

No.: 002

Date: May 19, 2025

**GENERAL INFORMATION DOCUMENT  
(FOR PRIVATE PLACEMENT)  
HINDUJA LEYLAND FINANCE LIMITED**



**HINDUJA LEYLAND FINANCE**

A public limited company incorporated under the Companies Act, 1956

**Date of Incorporation:** 12-11-2008

**Registered Office:** Plot No. C-21, Tower C (1-3 Floor), G Block, Bandra Kurla Complex, Bandra East Mumbai-400051

**Tel:** 91 (044) 39252525; **Fax:** 91 (044) 22304314;

**Website:** <http://www.hindujaleylfinance.com>;

**General Information Document for issue of Debentures on a private placement basis**

**General information document for:**

- (a) issue of non-convertible debentures (including (i) senior secured, (ii) unsecured, (iii) subordinated, (iv) senior unsecured, (v) market linked debentures, (vi) perpetual debt instruments (vii) non-convertible debentures to be issued or redeemed at a premium/discount, and/or (viii) any others (as may be determined)) in one or more tranches/series (each such tranche shall hereinafter be referred as "Debentures" or "NCDs") on a private placement basis; and
- (b) issue of rated commercial papers (as defined in the Debt Listing Regulations (as defined below)) in one or more tranches/series (each such tranche shall hereinafter be referred as "CPs") on a private placement basis.

**PERIOD OF VALIDITY OF THIS GENERAL INFORMATION DOCUMENT**

This General Information Document shall be valid for a period of 1 (one) year from the date of opening of the first offer of Debentures made under this General Information Document.

**OFFER OF DEBENTURES UNDER KEY INFORMATION DOCUMENT**

In respect of each offer of Debentures during the period of validity of this General Information Document, the Issuer shall file a Key Information Document for each such offer of Debentures, with the Stock Exchange.

**PART A: DISCLOSURES AS PER SEBI DEBT LISTING REGULATIONS\*\*:**

*\*\* Please refer pages 1-4 for all information required to be placed on the front page of a General Information Document as per Schedule I of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.*

Please see below the disclosures as required under the terms of the SEBI Debt Listing Regulations (as defined below):

S.no	Particulars	Relevant Disclosure
1.	<b>Corporate Identity Number of the Issuer:</b>	U65993MH2008PLC384221
2.	<b>Permanent Account Number of the Issuer:</b>	AACCH1807P

3.	<b>Date and place of Incorporation of the Issuer:</b>	Date: 12 <sup>th</sup> November, 2008 Place: Mumbai
4.	<b>Latest registration / identification number issued by any regulatory authority which regulates the Issuer (in this case Reserve Bank of India):</b>	RBI: N-07-00782
5.	<b>Registered Office address of the Issuer:</b>	Plot No. C-21, Tower C (1-3 Floor), G Block, Bandra Kurla Complex, Bandra East Mumbai-400051
6.	<b>Corporate Office address of the Issuer:</b>	27-A, Developed Plot (South Phase), Industrial Estate, Guindy, Chennai - 600032
7.	<b>Telephone No of the Issuer:</b>	91 (044) 39252525
8.	<b>Website address of the Issuer:</b>	<a href="http://www.hindujaleylandfinance.com">http://www.hindujaleylandfinance.com</a>
9.	<b>Email address of the Issuer:</b>	compliance@hindujaleylandfinance.com
10.	<b>Details of Compliance officer of the Issuer:</b>	Name: Srividya Ramasamy Telephone Number: 91 (044) 39252525
11.	<b>Details of Company Secretary of the Issuer:</b>	Email address: srividhya.r@hindujaleylandfinance.com
12.	<b>Details of Chief Financial Officer of the Issuer:</b>	Name: Vikas Jain Telephone Number: 91 (044) 39252525 Email address: vikas.jain@hindujaleylandfinance.com
13.	<b>Details of Promoters of the Issuer:</b>	Name: Ashok Leyland Limited Telephone Number: +91 44 2220 6000 Email address: secretarial@ashokleyland.com
14.	<b>Details of debenture trustee for the Issue:</b>	The name, logo, telephone number, address, contact person, e-mail ID and website of the debenture trustee for any tranche/series of Debentures issued pursuant to this General Information Document shall be set out in the Key Information Document for the relevant issuance of Debentures.
15.	<b>Details of statutory auditors of the Issuer:</b>	<b>Walker Chandiook &amp; Co LLP</b> <b>M/s Walker Chandiook &amp; Co LLP</b> Chartered Accountants Firm Registration No. 001076N/N500013 11 <sup>th</sup> Floor, Tower 11, One International Center, B Marg Prabhadevi (W) Mumbai – 400013 Peer Review Certificate No.: <b>014158</b>  <b>R.SUBRAMANIAN AND COMPANY LLP</b> <small>— CHARTERED ACCOUNTANTS —</small> <b>R. SUBRAMANIAN AND COMPANY LLP,</b> Chartered Accountant Firm Registration No. 004137S/S200041 Door No: 6 (old No 36), Krishnaswamy Avenue, Chennai -600004 Peer Review Certificate No.: <b>017561</b>
16.	<b>Details of credit rating agency for the Issue:</b>	The name, logo, telephone number, address, contact person, e-mail ID and website of the credit rating agency(ies) for any tranche/series of Debentures issued

