



HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400018

NOTICE TO MEMBERS

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of Hinduja Leyland Finance Limited will be held on Monday, the 19th day of September, 2022 at 4.00 p.m through Video Conferencing ('VC') facility/ other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following items of business as an **Ordinary Resolution**:

1) To adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2022 along with the Board's Report and Auditors Report thereon.

RESOLVED THAT the Audited financial statements, for the year ended 31st March, 2022 both Standalone and Consolidated together with the Board's Report and the Independent Auditors' Report are hereby approved and adopted.

2) To re-elect Mr. Sudhanshu Kumar Tripathi (DIN:06431686), who retires by rotation as a Director of the Company.

RESOLVED THAT Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

3) To consider the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Joint Statutory Auditors of the Company.

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act") and Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" dated April 27, 2021 issued by the RBI (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to



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recommendation of the Audit Committee and the Board of Directors, M/s. Walker Chandio & Co LLP, Chartered Accountants bearing registration no. 001076N/N500013 be and are hereby appointed as the joint statutory auditor of the company in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S), whose tenure expires at this Annual General Meeting, at such remuneration plus reimbursement of out-of pocket, travelling expenses and other applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

RESOLVED FURTHER THAT M/s. Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/N500013) as the Joint Statutory Auditors of the Company shall hold office for a period of three years from the conclusion of the Fourteenth Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting (AGM) to be held in the year 2025.

4) To consider the appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W100010) as Joint Statutory Auditors of the Company.

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act") and Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)" dated April 27, 2021 issued by the RBI (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Suresh Surana & Associates, LLP bearing registration no. 121750W/W100010 be and are hereby appointed as the joint statutory auditor of the company, at such remuneration plus reimbursement of out-of pocket, travelling expenses and other applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

RESOLVED FURTHER THAT M/s. Suresh Surana & Associates LLP, Chartered Accountants bearing registration no. 121750W/W100010 as the Joint Statutory Auditors of the Company shall hold office for a period of two years from the conclusion of the Fourteenth Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting (AGM) to be held in the year 2024.



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SPECIAL BUSINESS:

5) Revision in remuneration to Mr. S. Nagarajan (DIN: 00009236), Executive Vice Chairman.

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

RESOLVED THAT in partial supersession to the Special Resolution passed by the members of the Company at their Extra-ordinary Meeting held on 25th March, 2022 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 the approval of members be and is hereby accorded for variation of terms of remuneration to Mr. S Nagarajan, (DIN:00009236), Executive Vice Chairman in accordance with Section II 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.

Particulars	1 st April 2022 to 31 st March 2023
	Per annum
Fixed Salary	
Basic Salary	24,930,720
House Rent Allowance	3,312,000
Other allowances and perquisites	3,600,000
Gross Salary per annum	31,842,720
Variable pay	
- as determined by the Committee, based on the performance, payable in one or more tranches.	15,921,280
Total Emolument	47,764,000

1. 8% increase is affected in Gross Salary which is apportioned in Basic Salary.
2. Variable Pay - 8% increase effected from previous year



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3. The other allowances and perquisites payable to Mr. S. Nagarajan, Executive Vice Chairman subject to the aforesaid limits, will include the following:
 - i. Medical reimbursement
 - ii. Leave travel concession for self and his dependent family members
 - iii. Club fees
 - iv. Medical insurance
 - v. Use of Company car
 - vi. The Company's contribution to provident fund, such other perquisites and / or allowances
4. Within the amount specified above for the financial year 2022-23, any amount out of the ceiling of Rs. 36,00,000/- that is not specifically claimed under any of the above heads shall be paid to Mr. S. Nagarajan, Executive Vice Chairman at the end of the year.
5. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force). In addition, he shall be entitled to encashment of leave at the end of the tenure and one club membership. He shall also be entitled to gratuity at the end of the tenure as per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where in any financial year during the currency of his tenure, the company has no profits or its profit are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits as specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time 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 held on 25th March, 2022, shall stand modified to the extent of revision of remuneration to Mr. S. Nagarajan as above mentioned and all other terms and conditions of appointment shall continue to be valid and effective.

