



G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
M/s. Hinduja Leyland Finance Limited
CIN# U65993TN2008PLC069837
1 Sardar Patel Road,
Guindy, Chennai - 600032

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Hinduja Leyland Finance Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information, explanations and clarifications provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the financial ended 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Hinduja Leyland Finance Limited for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) SEBI (Issue and Listing of Debt Securities) Regulations, 2008.
- (vi) SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021 with effect from 16th August 2021.
- (vii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') to the extent applicable.
- (viii) Reserve Bank of India Act, 1934 read with applicable Rules and Regulations relating to the:
 - (a) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
 - (b) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.

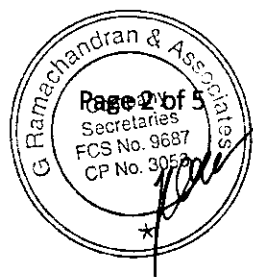
We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We report that during the audit period under review;

- 1) The company issued and allotted 1,10,500 equity shares of Rs.10/- each to its Equity Shareholders under Employee Stock Options Plan of the Company as detailed below:

S.No.	Date of Allotment	Face Value Per Share (in Rs.)	Premium (in Rs.)	Number of Equity shares
1	07.04.2021	10	18	46500
2	13.07.2021	10	65	15000
3	20.12.2021	10	44.4	19000
4	29.03.2022	10	18	10000
		10	44.4	20000
5	TOTAL			1,10,500



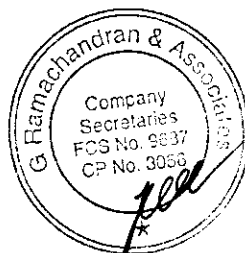
- 2) The Company has transferred an amount of Rs. 5,06,01,643/- remaining unspent relating to ongoing projects, to a separate bank account on 29th April, 2022, as required under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.
- 3) The Company issued and allotted 6750 Secured Redeemable Non-Convertible Debentures of Rs. 10,00,000/- each aggregating Rs. 675,00,00,000/- and 1500 Un-secured Redeemable Non-Convertible Debentures of Rs. 10,00,000/- each aggregating Rs. 150,00,00,000/-
- 4) The Board of Directors at their meeting held on 22nd March 2022 re-appointed Mr. S. Nagarajan (DIN 00009236) as Executive Vice Chairman for a period of one year with effect from 1st April 2022. The said reappointment was approved by the Shareholders at their Extra-ordinary General meeting held on 25th March 2022.
- 5) Mr. Andreas Hubertus Biagosh (DIN 06570499) resigned as an Independent Director of the company on 9th November 2021. The Board of Directors at their meeting held on 22nd March 2022 appointed Mr. Jean Brunol (DIN 03044965) as an Independent Director of the Company for a period of 5 years with effect from 22nd March 2022. The said appointment was approved by the Shareholders at their Extra-ordinary General meeting held on 25th March 2022.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

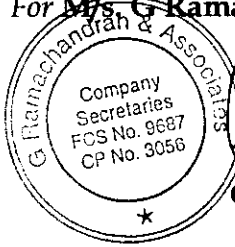
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board meetings are approved by Directors unanimously and recorded as part of the minutes.



We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For ~~M/s~~ **G Ramachandran & Associates**
Company Secretaries



G. Ramachandran

G. RAMACHANDRAN
Proprietor
FCS No.9687 CoP. No.3056

Place: Chennai

Date: 17th May, 2022

UDIN: F009687D000324738

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE-A SECRETARIAL AUDIT REPORT OF EVEN DATE

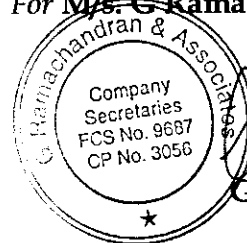
To,

The Members,
Hinduja Leyland Finance Limited
CIN# U65993TN2008PLC069837
1 Sardar Patel Road,
Guindy, Chennai – 600032

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For ~~M/s. G Ramachandran & Associates~~
Company Secretaries



G. Ramachandran
G. RAMACHANDRAN

Proprietor
FCS No.9687 CoP. No.3056

Place: Chennai
Date: 17th May, 2022
UDIN: F009687D000324738