		pursuant to this General Information Document shall be set out in the Key Information Document for the relevant issuance of Debentures.
17.	<b>A Disclosure that a copy of the issue document has been delivered for filing to the Registrar of Companies as required under sub-section (4) of Section 26 of the Companies Act, 2013 (18 of 2013)</b>	Not applicable as the Debentures under this General Information Document are being issued on private placement basis under Section 42 of the Companies Act, 2013.
18.	<b>Date of General Information Document / General Information Document</b>	May 19, 2025
19.	<b>Type of General Information Document</b>	This is a General Information Document and is being issued in relation to the private placement basis of Debentures.  The Issuer will issue a separate Key Information Document (as defined below) for each issuance of Debentures pursuant to this General Information Document.
20.	<b>The nature, number, price and amount of securities offered and issue size (base issue or green shoe), as may be applicable</b>	As set out in the relevant Key Information Document for the relevant issuance of Debentures.
21.	<b>Details of Registrar to the Issue:</b>	The name, logo, telephone number, fax number, address, contact person, e-mail ID and website of the registrar and transfer agent for any tranche/series of Debentures issued pursuant to this General Information Document shall be set out in the Key Information Document for the relevant issuance of Debentures.
22.	<b>Issue Schedule</b>	To be set out in the relevant Key Information Document for the relevant issuance of Debentures.
23.	<b>The credit rating (cross reference of press release to be provided) of the security along with all the ratings obtained by the issuer for that security</b>	The details of the rating, the rating letter, the rating rationale and the press release shall be set out in the Key Information Document for the relevant issuance of Debentures.
24.	<b>The name(s) of the stock exchanges where the securities are proposed to be listed</b>	The Debentures are proposed to be listed on the wholesale debt market of the BSE Limited (“ <b>BSE</b> ”).
25.	<b>The details about eligible investors</b>	Please refer Section 8.15 ( <i>Eligible Investors</i> ) of the General Information Document read with the Key Information Document for the relevant issuance of Debentures.
26.	<b>Coupon / dividend rate, coupon / dividend payment frequency, redemption date, redemption amount and details of debenture trustee</b>	To be set out in the Key Information Document for the relevant issuance of Debentures. Please also refer Section 5.34 ( <i>Summary Terms</i> ) of the Key Information Document for the relevant issuance of Debentures for details about coupon/dividend rate, coupon/dividend payment frequency, redemption date, redemption amount.  The details of Debenture Trustee are provided under S.

		No. 14 above.
27.	<b>Details about underwriting of the issue including the amount undertaken to be underwritten by the underwriters</b>	N.A.
28.	<b>Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to the uploading the General Information Document on the Electronic Book Provider Platform, if applicable.</b>	To be set out in the Key Information Document for the relevant issuance of Debentures. Please also refer Section 8.9 below

### Background

This General Information Document (as defined below) is related to the Debentures to be issued by Hinduja Leyland Finance Limited (the “**Issuer**” or “**Company**”) on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The issue of the Debentures comprised in the Issue and described under this General Information Document has been authorised by the Issuer through the special resolution dated November 20, 2024 of the shareholders of the Issuer pursuant to Section 42 and 71 of the Companies Act, and approval for borrowing has been authorised by the issuer through the special resolution dated May 17, 2024 pursuant to Sections 180(1)(c) of the Companies Act, and the resolutions dated November 5, 2024 and April 24, 2024 of the board of directors of the Issuer, and the memorandum of association and articles of association of the Issuer.

