



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Hinduja Leyland Finance Limited will be held on Friday the 17th day of May 2024 at 4.00 P.M. at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following matters and if thought fit, to pass the following resolutions.

SPECIAL BUSINESSES:

1. To consider and approve the reappointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN:00361030) as Non-Executive - Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors), Rules, 2014 ((including any statutory modification(s) or re - enactment(s) thereof, for the time being in force), Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN:00361030) who was appointed as a Non-Executive Independent Director of the Company for a period of five years with effect from 21st May, 2019 for a consecutive period of five years up to 20th May, 2024, and being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 20th May, 2029 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years with effect from 21st May, 2024 up to 20th May, 2029.”.



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RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Gopalamudram Srinivasaraghavan Sundararajan be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed under relevant statutory provisions from time to time.

RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution and to complete all compliance formalities in this regard.”

2. To consider and approve the Borrowing Limits

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

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at its extra-ordinary General Meeting held on 31st July, 2023, and pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to borrow from time to time whether in Indian rupees or foreign currency (including foreign currency term loans, external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, bonds or other securities whether convertible into equity / preference shares and / or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity / preference shares to bank(s), financial or other



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institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital, free reserves and securities premium of the Company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount as detailed below:

| Particulars | Borrowing Limits FY 2024-25 (Rs in Crores) |
|--|--|
| Overall | 60,000 |
| Non-Convertible Debentures (NCD) | 8,000 <i>(no change in the limit)</i> |
| Commercial Papers (CP) | Maximum outstanding of Rs 4,000 crores at any point in time (with a total of Rs 12,000 crores to be availed during the year) |
| Direct Assignments (DA) / Securitisation | Maximum outstanding of 10,000 Crores at any point of time. <i>(no change in the limit)</i> |

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.



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3. To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company

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

RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at its extra-ordinary General held on 31st July, 2023, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to sell, mortgage and / or create charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, in favour of lender(s), agent(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) and securities (comprising bonds or other debt instruments), issued / to be issued by the Company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreement(s), document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s), in respect of the said loans, borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s) and agent(s).



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RESOLVED FURTHER THAT the Board of directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorised to finalise and execute such deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.

Place: Chennai
Date: April 24, 2024

By Order of the Board
Srividhya Ramsamy
Company Secretary



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NOTES:

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



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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: To consider and approve reappointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN:00361030) as Non-Executive Independent Director of the Company

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Mr. Gopalamudram Srinivasaraghavan Sundararajan fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gopalamudram Srinivasaraghavan Sundararajan was appointed as an Independent Director of the Company for the first term of a period of 5 (five) consecutive years from 21st May, 2019 up to 20th May, 2024. His appointment was also approved by the members at the Annual General Meeting of the Company held on 4th July, 2019.

In terms of Section 149 read with Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the re-appointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan for a second term of consecutive 5 (five) years with effect from 21st May, 2024 up to 20th May, 2029 to the Members for approval.

The Company has received consent from Mr. Gopalamudram Srinivasaraghavan Sundararajan to act as a director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Regulation 16 of the SEBI Listing Regulations and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.



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The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Further, in the opinion of the Board, Mr. Gopalamudram Srinivasaraghavan Sundararajan fulfills the conditions specified in section 149 of the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

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

| | |
|---|---|
| Name | Gopalamudram Srinivasaraghavan Sundararajan |
| Date of Birth / Age | 29 th May, 1960 / 63 Years |
| DIN | 00361030 |
| Qualification, Experience and Nature of expertise in specific functional area | <p>Bachelor of Engineering and Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.</p> <p>He is a Director at Shriram Equipment Finance Company Limited. Earlier, he was the CEO & Managing Director of Fullerton India Credit Company Ltd. Mr. Sundararajan was nominated to the Boards of two Financial Services investments of Temasek in China, one in Nanjing for the SME Business and the other in Chengdu in their Village Bank franchise. He was an integral part of Temasek's vision for India in the Banking and Financial Services space that went on to become the fastest growing and largest networked Finance Company in the country. Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country. He is also an Independent Director in our wholly-owned subsidiary – Hinduja Housing Finance Limited.</p> |