6) Revision in remuneration of Mr. Sachin Pillai (DIN:06400793), Managing Director and Chief Executive Officer.

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

RESOLVED THAT in partial supersession to the Ordinary Resolution passed by the members of the Company at their Annual General meeting held on 20th September, 2021 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 the approval of members be and is hereby accorded for variation of terms of remuneration to Mr. Sachin Pillai (DIN:06400793), Managing Director Designated as Managing Director and Chief Executive Officer, in accordance with Section II 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.

Particulars	1 st April 2022 to 31 st March, 2023
	Per annum
Fixed Salary	280.00 lakhs
Performance linked Variable Pay	128.00 lakhs
Total	408.00 lakhs

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where in any financial year during the currency of his tenure, the company has no profits or its profit are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits as specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.



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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.

RESOLVED FURTHER THAT the Ordinary Resolution passed at the Annual General meeting on 20th September, 2021 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.

7) To consider and approve maintaining Registers and documents at a place other than the Registered Office.

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

RESOLVED THAT pursuant to the proviso to Section 128(1) of the Companies Act, 2013 and other applicable provisions, if any, the books of accounts of the company, the copies of Annual Returns, prepared under Section 92, together with the copies of the certificates and documents required to be annexed thereto under Section 92 be kept at the Company's corporate office at No. 27A, Developed Industrial Estate, Guindy, Chennai – 600 032 instead of being kept at the Registered Office of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the Register of Members, in respect of equity shares issued by the Company be kept at KFintech Technologies Limited having office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 instead of being kept at the Registered Office of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the Register of Debentures, in respect of securities issued by the Company be kept at the Office of Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai-600017 and Link Intime



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India Private Limited, C-101, 247 Park L.B.S. Marg, Vikhroli, West Mumbai – 400 083, instead of being kept at the Registered Office of the Company.

Place: Chennai

Date: 27-08-2022

By Order of the Board

B Shanmugasundaram

Company Secretary

NOTES:

1. Notice of the Annual General Meeting (AGM) is being sent to those Members / beneficial Members whose names stand registered in the Company's register of Members / list of beneficiaries received from the depositories as on 19-08-2022.
2. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, in respect of businesses set out in item nos. 5 to 7 is 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. 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.
5. Members holding shares in dematerialized form are requested to notify the change of address, e-mail id and contact details to their Depository Participants ("DP") for updation of records.
6. Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020 and 5th May 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ('Act') the 14th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.



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7. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
8. Those Shareholders whose has alternate email IDs, are requested to register their email ID by writing a mail to Mr. B Shanmugasundaram, Company Secretary, email:investorrelations@hindujaleylfinance.com along with the details of their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
9. The Members can join the AGM through VC/OAVM facility which shall be kept open for the Members 15 minutes before and after the scheduled time of the meeting. Members are requested to follow the procedure as mentioned below in the Notice
10. The attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Members may attend the AGM, by following the invitation link sent to their registered email ID. Once you click the meeting invitation link the meeting screen will appear. By clicking on the JOIN MEETING tab you will be redirected to Meeting Room via web browser or by running Zoom Application as you may please and the helpline numbers for joining the Meeting through Electronic Mode are +91 9841372694, +91 8470004770 and +91 8100041359.
12. Since the AGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
13. Pursuant to the MCA Circulars, notice of the AGM is being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - Members holding shares in demat form, please update your email address through your respective Depository Participant/s.



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Instructions / Information for Members for participating in the AGM through VC/OAVM are as under: -

1. The Facility to participate the AGM through VC / OAVM will be made available to all the Members of the Company.
2. Members will be able to attend the AGM through VC/OAVM Facility through Videoconference link: <https://zoom.us/j/96741041896?pwd=R2dOWFc3TEd0SFBUMG9MWXI6UWd4QT09>
Meeting ID: 967 4104 1896 / Passcode: 024363
3. Further, Members will be required to use Internet with a good speed to avoid any connectivity issues during the meeting
4. Please note that Members connecting from mobile devices or tablets or through laptops etc., connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members can submit questions in advance with regard to the any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investorrelations@hindujaleylandfinance.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
6. Assent or dissent on the AGM resolutions, in case the poll is demanded and such poll is being proceeded with in the meeting and the members may convey their vote through the designated e-mail id: investorrelations@hindujaleylandfinance.com