Pursuant to the special resolution dated November 20, 2024 of the shareholders of the Issuer, the Issuer has been authorised to raise funds upon such terms and conditions as the Board may think fit for aggregate amounts not exceeding INR 8,000 crores (Indian Rupees Eight Thousand Crore). The present issue of Debentures in terms of this Key Information Document is within the overall powers of the Board as per the above shareholder resolution(s).

### Issuer’s Absolute Responsibility

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this General Information Document contains all information with regard to the Issuer and the Issue which is material in the context of the Issue, that the information contained in the General Information Document is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

### Issue Schedule

Issue Opening Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures.
Issue Closing Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures.
Pay In Date	As set out in the relevant Key Information Document for the relevant issuance of Debentures.
Deemed Date of Allotment	As set out in the relevant Key Information Document for the relevant issuance of Debentures.

### DISCLAIMERS

- This General Information Document contains no unsubstantiated forward-looking statements. To the extent there are any unsubstantiated forward-looking statements under this General Information Document, such statements shall be considered to be null and void.
- This General Information Document does not include any statement purporting to be made by an expert other than if the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Issuer and has given their written consent to this issue of this General Information Document and has not withdrawn such consent before the delivery of a copy of this General Information Document to the Registrar (as applicable) for registration.
- The provisions of this General Information Document apply to each issuance of a tranche/series of Debentures issued pursuant to this General Information Document during the validity period of this General Information Document and the Key Information Document for the relevant issuance of Debentures, and all references and provisions set out below shall be construed and interpreted accordingly.

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## SECTION 1: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this General Information Document.

Act/Companies Act	means the Companies Act, 2013, and shall include any re-enactment, amendment or modification of the Companies Act, 2013, as in effect from time to time.
Applicable Accounting Standards	means the generally accepted accounting principles, standards and practices in India or any other prevailing accounting standard in India as may be applicable, and includes Indian Accounting Standards (IND-AS).
Applicant	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, a person who has submitted a completed Application Form to the Issuer, and "Applicants" shall be construed accordingly.
Applicable Law	means all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof.
Application Form	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the application form for subscription of the Debentures annexed to Key Information Document for the relevant issuance of Debentures.
Application Money	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the subscription amounts paid by the Debenture Holders at the time of submitting the Application Form.
Beneficial Owners	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the holders of the Debentures in dematerialised form whose names are recorded as such with the Depository(ies) in the Register of Beneficial Owners, and "Beneficial Owner" shall be construed accordingly.
Board / Board of Directors	means the Board of Directors of the Issuer.
BSE	means BSE Limited
Business Day	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures:  (a) subject to (b) and (c) below, means any day on which commercial banks at the location set out in the relevant Key Information Document are open for business;  (b) for the period commencing on the Issue Opening Date until the Issue Closing Date, any day (other than a Saturday, Sunday or a public holiday under Section 25 of the Negotiable Instruments Act, 1881), on which commercial