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| | |
|--|---|
| Terms and conditions of appointment or re-appointment | Reappointment as an Independent Director for the period of five years from 21 st May, 2024 till 20 th May, 2029 |
| Details of remuneration sought to be paid and last drawn remuneration | As per the terms of remuneration payable to Independent Directors as approved by the Board and shareholders. Sitting fees for FY 2023-24 – Rs.15.50 Lakhs Commission for FY 2022-23 paid during FY 2023-24 –Rs. 21.60 Lakhs |
| Date of first appointment on the Board | 21 st May, 2019 |
| Shareholding in the Company | Nil |
| 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 | Till date he attended 10 Board Meetings during the financial year 2023-24. |
| Other Directorships, Memberships / Chairpersonship of Committees of other Boards | Name of the Companies / Bodies Corporate (Directorship):- 1. Growxcd Finance Private Limited 2. Hinduja Housing Finance Limited 3. One 97 Communication Limited 4. Utkarsh Coreinvest Limited (A) Chairmanship of Committees of other Boards Hinduja Housing Finance Limited 1. Credit Committee – Chairman 2. Audit Committee – Chairman 3. IT Strategy Committee – Chairman (B) Membership of Committees of other Boards Hinduja Housing Finance Limited 1. Risk Management Committee – Member 2. Wilful defaulter review committee – Member |



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As per regulation 17(1C) of the Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. Gopalamudram Srinivasaraghavan Sundararajan are concerned or deemed to be interested in the special resolution set out at Item No. 1 of the Notice.

Item 2 & 3 – Grant of borrowing power and creation of charge on the assets of the Company:

In the Extra-ordinary General meeting of the Members of the Company held on 31st July, 2023, the consent of the members was provided to the Board as required under Section 180(1) (c) and 180(1) (a) of the Companies Act, 2013 to borrow up to Rs.40,000 Crores in excess of the paid up share capital, free reserves and securities premium of the Company, without any change in the sub-limit of Rs 8,000 Crores for borrowings through non-convertible debentures and Maximum outstanding of Rs 2,000 crores at any point in time (with a total of Rs 6,000 crores to be availed during the year) through issue of Commercial papers and Direct Assignment / Securitization maximum outstanding of 10,000 Crores at any point of time and to create charge, mortgage and hypothecation on movable and immovable properties up to Rs. 40,000 Crores in excess of the paid up share capital, free reserves and securities premium of the company. In view of the business requirements and in order to meet working capital requirements, this limit is sought to be increased to Rs. 60,000 Crores over and above the paid-up share capital, free reserves and securities premium, without any change in the sub- limit of Rs.8,000 Crores for borrowings through non-convertible debentures and Maximum outstanding of Rs. 4,000 crores at any point in time (with a total of Rs. 12,000 crores to be availed during the year) through issue of Commercial papers and Direct Assignment / Securitization maximum outstanding of Rs. 10,000 Crores at any point of time. The same has been approved by the Board at its meeting held on 24th April, 2024. Accordingly, special resolutions seeking the approval of members as required under Section 180(1) (c) and Section 180(1) (a) of the Act are submitted for enhancement in borrowing powers as set out in resolution no. 2 of the notice and to create mortgage / charge / hypothecation on the movable / immovable properties of the Company in favour of the lenders / investors as set out in resolution no. 3 of the notice. Further, members may



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consider to authorize the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to borrow money from time to time not exceeding an amount of Rs. 60,000 Crores. The Board recommends the resolutions for consideration and approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolutions.

Place: Chennai

Date: April 24, 2024

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



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PROXY FORM

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

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

* Applicable for investors holding shares in Electronic form

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday the 17th day of May 2024 at 4.00 P.M. at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, Chennai – 600032 and at any adjournment thereof in respect of such resolutions as indicated below:



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| Resolution No. | Resolution(s) | Vote | | |
|-------------------------|--|------|---------|---------|
| | | For | Against | Abstain |
| Special Business | | | | |
| 1 | To consider and approve the reappointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN:00361030) as Non-Executive - Independent Director of the Company | | | |
| 2 | To consider and approve the Borrowing Limits | | | |
| 3 | To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company | | | |

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

Signed this _____ day of _____ 2024

Signature of Member (s)

Affix Revenue
Stamp

Re.1/-

Signature of Proxy holder (s)

Note:

- 1) This Proxy form, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 4) In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.



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ATTENDANCE SLIP

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

Extraordinary General Meeting on Friday the 17th day of May 2024 at 4.00 P.M.

Full name of the members attending _____

(In block capitals)

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

Name of Proxy _____

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

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

I / We hereby record my / our presence at the Extraordinary General Meeting of Hinduja Leyland Finance Ltd, held on Friday the 17th day of May 2024 at 4.00 P.M, at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, and Chennai – 600032.

*Applicable for shareholders holding shares in electronic form

(Member's /Proxy's Signature)



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Route map

