



HINDUJA LEYLAND FINANCE

October 17, 2025

Department of Corporate Services

BSE Limited

Phiroze Jeejeeboy Towers

1st Floor, Dalal Street

Mumbai – 400 001

Dear Sir / Madam,

Sub: Compliance Report on Corporate Governance pursuant to Regulation 62Q (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2025.

In Compliance with Regulation 62Q (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose a Compliance Report on Corporate Governance for the quarter ended 30th September 2025.

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

Thanking you,

Yours truly,

For Hinduja Leyland Finance Limited

Srividhya Ramasamy

Company Secretary & Compliance Officer

M. No. – A 22261

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office: No. 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel: (044) 2242 7525, 2242 7555

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

Tel: (022) 6136 0407 | Website: www.hindujaleylfinance.com

CIN: U65993MH2008PLC384221 | Email: compliance@hindujaleylfinance.com



HINDUJA LEYLAND FINANCE

Compliance Report on Corporate Governance

1. Name of Listed Entity: HINDUJA LEYLAND FINANCE LIMITED

2. Quarter Ending: 30th SEPTEMBER,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 Reappo int ment	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)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	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)
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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S.no	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/Non-Executive Independent/ Nominee)	Initial Date of Appointment	Date of Reappo intment	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)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	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)
4	Mr.	Sudhanshu Kumar Tripathi	AAYPT 9685J	06431686	Non- Executive/ Non- Independent	13-Aug- 2015	02-Sep- 2025	-	-	07-Jun- 1959	3	-	3	-
5	Mr.	G S Sundararajan	AASPS 1807M	00361030	Non-Executive /Independent	21-May- 2019	21-May- 2024	-	76.11 months	29-May- 1960	3	3	5	5

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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 Directors 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)
6	Ms.	Manju Agarwal	AAGPA 1392M	06921105	Non-Executive /Independent	5-Jun-2018	5-Jun-2023	-	87.27 months	30-Dec-1957	6	6	9	4
7	Dr.	Mandeep Maitra	AALPM 9585D	06937451	Non-Executive /Independent	21-Mar-2023	-	-	30.11 months	16-Oct-1965	1	1	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 Reappo intment	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)]	Number of members hips in Audit/ Stakehol der Committ ee (s) including this listed entity (Refer Regulati on 26(1) of Listing Regulati on s)	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)
8	Mr	Sridharan Kesavan	AAKPS 4378P	00051976	Non-Executive /Independent (Additional)	2-Sept-2025	-	-	0.29 months	16-Aug- 1953	2	2	3	2
9	Mr	Debabrata Sarkar#	AISPS8 116R	02502618	Non-Executive - Independent Director	13-08-2015	13-Aug- 2020	12-Aug- 2025	120.01 months	03-Nov- 1953	6	6	10	3
10	Mr	Jose Maria Alapont #	DEHPA 6621H	07712699	Non-Executive - Independent Director	23-08-2024	-	02-Sep- 2025	12.11 months	03-Sep- 1950	2	2	1	1
*PAN of any director would not be displayed on the website of Stock Exchange														

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&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 12-Aug-2025. Mr. Debabrata Sarkar (Independent Director) retired from the Company with effect from 12th August, 2025.

Details of Directorships & Committee Memberships have been considered as on date of cessation.

Mr. Jose Maria Alapont ceased to be a director of the Company with effect from 2nd September, 2025. Details of Directorships & Committee Memberships have been considered as on date of cessation.

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

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. Sridharan Kesavan Mr. Gopal Mahadevan Mr. D Sarkar	Chairman- Non-Executive/Independent Member- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent	21-May-2019 02-Sep-2025 15-Apr-2015 30-Mar-2015	- - - 12-Aug-2025
2.Nomination & Remuneration Committee	Yes	Mr. G S Sundararajan Mr. Dheeraj G Hinduja Dr. Mandeep Maitra Mr. D Sarkar	Chairman- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Independent Chairman - Non-Executive/Independent	28-Aug-2025 13- July-2012 18-May-2023 30-Mar-2015	- - - 12-Aug-2025
3. Risk Management Committee	Yes	Mr. Sridharan Kesavan Mr. Gopal Mahadevan Mr. Dheeraj G Hinduja Mr. D Sarkar	Chairman- Non-Executive/Independent Member- Non-Executive/Non-Independent Member- Non-Executive/Non-Independent Chairman - Non-Executive/Independent	02-Sep-2025 20-June-2020 03-June-2021 02-Nov-2015	- - - 12-Aug-2025
4. Stakeholders Relationship Committee	Yes	Ms. Manju Agarwal Mr. Sachin Sundaram Pillai	Chairperson- Non-Executive/Independent Member-Executive/Non-Independent	05-June-2018 03-June-2021	- -

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		Mr. Sudhanshu Kumar Tripathi	Member- Non-Executive/Non-Independent	02-Jan-2016	-
5. Corporate Social Responsibility Committee	Yes	Mr. Dheeraj G Hinduja	Chairman- Non-Executive/Non-Independent	15-April-2015	-
		Mr. Sudhanshu Kumar Tripathi	Member-Non- Executive/Non-Independent	12-Feb-2016	-
		Dr. Mandeep Maitra	Member – Non-Executive / Independent	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.

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)
4 th April,2025		Yes	9	9	5	-
17 th May,2025		Yes	9	9	5	42
2 nd June,2025		Yes	9	9	5	15
	5 th August 2025	Yes	9	9	5	63
*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							
-	Yes	-	-	May 17,2025	3	2	-
August 5,2025	Yes	3	2	-	-	-	79
2.Nomination & Remuneration Committee							
-	Yes	-	-	16 th May,2025	3	2	-
-	-	-	-				-

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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*)
3. Stakeholders Relationship Committee							
	Yes	-	-	13 th May,2025	3	1	-
-	-	-	-	-	-	-	-
4.Risk Management Committee							
-	Yes	-	-	16 th May,2025	3	1	-
1 st August 2025	Yes	3	1				76
5. Corporate Social Responsibility Committee							
-	Yes	-	-	2nd May,2025	2	1	-
1 st August 2025	Yes	3	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 September, 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.		

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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.

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 5 th August, 2025. Corporate Governance Report for the quarter ended September 30, 2025 will be placed before the Board of Directors at their meeting scheduled to be held in the month of November 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: October 17, 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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Annexure III

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7.	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

For Hinduja Leyland Finance Limited

Srividhya Ramasamy
Company Secretary and Compliance Officer
Date: October 17, 2025

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Additional Half yearly Disclosure

Applicability of disclosure	Applicable		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	0.00	
Promoter Group or any other entity controlled by them	NIL	0.00	
Directors (including relatives) or any other entity controlled by them	NIL	0.00	
KMPs or any other entity controlled by them	NIL	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s)/promoter group, Director(s)(including their relatives), Key Managerial Personnel including their relatives) or any entity controlled by them are in the economic interest of the Company		NA	
Name	Vikas Jain		
Designation	CFO		
Place	Chennai		
Date	October 17, 2025		

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