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	<p>banks at the location set out in the relevant Key Information Document are open for business; and</p> <p>(c) for the period commencing on the Issue Closing Date until the listing of the Debentures in accordance with this Deed, any trading day of BSE, other than a Saturday, Sunday or a bank holiday, as specified by SEBI,</p> <p>and "Business Days" shall be construed accordingly</p>
Capital Adequacy Ratio	means the capital adequacy ratio determined in accordance with the circulars/directions prescribed by the RBI (including the NBFC Directions).
CDSL	Central Depository Services (India) Limited.
Client Loan	means each loan disbursed by the Issuer as a lender, and "Client Loans" shall be construed accordingly.
CERSAI	means Central Registry of Securitisation Asset Reconstruction and Security Interest of India.
Commercial Papers/CPs	means any tranche/series of rated commercial papers (as defined in the Debt Listing Regulations) issued in accordance with the Key Information Document for the relevant issuance of CPs.
Company/Issuer	means Hinduja Leyland Finance Limited
Conditions Precedent	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the conditions precedent set out under the Key Information Document for the relevant issuance of Debentures.
Conditions Subsequent	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the conditions subsequent set out under the Key Information Document for the relevant issuance of Debentures.
Constitutional Documents	means the certificate of incorporation of the Issuer, the memorandum of association and articles of association of the Issuer and the certificate of registration issued by the RBI to the Issuer.
Crone / Cr. / Crs.	Ten Million
Debentures/NCDs	means any tranche/series of rated, listed, taxable, redeemable, transferable, non-convertible debentures denominated in INR, having such face value as may be set out in the Key Information Document for the relevant issuance of Debentures and an aggregate face value as may be set out in the Key Information Document for the relevant issuance of Debentures issued under this General Information Document.
Debenture Holders/ Investors	<p>means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, each person who is:</p> <p>(a) registered as a Beneficial Owner; and</p> <p>(b) registered as a debenture holder in the Register of Debenture Holders.</p> <p>(a) and (b) above shall be deemed to include transferees of</p>

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	<p>the Debentures registered with the Issuer and the Depository(ies) from time to time, and in the event of any inconsistency between (a) and (b) above, (a) shall prevail,</p> <p>and "Debenture Holder" or "Investor" shall be construed accordingly.</p>
Debenture Trustee	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the debenture trustee appointed in respect of the relevant issuance of Debentures and as more particularly set out in the Key Information Document for the relevant issuance of Debentures.
Debenture Trustee Agreement	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the agreement executed / to be executed by and between the Debenture Trustee and the Issuer inter alia for the purposes of appointment of the Debenture Trustee to act as debenture trustee in connection with the issuance of the Debentures.
Debenture Trustees Regulations/ SEBI Debenture Trustees Regulations	means the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended, modified, supplemented or restated from time to time.
Debenture Trust Deed/DTD	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the debenture trust deed executed / to be executed by and between the Debenture Trustee and the Issuer inter alia recording the terms and conditions upon which the Debentures are being issued and shall include the representations and warranties and the covenants to be provided by the Issuer.
Debt Disclosure Documents	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, collectively, this General Information Document, the relevant Key Information Document for the relevant issuance of Debentures and the relevant PPOA for the relevant issuance of Debentures, and "Debt Disclosure Document" means any one of them.
Debt Listing Regulations/ SEBI Debt Listing Regulations	means the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with the SEBI's circular bearing the reference number SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/027 dated February 8, 2023 on "Clarification w.r.t. issuance and listing of perpetual debt instruments, perpetual non-cumulative preference shares and similar instruments under Chapter V of the SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021", each as amended, modified, supplemented or restated from time to time.
Deemed Date of Allotment	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the deemed date of allotment set out in the Key Information Document for the relevant issuance of Debentures.

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Demat	means the dematerialized securities which are securities that are in electronic form, and not in physical form, with the entries noted by the Depository.
Depositories Act	means the Depositories Act, 1996, as amended from time to time.
Depositories	means the depositories with whom the Issuer has made arrangements for dematerialising the Debentures, being NSDL and CDSL, and "Depository" means any one of them.
Depository Participant / DP	A depository participant as defined under the Depositories Act
Director(s)	means the director(s) of the Issuer.
DP ID	Depository Participant Identification Number.
DRR	has the meaning given to it in Section 5.31 ( <i>Other Details</i> ) of this General Information Document.
Due Dates	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the dates on which any interest, any principal amounts, any additional interest, any liquidated damages, any premature redemption amount and/or any other amounts payable are due and payable, as more particularly set out in the Key Information Document for the relevant issuance of Debentures, and "Due Date" shall be construed accordingly.
EBP Platform	has the meaning given to it under the EBP Requirements.
Electronic Book Provider / EBP	has the meaning given to it under the EBP Requirements.
Effective Date	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the date of execution of the DTD for the relevant issuance of Debentures.
EFT	Electronic Fund Transfer
Eligible Investors	means the eligible investors set out in Section 8.15 of the General Information Document read with the Key Information Document for the relevant issuance of Debentures.
Equity	means, in respect of the Issuer, the aggregate of the issued and paid-up equity shares of the Issuer, all compulsorily convertible instruments and preference share capital of the Issuer, and all reserves (excluding revaluation reserves) of the Issuer, as per the latest audited financials of the Issuer.
Events of Default	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the events of default set out in the Key Information Document for the relevant issuance of Debentures.
Final Redemption Date	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the deemed date of allotment set out in the Key Information Document for the relevant issuance of Debentures.
Final Settlement Date	means the date on which all Obligations have been irrevocably and unconditionally paid and discharged in full to the satisfaction of the Debenture Holders.

