



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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Hinduja Leyland Finance Limited will be held on Wednesday the 20th day of November, 2024 at 4.00 p.m. at the Corporate Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following matter and if thought fit, to pass the following resolution.

SPECIAL BUSINESS:

- 1. To consider and approve appointment of Mr. Jose Maria Alapont (DIN: 07712699) as Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the rules framed thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re - enactment(s) thereof, for the time being in force), Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, the appointment of Mr. Jose Maria Alapont (DIN: 07712699), who has been appointed as an Additional Director by the Board of Directors of the Company (“**the Board**”) based on the recommendation of the Nomination and Remuneration Committee with effect from 23rd August 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a first term of five years to hold office with effect from 23rd August, 2024 till 22nd August, 2029, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 and commission as determined by the board and / or committee from time to time, is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts deeds and things as may be necessary and expedient to give effect to the above resolution.”

Place: Chennai
Date: October 28, 2024

By Order of the Board
Srividhya Ramasamy
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. 1 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 1: To consider and approve appointment of Mr. Jose Maria Alapont (DIN: 07712699) as Non-Executive Independent Director of the Company

The Board of Ashok Leyland Limited had resolved to induct Mr. Jose Maria Alapont as an Independent Director on the Board of the Hinduja Leyland Finance Limited to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). The Board of the company, based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Jose Maria Alapont (DIN: 07712699) as an Additional Director (Non-Executive Independent Director) of the Company. As Hinduja Leyland Finance Limited is a material subsidiary of Ashok Leyland Limited, it is necessary under Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that one Independent Director of Ashok Leyland Limited shall be a director on the Board of your company.

Accordingly, pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (the 'Act') read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and such other Rule(s) and/or Regulation(s), if any, the Board of Directors have, pursuant to the Resolution adopted on 21st August, 2024, appointed Mr. Jose Maria Alapont (DIN: 07712699) as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 of the Companies Act, 2013 read with SEBI Listing Regulations and other applicable provisions of the Act and Rules made there under, the proposed resolution seeks the approval of members for the appointment of Mr. Jose Maria Alapont (DIN: 07712699) as a Non-Executive Independent Director for a term of five (5) consecutive years with effect from 23rd August, 2024 till 22nd August, 2029, not liable to retire by rotation.

Mr. Jose Maria Alapont was appointed as Additional Director on 23rd August, 2024, i.e., before the Annual General Meeting (AGM) held on 27th August, 2024. As the Notice of the AGM was circulated to all the stakeholders on 2nd August, 2024 followed by BSE filing in respect of AGM Notice and Annual Report on 2nd August, 2024, the appointment of Mr. Jose Maria Alapont was not considered in the said AGM. Hence, he is being appointed as Director within three months of his appointment, in compliance with the Regulation of 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.



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The Company has received consent from Mr. Jose Maria Alapont to act as a director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with SEBI Listing Regulations and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Jose Maria Alapont for the office of Directors of the Company.

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. Mr. Alapont will be eligible for payment of sitting fees and profit-based commission as approved by the Board and shareholders from time to time.

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

Name	Mr. Jose Maria Alapont
Date of Birth / Age	03-09-1950 / 74 years
DIN	07712699
Qualification	Degrees in Industrial Engineering from the Valencia Technical School and in Philosophy from the University of Valencia in Spain.
Experience and Nature of expertise in specific functional area	Over 40 years of experience serving global leading companies and their boards, together with experienced knowledge in corporate finance, treasury and tax, M&A, governance, human resources, labour relations, R&D, global manufacturing, purchasing, sales and marketing, make him a valuable contributor to boards, companies and investors. He was recognised, in 2012, by Northwood University as Outstanding Business Leader, selected for his business achievements and exemplary industry leadership. He was honoured, in 2011, as Leader in Innovation by Philadelphia University, for his personal accomplishments and for exemplifying the spirit of innovation. He also was honoured by the U.S. Hispanic Chamber of Commerce in 2010 with an Award which recognises leading global executives for their



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	contribution as business role models. Mr Alapont received in 2002 the Executive of the Year award from Auto Revista for successfully developing, growing and diversifying the company global business.
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director for a period of five years from 23 rd August, 2024 till 22 nd August, 2029.
Details of remuneration sought to be paid and last drawn remuneration	As per the terms of remuneration payable to Independent Directors as approved by the Board and shareholders. Last Sitting fees paid – Rs. 1,00,000/-
Date of first appointment on the Board	23 rd August, 2024 as Additional Director
Shareholding in the Company	Nil
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	Till date he has attended 1 Board Meeting during the FY 2024-25.
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<p>Name of the Companies / Bodies Corporate (Directorship):-</p> <ol style="list-style-type: none">1. Ashok Leyland Limited2. Hinduja Investment & Project Services (C)3. Switch Mobility Europe SL (C)4. Hinduja Automotive Limited5. Switch Mobility Limited <p>Membership of Committees of Other Boards</p> <p>1. Ashok Leyland Limited</p> <ul style="list-style-type: none">a) Audit Committee (C)b) Environmental, Social and Governance Committee (C)b) Nomination and Remuneration Committeec) Technology and Investment Committee <p>2. Switch Mobility Limited (foreign company)</p> <ul style="list-style-type: none">a) Audit Committee (C)b) Governance, Nomination & Remuneration Committee (C)



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A copy of the letter of appointment of Mr. Jose Maria Alapont as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's corporate office during the normal business hours. Further, in the opinion of the Board of Directors, Mr. Jose Maria Alapont Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and he is independent from the management

As per regulation 17(1C) of the Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought as Special Resolution as set out in Item No.1

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. Jose Maria Alapont are concerned or deemed to be interested in the special resolution set out at Item No. 1 of the Notice.

Place: Chennai

Date: October 28, 2024

By Order of the Board

Srividhya Ramasamy

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 20th 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
Special Business				
1	To consider and approve appointment of Mr. Jose Maria Alapont (DIN: 07712699) as Non-Executive Independent Director of the Company			

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

Rs. 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 20th 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 20th 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

(Member's /Proxy's Signature)



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Route map

