



HINDUJA LEYLAND FINANCE

May 29, 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 regarding the Extra-ordinary General Meeting (EGM) of the Company to be held on Friday, June 20, 2025 at 4:00 PM at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the businesses 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 & Compliance Officer
M. No. – A 22261

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

Website: www.hindujaleylfinance.com

CIN: U65993MH2008PLC384221 | Email: secretarial@hindujaleylfinance.com



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 (01/ 2025-26) of Hinduja Leyland Finance Limited will be held on Friday, the 20th day of June, 2025 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 businesses: .

SPECIAL BUSINESSES:

1) 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 17th May, 2024, 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, alternative investment funds, mutual funds, insurance companies, pension funds, sovereign funds or other acceptable sources whether by way of advances, deposits, loans, bonds, non-convertible debentures 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 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, senior or subordinated, and on such terms and conditions as the Board may deem fit, notwithstanding however, that the total borrowings exceed the aggregate of



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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 2025-26 (Rs in Crores)
Overall	70,000
Non-Convertible Debentures (NCD) (Secured and Unsecured, Senior and subordinated, Perpetual Debt Instruments)	15,000
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) (no change in the limit)
Direct Assignments (DA) / Securitisation & PTC (Pass Through Certificate)	Maximum outstanding of 12,000 Crores at any point of time.

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.

2) 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**



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RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at its extra-ordinary General held on 17th May 2024, 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).

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.

3) To consider and approve issue of Non-Convertible Debentures including Perpetual Debt Instruments (PDIs)



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

RESOLVED THAT in supersession to earlier resolution passed by the shareholders on June 25, 2024 and November 20, 2024 pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, subject to such other approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded to offer, issue and allot secured / unsecured / senior/subordinated redeemable nonconvertible debentures including perpetual debt instruments, in one or more series / tranches, on a private placement basis during a period of one year from the date of this Extra-ordinary General Meeting for an amount not exceeding Rs. 15,000 Crores (Rupees Fifteen Thousand Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by 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), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions and execute such documents, deeds, instruments and take such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred



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to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.

4) To consider and approve the revision in remuneration of Mr. Sachin Pillai, MD&CEO:

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

RESOLVED THAT in partial supersession to the earlier resolutions passed and pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), pursuant to the recommendation of Nomination and remuneration Committee and approval of the Board of Directors of the Company, the approval of members be and is hereby accorded for variation of terms of remuneration to Mr. Sachin Pillai, Managing Director Designated as Managing Director and Chief Executive Officer to the effect that, the total remuneration payable would be Rs. 561.20 lakhs per annum, on such terms and conditions as may be agreed, comprising of fixed salary of Rs. 386.63 lakhs (including other allowances and perquisites) and performance linked variable pay of Rs. 174.57 lakhs in accordance with Section I of Part II of Schedule V of the Act, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in Section 198 of Act.

RESOLVED FURTHER THAT the performance related variable compensation for FY 2024-25 be fixed at INR 190.44 lakhs.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate Mr. Sachin Pillai, Managing Director and Chief Executive Officer will be entitled to the above remuneration, allowances and perquisites as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions set out for payment of remuneration herein may be altered and varied from time to time by the Nomination and Remuneration Committee / Board as it may at its discretion deem fit within the overall ceiling fixed herein.



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RESOLVED FURTHER THAT the Special Resolution passed at the Extra-Ordinary General Meeting on 12th day of March, 2025 shall stand modified to the extent of revision of remuneration to Mr. Sachin Pillai as above mentioned and all other terms and conditions of appointment shall continue to be remain valid and effective.

5) To consider and approve amendment to the Hinduja Stock Option Plan – 2013

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

RESOLVED THAT pursuant Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and pursuant to the recommendation of the Board, the Hinduja Leyland Finance Employee Stock Option Scheme – 2013 be and is hereby amended as follows:

a) Clause 9.2 be substituted as follows:

“The Exercise Period shall commence from the date of Vesting and the Vested Options can be Exercised within a period of 7 years from date of Vesting of Option or till it is cancelled as per the provisions of the Scheme. In the event the Option is not exercised, the Option shall lapse automatically and without any act on part of the Company set up for the purpose. The amended period of 7 years shall be available for all employees of the Company (who are in the employment of the Company) and whose options have vested and 7 years has not elapsed from such vesting.”

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such steps and actions and give such directions as they may consider necessary or desirable and to obtain such approvals, permissions which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to and to give effect to this resolution.