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Financial Year/ FY	means each period of 12 (twelve) months commencing on April 1 of any calendar year and ending on March 31 of the subsequent calendar year.
General Information Document/GID	means this general information document issued by the Issuer in respect of all tranches/series of Debentures.
Governmental Authority	means any government (central, state or otherwise) or any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity, department or authority, agency or authority including any stock exchange or any self-regulatory organisation, established under any Applicable Law, and "Governmental Authorities" shall be construed accordingly.
Green Shoe Option	has the meaning given to it under Section 5.34 (Summary Terms).
IBC	means the (Indian) Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder, as may be amended, modified and supplemented from time to time.
ICCL	means the Indian Clearing Corporation Limited.
INR/Rs.	means Indian Rupees.
Interest Payment Dates	means the dates on which interest is payable on the Debentures, and "Interest Payment Date" shall be construed accordingly. The interest payment dates are set out in Annexure V below.
Interest Rate	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the issue of the relevant series of Debentures on a private placement basis pursuant to this General Information Document and the relevant Key Information Document.
ISIN	means the International Security Identification Number.
Issue	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the issue of the relevant series of Debentures on a private placement basis pursuant to this General Information Document and the relevant Key Information Document.
Issue Closing Date	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the issue closing date set out in the Key Information Document for the relevant issuance of Debentures.
Issue Opening Date	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the issue opening date set out in the Key Information Document for the relevant issuance of Debentures.
Key Information Document	means the key information document issued/to be issued by the Issuer in accordance with the Debt Listing Regulations in respect of any tranche/series of Debentures issued pursuant to this General Information Document.
Listed NCDs Master Circular	means the master circular issued by SEBI bearing the reference number SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated May 22, 2024 on " <i>Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts,</i>

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	<i>Municipal Debt Securities and Commercial Paper</i> ", as amended, modified, supplemented or restated from time to time.
Listing Period	has the meaning given to it under Section 5.34 ( <i>Summary Terms</i> ) below.
LODR Regulations/SEBI LODR Regulations	means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, modified, supplemented or restated from time to time.
Majority Debenture Holders	means the Debenture Holders holding an aggregate amount representing more than 50% (fifty percent) of the value of the Outstanding Principal Amounts of the Debentures.
Majority Resolution	means a resolution approved by the Majority Debenture Holders.
Material Adverse Effect	means the effect or consequence of an event, circumstance, occurrence or condition which has caused or could reasonably be expected to cause, as of any date of determination, a material and adverse effect: <ul style="list-style-type: none"> <li>(a) on the rights or remedies of the Debenture Trustee acting for the benefit of the Debenture Holders hereunder or under any other Transaction Document;</li> <li>(b) on the ability of the Issuer to perform its obligations under the Transaction Documents; or</li> <li>(c) the legality, validity or enforceability of any of the Transaction Documents (including the ability of any party to the DTD or the Debenture Holders to enforce their respective rights or remedies under any of the Transaction Documents)</li> </ul>
N.A.	Not Applicable
NBFC	Non-banking financial company
NSDL	National Securities Depository Limited
Obligations	means all present and future obligations (whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever) at any time due, owing or incurred by the Issuer to the Debenture Trustee and the Debenture Holders in respect of the Debentures including without limitation, the obligation to redeem the Debentures in terms thereof together with interest, default interest/additional interest, if any, accrued thereon, any outstanding remuneration of the Debenture Trustee and all fees, costs, charges and expenses payable to the Debenture Trustee and other amounts payable by the Issuer in respect of the Debentures.
Outstanding Amounts	means, at any date, the Outstanding Principal Amounts together with any interest, additional interest, costs, fees, charges, and other amounts payable by the Issuer in respect of the Debentures.
Outstanding Principal Amount	means, at any date, the principal amounts outstanding under the Debentures.

