



## HINDUJA LEYLAND FINANCE

November 06, 2024

Through BSE Listing Centre

**BSE Limited**  
Department of Corporate Services  
Pheroze Jeejeeboy Towers  
1<sup>st</sup> 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 addendum to the notice of Extra-Ordinary General Meeting circulated to our shareholders on 28<sup>th</sup> October, 2024 regarding the Extra-ordinary General Meeting (EGM) of the Company to be held on Wednesday, November 20, 2024 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.

An Addendum has been issued to inform the Shareholders of the Company about the addition of special business item in the form of Special Resolution in the Notice of EGM, along with Explanatory Statement in the aforesaid Notice as Item No. 2 pertaining to **“To consider and approve issue of Non-Convertible Debentures (NCDs) including Perpetual Debt Instruments (PDIs)”** and this addendum shall be deemed to be a part of the original Notice dated October 28, 2024 and the notes provided therein, contained in the EGM Notice.

All other particulars and details as mentioned in the EGM Notice shall remain unchanged. The Addendum shall be read in conjunction with the EGM Notice dated 28<sup>th</sup> October, 2024 together with explanatory statement.

This addendum is also available on the Company's website viz. <https://www.hindujaleylandfinance.com>.

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  
Tel: (022) 6136 0407 | Website: [www.hindujaleylandfinance.com](http://www.hindujaleylandfinance.com)  
CIN: U65993MH2008PLC384221 | Email: [compliance@hindujaleylandfinance.com](mailto:compliance@hindujaleylandfinance.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**

### **ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON NOVEMBER 20, 2024 AT 4.00 P.M. (IST)**

Hinduja Leyland Finance Limited ("the Company") had on October 28, 2024, dispatched electronically, to the shareholders of the Company, the Notice of Extra-Ordinary General Meeting ("EGM") dated October 28, 2024 ("EGM Notice"), scheduled to be held on Wednesday, November 20, 2024, at 4.00 P.M. (IST at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032, to transact the following Special Business:

This is an addendum to the above-mentioned EGM Notice. The following item of business is added in the aforesaid Notice as Item No. 2 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated October 28, 2024 and the notes provided therein.

#### **SPECIAL BUSINESSES:**

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

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 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 redeemable non-convertible debentures including perpetual debt instruments, in one or more series / tranches, on private placement basis during a period of one year from the date of this Extra-ordinary General Meeting for an amount not exceeding Rs. 8,000 Crores (Rupees Eight Thousand Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and



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

**Place: Chennai**

**Date: November 06, 2024**

**By Order of the Board**

**Srividhya Ramsamy**

**Company Secretary**



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### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY TO BE VALID SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.**
2. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, in respect of business set out in item no. 2 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 to the Company Secretary.
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. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
6. 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.
7. 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 Registrar Transfer Agent (RTA) / Depository Participants (DP). The members may note that the EGM Notice is also hosted on the website of the company <https://www.hindujaleylandfinance.com>.
8. 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')
9. 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").
10. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.



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### **EXPLANATORY STATEMENT**

#### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 2 - To consider and approve issue of Non-Convertible Debentures (NCDs) including Perpetual Debt Instruments (PDIs)**

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.

The Shareholders' approval to create / offer / issue securities to raise money through capital market debt instruments viz., secured non-convertible debentures, unsecured on-convertible debentures/sub debt (which gets categorized as Tier-2 Capital) to the tune of Rs. 8,000 Crores, was duly granted on June 25, 2024. The said approval has a validity of one year i.e., valid till June 24, 2025. Since there are changes in the terms of Non-Convertible Debentures, wherein Perpetual Debt Instruments are being added for issuance, thus, in view of the proposed changes a fresh approval from Shareholders is required.

Considering the business requirements and previous issuances, the Company expects to borrow up to Rs.8,000 Crores by way of NCDs. 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 would issue non-convertible debentures including perpetual debt instruments 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 including PDIs. 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 including PDIs on a



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private placement basis, 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 and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolution.

**Place: Chennai**

**Date: November 06, 2024**

**By Order of the Board**

**Srividhya Ramsamy**

**Company Secretary**



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### PROXY FORM

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

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

\* Applicable for investors holding shares in Electronic form

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, the 20<sup>th</sup> day of November, 2024 at 4.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, Chennai – 600032 and at any adjournment thereof in respect of such resolutions as indicated below:



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Resolution No.	Resolution(s)	Vote		
		For	Against	Abstain
<b>Special Business</b>				
2	To consider and approve issue of Non-Convertible Debentures (NCDs) including Perpetual Debt Instruments (PDIs)			

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Member (s)

\_\_\_\_\_

Affix Revenue  
Stamp

Re. 1/-

Signature of Proxy holder (s)

\_\_\_\_\_

Note:

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



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### **ATTENDANCE SLIP**

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

Extraordinary General Meeting on Wednesday the 20<sup>th</sup> day of November, 2024

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 Wednesday the 20<sup>th</sup> day of November, 2024 at 4.00 p.m at the Corporate Office of the Company No.27A, Developed Industrial Estate, Guindy, and Chennai – 600032.

\*Applicable for shareholders holding shares in electronic form

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(Member's /Proxy's Signature)



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### Route map