By Order of the Board

Place: Chennai
Date: 29th May, 2025

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 to 5 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

SPECIAL BUSINESSES:

Item Nos. 1 & 2

At the Extra-ordinary General meeting of the Members of the Company held on 17th May, 2024, the consent of the members was provided to the Board as required under Section 180(1) (c) of the Companies Act, 2013 to borrow up 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 & PTC (Pass Through Certificate) maximum outstanding of Rs. 10,000 Crores at any point of time. In view of the business requirements and in order to meet working capital requirements, this limit is sought to be increased to Rs. 70,000 Crores in excess of the paid-up share capital, free reserves and securities premium, and increase in the sub- limit of Rs.15,000 Crores for borrowings through non-convertible debentures(Secured,Unsecured, Sub-ordinated, Including PDIs) 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 & PTC (Pass Through Certificate) maximum outstanding of Rs. 12,000 Crores at any point of time. The Board of Directors has approved the said increased in borrowing limits at its meeting held on 17th May2025. 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. 1 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.2 of the Notice. Further, members may 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. 70,000 Crores. The Board recommends the resolutions for the approval of the members.



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None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way directly or indirectly concerned or interested, financially or otherwise in the aforesaid Special resolutions.

Item No. 3- Issue of Non-Convertible Debentures including Perpetual Debt Instruments (PDI) on a private placement basis

Pursuant to the provisions of Section 42 of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company offering or making an invitation to subscribe to non-convertible debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations proposed to be made for such NCDs during the year.

Accordingly, issuance of NCD as approved by the Shareholders vide their resolution dated 25th June, 2024 is Rs 8,000 Crores for borrowings through Non-convertible Debentures during the one-year period. In terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 the said approval for issuance of had a validity of 1 year and therefore would expire on 24th June, 2025. Further, issuance of Perpetual Debt Instruments in addition to Non-convertible Debentures for the aforesaid limit was approved by shareholders on 20th November, 2024.

Considering the business requirements and previous issuances, the Company shall borrow up to Rs.15,000 Crores by way of NCDs including PDIs during the one-year period. The proceeds of the debentures are expected to be utilized for working capital to finance the growth of the lending portfolio of the Company in its core businesses. Further, in order to maintain its regulatory capital adequacy requirements, the Company proposes to issue NCDs (secured & unsecured) in the form of subordinated debt and perpetual debt instruments from time to time.

Accordingly, the approval of the members is being sought in connection with the aforesaid proposed issue of NCDs. Further, members are requested 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 issue NCDs as aforesaid on a private placement basis,



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as stipulated above in one or more tranches, within the overall borrowing limits of the Company, as approved by the members from time to time.

The Board recommends the resolution for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way directly or indirectly concerned or interested, financially or otherwise in the aforesaid Special resolutions.

Item No.4 - Revision in remuneration of Mr. Sachin Pillai, Managing Director and Chief Executive Officer

The Members at the Extra-ordinary General Meeting held on 12th day of March, 2025, had approved the appointment of Mr. Sachin Pillai as Managing Director for a period of 3 years with effect from 11th February, 2025. He is presently drawing a remuneration of Rs. 510.18 lakhs comprising of fixed salary of Rs. 351.48 lakhs and performance linked variable pay of Rs. 158.70 lakhs.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had considered the financial performance of the Company and the future growth prospects and at their Board Meeting held on 17th May, 2025, approved the increase in remuneration paid to Mr. Sachin Pillai, Managing Director and Chief Executive Officer of the Company. The Board further recommended the same to members for their approval, by way of Special Resolution in pursuance of provisions of Section 197, 198 and Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), to pay total remuneration not exceeding Rs. 561.20 lakhs per annum, on such terms and conditions as may be agreed between the Management and Mr. Sachin Pillai, comprising of fixed salary of Rs. 386.63 Lakhs and performance linked variable pay of Rs. 174.57 lakhs in accordance with Section I of Part II of Schedule V of the Act, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in Section 198 of Act.

The Board also considered and approved the variable compensation for FY 2024-25 of INR 190.44 lakhs.



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All the remaining terms and conditions of the employment of Mr. Sachin Pillai, MD & CEO remains the same and they may be altered and varied from time to time by the Nomination and Remuneration Committee / Board as it may at its discretion deem fit.

This explanatory statement be read and treated as written memorandum setting out the terms in compliance with the requirements of Section 190 of the Companies Act, 2013.

Please refer Annexure -1 for the Disclosure as required under Schedule V to the Companies Act, 2013 and Secretarial Standard-2 by ICSI.

