



HINDUJA LEYLAND FINANCE

Compliance Report on Corporate Governance

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 30th June, 2025

Whether Regular Chairperson appointed- Yes														
Whether Chairperson is related to Managing Director or CEO- No														
I. Composition of Board of Directors														
S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappoin tment	Date of Cessatio n	Tenure * (Month s)	Date of Birth	No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to proviso to Regul ation 17A(1)& 17A(2)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
1	Mr.	Dheeraj Gopichand Hinduja	ABKPH 6165Q	00133410	Chairperson/ Non-Executive	30-Aug- 2011	05-Sep- 2023	-	-	27-Jul- 1971	3	-	1	-

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S.no	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive Independent/Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure * (Months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
2	Mr.	Sachin Sundaram Pillai	ACKPP 8384L	06400793	Executive/ Managing Director and Chief Executive Officer	11-Feb-2020	11 th Feb, 2025	-	-	6-Jun-1972	3	-	3	-
3	Mr.	Gopal Mahadevan	AACPG 7248J	01746102	Non-Executive/ Non-Independent	16-Mar-2015	27-Aug-2024	-	-	20-May-1966	3	-	6	1

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4	Mr.	Sudhanshu Kumar Tripathi	AAYPT 9685J	06431686	Non- Executive/ Non- Independent	13-Aug- 2015	19-Sep- 2022	-	-	07-Jun- 1959	4	-	4	1
5	Mr.	G S Sundararajan	AASPS 1807M	00361030	Non-Executive /Independent	21-May- 2019	21-May- 2024	-	73.11 months	29-May- 1960	3	3	5	5

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6	Ms.	Manju Agarwal	AAGPA 1392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun- 2023	-	84.27 months	30-Dec- 1957	6	6	9	4
7	Mr.	Debabrata Sarkar	AISPS8 116R	02502618	Non-Executive /Independent	13-Aug- 2015**	13-Aug- 2020	-	118.19 months	3-Nov- 1953	6	6	10	3
8	Dr.	Mandeep Maitra	AALPM 9585D	06937451	Non-Executive /Independent	21-Mar- 2023	-	-	27.11 months	16-Oct- 1965	1	1	1	-

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9	Mr	Jose Maria Alapont	DEHPA 6621H	07712699	Non-Executive /Independent	23-Aug- 2024	-	-	10.09 months	03-Sept- 1950	2	2	1	1

\$PAN of any director would not be displayed on the website of Stock Exchange

&Category means Chairperson and or / Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

***To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.**

****The effective date of appointment of Mr. D Sarkar is 13-Aug-2015 whereas he was initially appointed on 16-Mar-2015. Hence, the months are counted from his effective date of appointment from 13-Aug-2015 to 30-June-2025**

Note: While calculating directorships in listed entities, only directorships in equity listed companies and High Value debt Listed companies have been considered.

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II. Composition of Committees					
Name of committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson /Executive/ Non - Executive Independent/ Nominee)	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Mr. G S Sundararajan Mr. D Sarkar Mr. Gopal Mahadevan	Chairman- Non-Executive/Independent Member- Non-Executive/Independent Member- Non-Executive/Non-Independent	21-May-2019 30-Mar-2015 15-Apr-2015	- - -
2.Nomination & Remuneration Committee	Yes	Mr. D Sarkar Mr. Dheeraj G Hinduja Dr. Mandeep Maitra	Chairman- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent	30-Mar-2015 13- July-2012 18-May-2023	- - -
3. Risk Management Committee	Yes	Mr. D Sarkar Mr. Gopal Mahadevan Mr. Dheeraj G Hinduja	Chairman- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Non-Independent	02-Nov-2015 20-June-2020 03-June-2021	- - -
4. Stakeholders Relationship Committee	Yes	Ms. Manju Agarwal Mr. Sachin Sundaram Pillai Mr. Sudhanshu Kumar Tripathi	Chairperson- Non-Executive/Independent Member-Executive/Non-Independent Member- Non-Executive/Non-Independent	05-June-2018 03-June-2021 02-Jan-2016	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Dheeraj G Hinduja Mr. Sudhanshu Kumar Tripathi Dr. Mandeep Maitra	Chairman- Non-Executive/Non-Independent Member-Non- Executive/Non-Independent Member – Non-Executive / Independent	15-April-2015 12-Feb-2016 10-May-2023	- - -
Category means Chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee, if a director fits into more than one category write all categories separating them with hyphen.					

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III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
February 3,2025		Yes	9	9	5	-
March 4,2025		Yes	9	8	5	28
March 11,2025		Yes	9	9	5	6
March 18,2025		Yes	9	8	4	6
March 25,2025		Yes	9	8	4	6
	4 th April,2025	Yes	9	9	5	9
	17 th May,2025	Yes	9	9	5	42
	2 nd June,2025	Yes	9	9	5	15
*to be filled in only for the current quarter meetings.						

IV. Meetings of Committee							
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting of the Committee in the previous quarter	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days*)
1.Audit committee							
-	-	-	-	February 3, 2025	3	2	-
May 17,2025	Yes	3	2	-	-	-	102
2.Nomination & Remuneration Committee							
-	-	-	-	January 31,2025	3	2	-
16 th May,2025	Yes	3	2				104
3. Stakeholders Relationship Committee							
	-	-	-	-	-	-	-
13 th May,2025	Yes	3	1	-	-	-	-

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Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of Meeting of the Committee in the previous quarter	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days*)
4.Risk Management Committee							
-	-	-	-	January 31,2025	2	1	-
16 th May,2025	Yes	3	1				104
5. Corporate Social Responsibility Committee							
-	-	-	-	January 31,2025	3	1	-
2 nd May,2025	Yes	2	1	-	-	-	90
<i>*to be filled in only for the current quarter meetings</i>							
<i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</i>							

V. Related Party Transactions		
Subject	Compliance status (Yes/ No/ NA)	Remarks
Whether prior approval of audit committee obtained	Yes	All related party transactions during quarter ended 30 th June, 2025 were within the limit approved by Audit Committee.
Whether shareholder approval obtained for material RPT	NA	Nil
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	Nil
NOTE. 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.		

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Details of Cyber Security Incidence			Remarks
Whether as per Regulation 27 (2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	Nil	Brief details of the event	Nil

VI. Affirmations		
Subject		Compliance status (Yes/No)
1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - a. Audit Committee		Yes
3. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - b. Nomination & Remuneration Committee		Yes
4. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - c. Stakeholders Relationship Committee		Yes
5. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: - d. Risk Management Committee		Yes
6. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		Yes
7. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		Yes

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8. The Corporate Governance Report for the previous quarter has been placed before the Board of Directors at their meeting held on 17 th May, 2025. Corporate Governance Report for the quarter ended June 30, 2025 will be placed before the Board of Directors at their meeting scheduled to be held in the month of August 2025.	Yes
9. Any comments/observations/advice of the board of directors may be mentioned here.	-

For Hinduja Leyland Finance Limited

Srividhya Ramasamy
Company Secretary and Compliance Officer
Date: July 21, 2025

NOTE:- Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement “same as previous quarter” may be given.

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