

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65993MH2008PLC384221

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCH1807P

(ii) (a) Name of the company

HINDUJA LEYLAND FINANCE L

(b) Registered office address

Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla C
omplex, Bandra (E) Bandra(East)
Bandra
Mumbai
Maharashtra
400051

(c) * e-mail ID of the company

CO*****@*****.co

(d) * Telephone number with STD code

04*****25

(e) Website

www.hindujaleylfinance.cc

(iii) Date of Incorporation

12/11/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 27/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ASHOK LEYLAND LIMITED	L34101TN1948PLC000105	Holding	60.4
2	HINDUJA HOUSING FINANCE L	U65922TN2015PLC100093	Subsidiary	100
3	HLF SERVICES LIMITED	U67190TN2010PLC076750	Associate	45.9
4	GRO DIGITAL PLATFORMS LIM	U72900TN2021PLC142824	Associate	49.9
5	GAADI MANDI DIGITAL PLATFO	U50400TN2022PLC149280	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	622,907,700	535,162,490	535,162,490	535,162,490
Total amount of equity shares (in Rupees)	6,229,077,000	5,351,624,900	5,351,624,900	5,351,624,900

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	622,907,700	535,162,490	535,162,490	535,162,490
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,229,077,000	5,351,624,900	5,351,624,900	5,351,624,900

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	535,019,990	535019990	5,350,199,900	5,350,199,900	

Increase during the year	0	142,500	142500	1,425,000	1,425,000	6,599,000
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	142,500	142500	1,425,000	1,425,000	6,599,000
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify NIL				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Nil				0	0	
At the end of the year	0	535,162,490	535162490	5,351,624,9	5,351,624,9	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE146O01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	81,750	1000000 and 100000	16,500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			16,500,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	19,350,000,000	6,450,000,000	9,300,000,000	16,500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

34,346,703,747

(ii) Net worth of the Company

57,260,068,062

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	323,246,338	60.4	0	
10.	Others	0	0	0	
	Total	323,246,338	60.4	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,372,672	0.63	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	76,953,480	14.38	0	
10.	Others Qualified Institutional Buye	131,590,000	24.59	0	
	Total	211,916,152	39.6	0	0

Total number of shareholders (other than promoters)

47

**Total number of shareholders (Promoters+Public/
Other than promoters)**

48

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	45	47
Debenture holders	3,121	3,696

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	9	1	9	0.05	0.01
(i) Non-Independent	1	3	1	3	0.05	0.01
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	9	1	9	0.05	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DHEERAJ GOPICHAN	00133410	Director	0	
SACHIN SUNDARAM	06400793	Managing Director	255,833	
RADHEY SHYAM SHA	00013208	Director	0	22/07/2024
GOPALASAMUDARAM	00361030	Director	0	
GOPAL MAHADEVAN	01746102	Director	0	
DEBABRATA SARKAR	02502618	Director	0	
SUDHANSHU KUMAR	06431686	Director	65,830	
MANJU AGARWAL	06921105	Director	0	
JEAN BRUNOL	03044965	Director	0	26/08/2024
MANDEEP MAITRA	06937451	Director	0	
VIKAS JAIN	AHBPJ9458K	CFO	0	
RAMASAMY SRIVIDH	BDEPS0359G	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
BALASUBRAMANIA	AXMPS7422B	Company Secretary	03/10/2023	Resignation
RAMASAMY SRIVIDH	BDEPS0359G	Company Secretary	21/12/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	28/04/2023	46	11	75.17
Extra-Ordinary General Meeting	31/07/2023	46	11	74.87
Annual General Meeting	05/09/2023	46	9	74.86

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2023	10	10	100
2	02/06/2023	10	10	100
3	28/06/2023	10	10	100
4	07/07/2023	10	10	100
5	17/07/2023	10	10	100
6	20/09/2023	10	10	100
7	09/10/2023	10	9	90
8	03/11/2023	10	10	100
9	21/12/2023	10	10	100
10	02/02/2024	10	10	100
11	12/03/2024	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

27

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18/05/2023	4	4	100
2	Audit Committee	17/07/2023	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	Audit Committee	02/11/2023	4	4	100
4	Audit Committee	02/02/2024	4	4	100
5	Nomination and Remuneration	17/05/2023	4	4	100
6	Nomination and Remuneration	25/10/2023	4	4	100
7	Stakeholders Forum	09/05/2023	3	3	100
8	Stakeholders Forum	27/10/2023	3	3	100
9	Corporate Social Responsibility	16/05/2023	3	3	100
10	Corporate Social Responsibility	25/10/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/08/2024
								(Y/N/NA)
1	DHEERAJ GOCUL	11	11	100	8	5	62.5	No
2	SACHIN SUNIL	11	11	100	12	12	100	Yes
3	RADHEY SHYAM	11	11	100	10	10	100	No
4	GOPALASAM	11	11	100	14	13	92.86	Yes
5	GOPAL MAHA	11	11	100	18	16	88.89	Yes
6	DEBABRATA	11	11	100	10	10	100	Yes
7	SUDHANSHU	11	11	100	5	5	100	No
8	MANJU AGAR	11	11	100	13	13	100	Yes
9	JEAN BRUNO	11	10	90.91	1	1	100	No
10	MANDEEP MA	11	11	100	3	3	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SACHIN SUNDARA	Managing Direct	29,896,615	0	0	13,843,385	43,740,000
	Total		29,896,615	0	0	13,843,385	43,740,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIKAS JAIN	Chief Financial C	11,812,164	0	0	4,866,084	16,678,248
2	BALASUBRAMANIA	Company Secre	1,969,760	0	0	1,546,666	3,516,426
3	RAMASAMY SRIVII	Company Secre	2,056,296	0	0	432,960	2,489,256
	Total		15,838,220	0	0	6,845,710	22,683,930

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DHEERAJ GOPICH	Director	0	6,771,000	0	1,250,000	8,021,000
2	GOPALASAMUDRA	Director	0	2,840,000	0	1,750,000	4,590,000
3	RADHEY SHYAM S	Director	0	2,655,000	0	1,600,000	4,255,000
4	GOPAL MAHADEV	Director	0	2,343,000	0	1,900,000	4,243,000
5	DEBABRATA SARK	Director	0	2,699,000	0	1,600,000	4,299,000
6	SUDHANSHU KUM	Director	0	2,175,000	0	1,250,000	3,425,000
7	MANJU AGARWAL	Director	0	2,464,000	0	1,750,000	4,214,000
8	JEAN BRUNOL	Director	0	2,073,000	0	1,050,000	3,123,000
9	MANDEEP MAITRA	Director	0	1,981,000	0	1,150,000	3,131,000
	Total		0	26,001,000	0	13,300,000	39,301,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment☒ Yes ☐ No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

G Ramachandran

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3056

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

17

dated

06/11/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SACHIN
SUNDARA
M PILLAI
Digitally signed by
SACHIN SUNDARAM
PILLAI
Date: 2024.10.25
11:29:10 +05'30'

DIN of the director

0*4*0*9*

To be digitally signed by

GOPINATH
RAMACHA
NDRAN
Digitally signed by
GOPINATH
RAMACHANDRAN
Date: 2024.10.25
14:08:48 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

9*8*

Certificate of practice number

3*5*

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders as on 31st March 2024
HLFL-MGT 8-2024.pdf
HLF_Clarification signed.pdf
Gmail - UDIN generation.pdf
Declaration of designated person.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company