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PAR>90	means, as on the date of determination, on the Issuer's entire assets under management at any point of time, the outstanding principal value of all Client Loans provided by the Issuer, that have one or more instalments of principal, interest, penalty interest, fee or any other expected payments overdue for 90 (ninety) days or more, and includes Client Loans that are restructured, but excludes Client Loans that have been written off by the Issuer.
PAN	Permanent Account Number
Payment Default	means any event, act or condition which, with notice or lapse of time, or both, would constitute an Event of Default under Section 7.6.2(a) (Payment Defaults).
Permitted Merger	means the merger of the Issuer (i.e., Hinduja Leyland Finance Limited) with NDL Ventures Limited (previously known as NXTDIGITAL Limited), the scheme of merger in respect of which has been approved by the board of directors of the Issuer on November 25, 2022, and which is subject to the receipt of approvals from the RBI, SEBI, the National Company Law Tribunal, BSE, the National Stock Exchange of India Limited and other statutory and regulatory authorities, the respective shareholders and creditors, and the completion of such filings, registrations and other formalities that are prescribed under Applicable Law.
Private Placement Offer cum Application Letter/PPOA	means the private placement offer cum application letter issued/to be issued by the Issuer in accordance with Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 in respect of any tranche/series of Debentures issued pursuant to this General Information Document.
Promoters	has the meaning given to it in the SEBI Debt Listing Regulations.
Promoter Group	has the meaning given to it in the SEBI Debt Listing Regulations.
Quarterly Date	means each of March 31, June 30, September 30 and December 31 of a calendar year, and "Quarterly Dates" shall be construed accordingly.
Rating	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the credit rating for the Debentures set out in the relevant Key Information Document.
Rating Agency	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the rating agency for the Debentures set out in the relevant Key Information Document.
RBI	Reserve Bank of India.
Record Date	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the date which will be used for determining the Debenture Holders who shall be entitled to receive the amounts due on any Due Date, which shall be set out in the relevant Key Information Document.
Recovery Expense	means the recovery expense fund established/to be established and

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Fund/REF	maintained by the Issuer in accordance with the provisions of Chapter IV (Recovery Expenses Fund) of the SEBI Debenture Trustees Master Circular.
Register of Beneficial Owners	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the register of beneficial owners of the Debentures maintained in the records of the Depositories.
Register of Debenture Holders	means the register maintained by the Issuer in accordance with Section 88 of the Companies Act.
R&T Agent/Registrar	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the registrar and transfer agent appointed for the issue of Debentures and as set out in the relevant Key Information Document.
ROC	means the jurisdictional registrar of companies.
Rs. / INR	Indian National Rupees.
RTGS	Real Time Gross Settlement.
SEBI	means the Securities and Exchange Board of India.
SEBI Debt Listing Regulations/Debt Listing Regulations	means the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, modified, supplemented, or restated from time to time.
SEBI Debenture Trustees Master Circular	means the master circular issued by the SEBI bearing reference number SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated May 16, 2024 on "Master Circular for Debenture Trustees", as amended, modified, supplemented, or restated from time to time.
SEBI EBP Requirements / EBP Requirements	means the requirements with respect to electronic book mechanism prescribed in Chapter VI (Electronic Book Provider platform) of the Listed NCDs Master Circular, and the operational guidelines issued by the relevant electronic book provider, as amended, modified, supplemented, or restated from time to time.
SEBI Listed Debentures Circulars	means, collectively, the Listed NCDs Master Circular, the SEBI Debenture Trustees Master Circular, the SEBI Debt Listing Regulations, the LODR Regulations and the SEBI LODR Master Circular (to the extent applicable).
SEBI Listing Timelines Requirements	means the requirements in respect of the timelines for listing of debt securities issued on a private placement basis prescribed in Chapter VII ( <i>Standardization of timelines for listing of securities issued on a private placement basis</i> ) of the Listed NCDs Master Circular, read with, to the extent applicable, the SEBI EBP Requirements.
SEBI LODR Master Circular	means the master circular issued by SEBI bearing reference number SEBI/HO/CFD/PoD2/CIR/P/2024/48 dated May 21, 2024 on "Master circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instrument and/or Commercial Paper", as amended, modified, supplemented, or restated from time to time.
Stressed Assets Framework	means the RBI's circular no. DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019 on "Prudential Framework for Resolution of Stressed Assets", as amended, modified, supplemented or restated from time to

