> </tbody> </table> | Number of directorships in other public companies | | Number of committee positions held in other public companies | | Direct or | Chair man | Direc tor | Chair man | 5 | - | 4 | - | <table border="1"> <thead> <tr> <th colspan="2">Number of directorships in other public companies</th> <th colspan="2">Number of committee positions held in other public companies</th> </tr> <tr> <th>Direct or</th> <th>Chair man</th> <th>Direc tor</th> <th>Chair man</th> </tr> </thead> <tbody> <tr> <td>6</td> <td>-</td> <td>7</td> <td>2</td> </tr> </tbody> </table> | Number of directorships in other public companies | | Number of committee positions held in other public companies | | Direct or | Chair man | Direc tor | Chair man | 6 | - | 7 | 2 |
| Number of directorships in other public companies | | Number of committee positions held in other public companies | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Direct or | Chair man | Direc tor | Chair man | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | 4 | 1 | - | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Number of directorships in other public companies | | Number of committee positions held in other public companies | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Direct or | Chair man | Direc tor | Chair man | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | 2 | 6 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Number of directorships in other public companies | | Number of committee positions held in other public companies | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Direct or | Chair man | Direc tor | Chair man | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | - | 4 | - | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Direct or | Chair man | Direc tor | Chair man | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | - | 7 | 2 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |



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

| S.No. | Particulars | Mr. D Sarkar | Ms. Manju Agarwal | Mr. G S Sundararajan | Mr. Jean Brunol | Dr. Mandeep Maitra | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|----------|--|---|---|---|---|---|----------|-------|--|----------|-------|----------|-------|----------|-------|--|----------|-------|----------|-------|----------|-------|--|----------|-------|----------|-----|----------|-----|--|----------|-----|----------|-----|----------|-----|
| 1 | Background Details, Job Profile and Suitability, Recognition and Rewards | The details are available on the website of the company at https://www.hindujaleylfinance.com/index.php/about-us/board-of-directors | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Past Remuneration | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | Other than Sitting Fees, the Director was paid commission as follows: (INR in Lakhs) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | <table border="1"> <tr><td>FY 22-23</td><td>23.98</td></tr> <tr><td>FY 21-22</td><td>19.42</td></tr> <tr><td>FY 20-21</td><td>20.27</td></tr> </table> | FY 22-23 | 23.98 | FY 21-22 | 19.42 | FY 20-21 | 20.27 | <table border="1"> <tr><td>FY 22-23</td><td>21.05</td></tr> <tr><td>FY 21-22</td><td>17.83</td></tr> <tr><td>FY 20-21</td><td>20.73</td></tr> </table> | FY 22-23 | 21.05 | FY 21-22 | 17.83 | FY 20-21 | 20.73 | <table border="1"> <tr><td>FY 22-23</td><td>21.60</td></tr> <tr><td>FY 21-22</td><td>17.66</td></tr> <tr><td>FY 20-21</td><td>20.00</td></tr> </table> | FY 22-23 | 21.60 | FY 21-22 | 17.66 | FY 20-21 | 20.00 | <table border="1"> <tr><td>FY 22-23</td><td>18.00</td></tr> <tr><td>FY 21-22</td><td>Nil</td></tr> <tr><td>FY 20-21</td><td>Nil</td></tr> </table> | FY 22-23 | 18.00 | FY 21-22 | Nil | FY 20-21 | Nil | <table border="1"> <tr><td>FY 22-23</td><td>Nil</td></tr> <tr><td>FY 21-22</td><td>Nil</td></tr> <tr><td>FY 20-21</td><td>Nil</td></tr> </table> | FY 22-23 | Nil | FY 21-22 | Nil | FY 20-21 | Nil |
| FY 22-23 | 23.98 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 19.42 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 20.27 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 21.05 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 17.83 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 20.73 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 21.60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | 17.66 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | 20.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | 18.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 22-23 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 21-22 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| FY 20-21 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Proposed Remuneration | The proposed remuneration to Non-Executive Directors (including Independent Directors) shall be linked to the factors like chairmanship of committees, membership of committees, attendance in Board and Committee Meetings, performing the role of Lead Independent Director etc. as defined in the Remuneration Policy. This is within the overall limit prescribed under Companies Act, 2013. The said policy is available on the website of the Company at https://www.hindujaleylfinance.com/documents/governance/HLF_Remuneration%20PolicyMAY2024.pdf | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |



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| S.No. | Particulars | Mr. D Sarkar | Ms. Manju Agarwal | Mr. G S Sundararajan | Mr. Jean Brunol | Dr. Mandeep Maitra |
|-------|---|--|----------------------------|----------------------------|------------------------------|------------------------------|
| 4 | Date of first appointment on the Board | 16 th March, 2015 | 5 th June, 2018 | 21 st May, 2019 | 22 nd March, 2022 | 21 st March, 2023 |
| 5 | Shareholding in the company | Nil | Nil | Nil | Nil | Nil |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmark in general, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size. | | | | |



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|-------|---|---|-------------------|----------------------|-----------------|--------------------|
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director | The Directors do not have any pecuniary relationship with the Company or its Key Managerial Personnel except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings. | | | | |
| 8 | Number of Meetings of the Board attended during FY 2023-24 | 11 | 11 | 11 | 10 | 11 |



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|-------|--|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| 9 | Number of Directorships, Membership/ Chairmanship of Committees of other Boards (only other Public Companies are considered, as per Regulation 26(1)(b) of the SEBI Listing Regulations) | Number of directors | | Number of committee positions | | Number of directors | | Number of committee positions | | Number of directors | | Number of committee positions | | Number of directors | | Number of committee positions | | Number of directors | | Number of committee positions | |
| | | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies | hips in other public companies | held in other public companies |
| | | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman | Director | Chairman |
| | | 7 | - | 1 | - | 6 | - | 6 | 3 | 3 | - | 1 | 1 | 1 | - | 1 | - | 1 | - | 1 | - |

III. Other Information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

Not Applicable.

IV. Other Disclosures:

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Board of Director's report under the heading "Corporate Governance" to the extent applicable



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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

Members are requested to read the EGM Notice in conjunction with this Addendum and any reference to the payment of Commission to Non-Executive Directors in the EGM Notice should be deemed to include a reference to the above-mentioned addendum to the Explanatory Statement. All other contents of the EGM Notice remain unchanged.

All documents referred to in this Addendum shall be made available for inspection by the Members in the manner set out in the EGM Notice.

A copy of this addendum and the EGM Notice shall be available on the Company's website at <https://www.hindujaleylfinance.com>

Place: Chennai
Date: June 12, 2024

By Order of the Board
Srividhya Ramasamy
Company Secretary