The Board recommends the resolutions set-forth in item no. 4 for approval of the members, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Sachin Pillai, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

I. Information about Directors:

S. No	Particulars	Mr. Sachin Pillai (DIN- 06400793)								
1	Background Details, Job Profile and Suitability, Recognition and Rewards	The details are available on the website of the company at https://www.hindujaleylandfinance.com/index.php/about-us/board-of-directors or under path - About Us \ Board of Director on www.hindujaleylandfinace.com								
2	Terms and conditions of appointment or re-appointment	Not Applicable								
3	Past Remuneration	<div>(INR in Lakhs)</div> <table><tr><th>Financial Years</th><th>Remuneration</th></tr><tr><td>FY 24-25</td><td>510.18</td></tr><tr><td>FY 23-24</td><td>437.40</td></tr><tr><td>FY 22-23</td><td>398.80</td></tr></table>	Financial Years	Remuneration	FY 24-25	510.18	FY 23-24	437.40	FY 22-23	398.80
Financial Years	Remuneration									
FY 24-25	510.18									
FY 23-24	437.40									
FY 22-23	398.80									



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4	Proposed Remuneration	(INR in Lakhs)	
		Particulars	1 st April, 2025 to 31 st March, 2026 (per annum)
		Fixed Salary	386.63
		Performance linked Variable Pay	174.57
		Total	561.20
5	Date of first appointment on the Board	11th February, 2020	
6	Shareholding in the company	0.47%	
7	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.	
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director	The Director does not have any pecuniary relationship with the Company or its Key Managerial Personnel except to the extent of Remuneration and reimbursement of out of pocket expenses received by him for attending the meetings.	
9	Number of Meetings of the Board attended during FY 2024-25	11	



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10	Number of Directorships, Membership/ Chairmanship of Committees of other Boards (only other Public Companies are considered, as per Regulation 26 (1) (a) & (b) of the SEBI Listing Regulations)	Number of directorships in other public companies		Number of committee positions held in other public companies	
		Director	Chairman	Director	Chairman
		5	-	3	-

Item 5: Amendment to the Hinduja Stock Option Plan – 2013 (HSOP)

The Nomination and Remuneration Committee (NRC) at its meeting held on 16th May, 2025, considered that in order to enable employees to avail the benefit of exercising their stock options and further considering the delay in in the listing of the company's shares proposed the following amendment to the Hinduja Leyland Finance - Employee Stock Option Plan 2013 (HLF ESOP Scheme):

Clause Reference	Existing Provision	Proposed Amendment	Rationale for Change
Clause 9.2	The Exercise Period shall commence from the date of Vesting and the Vested Options can be Exercised within a period of 5 years from date of Vesting of Option or till it is cancelled as per the provisions of the Scheme. In the event the Option is not exercised, the Option shall lapse automatically and without	"The Exercise Period shall commence from the date of Vesting and the Vested Options can be Exercised within a period of 7 years from date of Vesting of Option or till it is cancelled as per the provisions of the Scheme. In the event the Option is not exercised, the Option shall lapse automatically	In order to provide sufficient time for grantees to exercise vested options.



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	any act on part of the Company set up for the purpose. The amended period of 5 years shall be available for all employees of the Company (who are in the employment of the Company) and whose options have vested and 5 years has not elapsed from such vesting.	and without any act on part of the Company set up for the purpose. The amended period of 7 years shall be available for all employees of the Company (who are in the employment of the Company) and whose options have vested and 7 years has not elapsed from such vesting.”	
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Details of the employees who are beneficiaries of such variation - The extension would be applicable for all live employees whose options vest on or after 17th May 2025.

The Board considered and approved the said amendment at its meeting held on 17th May, 2025 at the recommendation of the Nomination and Remuneration Committee.

Accordingly, the Board recommends the resolution set forth in the notice for approval by the shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Sudhanshu Kumar Tripathi and Mr. Gopal Mahadevan, to the extent of options held by them, is in any way directly or indirectly concerned or interested, financially or otherwise in the aforesaid Special resolutions.

By Order of the Board

Place: Chennai
Date: 29th May, 2025

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 20th day of June, 2025 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:

	Resolution(s)	Vote
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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

Resolution No.		For	Against	Abstain
Special Business				
1	To consider and approve the Borrowing Limits			
2	To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company			
3	To consider and approve issue of Non-Convertible Debentures including Perpetual Debt Instruments (PDIs)			
4	To consider and approve the revision in remuneration of Mr. Sachin Pillai, MD&CEO for FY 2025-26			
5	To consider and approve amendment to the Hinduja Stock Option Plan – 2013			

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 _____ 2025

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.



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- 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 20th day of June, 2025

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 20th day of June, 2025 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)



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

Route map