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

Name	Mr. Sudhanshu Kumar Tripathi
Date of Birth	07.06.1959
Age	63 Years
DIN	06431686
Qualification, Experience and Nature of expertise in specific functional area	Mr. Sudhanshu Kumar Tripathi is a graduate in science (electrical engineering) from the Bihar Institute of Technology, Ranchi University and a Post Graduate diploma in business management from XLRI – Jamshedpur. He has overseen human resource functions for many years across various sectors. Presently he is the group president - human resources of Hinduja group.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Director liable to retire by rotation and eligible for re-appointment. Sitting Fees as applicable to the Directors and Commission, if decided to be paid.
Remuneration last drawn	2021-22 1. Sitting Fees: Rs. 9.50 Lakhs 2. Commission: Rs. 17.49 Lakhs
Date of first appointment on the Board	August 13, 2015
Shareholding in the Company	65,830
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	7 (Seven) Board Meetings During the FY 2021-22
Other Directorships, Memberships / Chairpersonship of Committees of other Boards	Other Directorship:
	1. Nxtdigital Limited (formerly known as Hinduja Ventures Limited)
	2. Hinduja Global Solutions Limited
	3. GOCL Corporation Limited
	4. IDL Explosives Limited
	Chairpersonship of Committees of other Boards:
	GOCL Corporation Limited
	1. Stakeholders Relationship Committee



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	IDL Explosives Limited 1. Corporate Social Responsibility Committee 2. Investment Appraisal & Project Review Committee Memberships of Committees of other Boards: Nxtdigital Limited (Hinduja Ventures Limited) 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee 5. Committee of Directors GOCL Corporation Limited 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Investment Appraisal & Project Review Committee Hinduja Global Solutions Limited 1. Nomination & Remuneration Committee 2. Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee 4. Committee of Directors 5. Risk Management Committee IDL Explosive Limited 1. Audit Committee 2. Nomination & Remuneration Committee
Nature of expertise in specific functional area	Mr. Sudhanshu Kumar Tripathi presently is the Group President - Human Resources of Hinduja Group. Holds Bachelor's degree in science (electrical engineering) and Post Graduate diploma in business management from XLRI. He is member of Hinduja Group's apex Global Leadership and has over 35 years of experience in various sectors including in Strategic Management, Board Governance, Human Resource functions.



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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5- Revision in remuneration to Mr. S. Nagarajan, Executive Vice Chairman

At the Extra-ordinary General Meeting held on 25th March, 2022, Mr. S Nagarajan was re-appointed as Executive Vice Chairman for a period of 1 year with effect from 1st April, 2022. He is presently drawing a remuneration of Rs.442.26 Lakhs comprising of fixed salary of Rs.294.84 Lakhs and performance linked variable pay of Rs.147.42 lakhs, within the scale of remuneration approved by the shareholders at the Annual General Meeting held on 20th September, 2021.

Based on the recommendations of the Nomination and Remuneration Committee, your Board of Directors at their meeting held on 17th May, 2022, has approved the increase in remuneration paid to Mr. S. Nagarajan, Executive Vice Chairman 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. 477.64 Lakhs per annum, on such terms and conditions as may be agreed between the Management and Mr. S Nagarajan, comprising of fixed salary of Rs. 318.42 Lakhs (including Other allowances and perquisites) and performance linked variable pay of Rs.159.21 Lakhs in accordance with Section II 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 other allowances and perquisites payable to Mr. S. Nagarajan, Executive Vice Chairman subject to the aforesaid limits, will include Medical reimbursement, Leave travel concession for self and his dependent family members, Club fees, Medical insurance, use of Company car, the Company's contribution to provident fund, such other perquisites and / or allowances.

Within the amount specified above, any amount out of the ceiling of Rs.36,00,000/- that is not specifically claimed under any of the above heads shall be paid to Mr. S. Nagarajan, Executive Vice Chairman at the end of the year. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force). In addition, he shall be entitled to encashment of leave at



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the end of the tenure and one club membership. He shall also be entitled to gratuity at the end of the tenure as per the rules of the Company.

