

August 14, 2020

National Stock Exchange of India Ltd.  
Exchange Plaza  
C-1, Block G, Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Scrip Code: ASHOKLEY

Stock Symbol: 500477

Through: NEAPS

Through: BSE Listing Centre

Dear Sir/Madam,

**Sub: Secretarial Audit Report of a Material Unlisted Indian Subsidiary of the Company for the year ended March 31, 2020**

In continuation to our letter dated August 10, 2020 submitting the Annual Report of the Company along with Annexures, please find attached the Secretarial Audit Report of Hinduja Leyland Finance Limited (HLFL), a material unlisted Indian Subsidiary of the Company for the year ended March 31, 2020 carried out pursuant to section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of HLFL submitted by Mr. G Ramachandran, Practising Company Secretary does not contain any qualification, reservation or adverse remark.

We request you to take on record.

Thanking You,

Yours faithfully,  
For ASHOK LEYLAND LIMITED



N Ramanathan  
Company Secretary

Encl :a/a

**ASHOK LEYLAND LIMITED**

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001  
CIN - L34101TN1948PLC000105 | www.ashokleyland.com





**G RAMACHANDRAN & ASSOCIATES**  
COMPANY SECRETARIES

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020  
*[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 provided by the Company, 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.
- (vii) 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 (Updated as on 17<sup>th</sup> February, 2020)
  - (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**

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.

Majority decision is carried through while the dissenting members' views are captured 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.**

**We further report that during the audit period the company has issued 81,500 Equity Shares under Employees Stock Option Scheme during the year under review.**

**We further report that the listed entity has complied with the conditions mentioned in 6(A) and 6(B) of SEBI circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.**

**We further report that we could not verify certain documents physically in view of Government imposed lockdown due to COVID-19 pandemic situation.**

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



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

Place: Chennai  
Date: 20<sup>th</sup> June, 2020  
UDIN: F009687B000361555

**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 followed 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. Wherever 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 future viability of the Company not of the efficacy of 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: 20<sup>th</sup> June, 2020  
UDIN: F009687B000361555