The terms and conditions set out for payment of remuneration herein and / or in the agreement to be entered into between the Company and Mr. S. Nagarajan, Executive Vice Chairman 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.

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.

The Board recommends the resolutions set-forth in Item No. 5 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. S Nagarajan, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6- Revision in remuneration of Mr. Sachin Pillai, Managing Director and Chief Executive Officer

At the Extra-ordinary General Meeting held on 25th March, 2020, Mr. Sachin Pillai was appointed as Managing Director for a period of 5 years with effect from 11th February, 2020. He is presently drawing a remuneration of Rs.378.00 lakhs comprising of fixed salary of Rs. 259.20 lakhs and performance linked variable pay of Rs. 118.80 lakhs, within the scale of remuneration approved by the shareholders at the Annual General Meeting held on 20th September, 2021.

Based on the recommendations of the Nomination and Remuneration Committee, your Board of Directors at their meeting held on 17th May, 2022, has approved the increase in remuneration paid to Mr. Sachin Pillai, Managing Director designated as 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.408.00 lakhs per annum, on



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such terms and conditions as may be agreed between the Management and Mr. Sachin Pillai, comprising of fixed salary of Rs. 280.00 Lakhs and performance linked variable pay of Rs.128.00 lakhs in accordance with Section II 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 terms and conditions set out for payment of remuneration herein and / or in the agreement to be entered into between the Company and Mr. Sachin Pillai, Managing Director and Chief Executive Officer 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.

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.

The Board recommends the resolutions set-forth in Item No. 6 for approval of the members, by way of Ordinary 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.

Item No.7- To consider and approve maintaining Registers and documents at a place other than the Registered Office

As per the proviso to Section 94(1) of the Companies Act, 2013 certain Registers and Documents which are required to be kept at the Registered Office of the Company could be kept at a place other than the Registered Office of the Company, provided that such other place has been approved by the Members by way of a Special Resolution.

The Board at its meeting held on 22nd May, 2019 and shareholders at the AGM held on 4th July, 2019 have approved the following: -



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The Register of Members, in respect of equity shares issued by the Company	Be kept at Karvy Computershare Private Limited having office at Flat No. F11, 1 st Floor, Akshaya Plaza, New No.108 Adhithanar Salai, Egmore, Chennai 600002
The copies of Annual Returns, prepared under Section 92, together with the copies of the certificates and documents required to be annexed thereto under Section 92.	Be kept at the Corporate Office at 27-A, Developed Industrial Estate, Guindy, Chennai – 600 032
The Register of Debentures, in respect of securities issued by the Company	Be kept at the Office of Integrated Integrated Enterprises (India) Private Ltd 5A, 5th Floor, Kences Towers, 1, Ramakrishna Street, T. Nagar, Chennai - 600 017.

In view of the Registered Office now in Mumbai, the State of Maharashtra, it is proposed that the registers and records may be maintained at various locations as mentioned in the Special Resolution.

The Company had appointed Karvy Computershare Private Limited having office at Flat No. F11, 1st Floor, Akshaya Plaza, New No.108 Adhithanar Salai, Egmore, Chennai – 600 002 as Registrar & Transfer Agent for equity shares in view of change in name and address of the Registrar & Transfer Agents - Karvy Computershare Private Limited, Chennai to KFin Technologies Limited, Hyderabad, who have been providing depository related services for the shares held in demat mode and also acting as Share Transfer Agent for the shares held in physical segment. Integrated Registry Management Services Private Limited having office at 2nd Floor, Kences Towers No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017 and Link Intime India Private Limited having office at C-101, 247, Park L.B.S. Marg, Vikhroli, West Mumbai – 400 083 for debentures.

The Board of Directors at their meeting held on 17th May, 2022 have approved for keeping of records as specified at the addresses mentioned in the Special Resolution. Hence, the approval of the members is



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sought in terms of Section 94(1) of the Companies Act, 2013 for keeping the above-mentioned Registers, Returns and other documents in the addresses specified above, respectively.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives of the Company are interested in the above resolution.

Place: Chennai

Date: 27-08- 2022

By Order of the Board
B Shanmugasundaram
Company Secretary