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	time.
Special Majority Debenture Holders	means such number of Debenture Holders collectively holding more than 75% (seventy five percent) of the value of the Outstanding Principal Amounts of the Debentures.
Stressed Assets Framework	means the RBI's circular no. DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019, on " <i>Prudential Framework for Resolution of Stressed Assets</i> ", as may be amended, modified, supplemented or restated from time to time.
Tax	means any present or future tax (direct or indirect), levy, duty, charge, fees, deductions, withholdings, surcharges, cess, turnover tax, transaction tax, stamp tax or other charge of a similar nature (including any penalty or interest payable on account of any failure to pay or delay in paying the same), now or hereafter, imposed pursuant to any Applicable Law or by any Governmental Authority.
Tax Deduction	means a deduction or withholding for or on account of Tax from a payment under a Transaction Document pursuant to Applicable Law.
TDS	Tax Deducted at Source.
Tier 1 Capital	shall have the meaning given to it in NBFC Directions.
Tier 2 Capital	shall have the meaning given to it in NBFC Directions.
Transaction Documents	means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the transaction documents executed for the relevant issuance of Debentures (including without limitation, the the Debenture Trust Deed, the Debenture Trustee Agreement, the Debt Disclosure Documents, and any other document that may be designated as a Transaction Document by the Debenture Trustee), and "Transaction Document" means any of them.
WDM	Wholesale Debt Market
Wilful Defaulter	means an issuer who is categorized as a wilful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such.

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## **SECTION 2: NOTICE TO INVESTORS AND DISCLAIMERS**

### **2.1 ISSUER'S DISCLAIMER**

This General Information Document and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures is neither a prospectus nor a statement in lieu of a prospectus and should not be construed to be a prospectus or a statement in lieu of a prospectus under the Companies Act. This General Information Document and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures is not an offer or invitation under Section 42 of the Companies Act. An offer will be made to identified Eligible Investors acceptable to the Issuer pursuant to a serially numbered and specifically addressed PPOA.

The issue of the Debentures to be listed on the WDM segment of the BSE is being made strictly on a private placement basis. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. This General Information Document and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures does not constitute and shall not be deemed to constitute an offer or invitation to subscribe to the Debentures to the public in general.

As per the applicable provisions, it is not necessary for a copy of this General Information Document and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures to be filed or submitted to the SEBI for its review and/or approval. This General Information Document and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures has been prepared in conformity with the SEBI Debt Listing Regulations as amended from time to time and applicable RBI regulations governing private placements of debentures by NBFCs. This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) has been prepared solely to provide general information about the Issuer to Eligible Investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) does not purport to contain all the information that any Eligible Investor may require. Further, this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) has been prepared for informational purposes relating to this transaction only and upon the express understanding that it will be used only for the purposes set forth herein.

Neither this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) should not consider such receipt as a recommendation to subscribe to any Debentures. Each potential Investor contemplating subscription to any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures and should possess the appropriate resources to analyse such investment and the suitability of such investment to such potential Investor's particular circumstances.

The Issuer confirms that, as of the date hereof, this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) (including the documents incorporated by reference herein, if any) contains all the information that

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is material in the context of the Issue and regulatory requirements in relation to the Issue and is accurate in all such material respects. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) or in any material made available by the Issuer to any potential Investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having being authorized by the Issuer. The Issuer certifies that the disclosures made in this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) are adequate and in conformity with the SEBI Debt Listing Regulations and the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further, the Issuer accepts no responsibility for statements made otherwise than in the General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) or any other material issued by or at the instance of the Issuer and anyone placing reliance on any source of information other than this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) would be doing so at its own risk.

**This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) and the respective contents hereof respectively, are restricted only for the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer and only such recipients are eligible to apply for the Debentures. All Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. The contents of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) are intended to be used only by those Investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.**

No invitation is being made to any persons other than those to whom Application Forms along with this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) being issued have been sent. Any application by a person to whom the General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) have not been sent by the Issuer shall be rejected without assigning any reason.

The person who is in receipt of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents hereof without the consent of the Issuer. The recipient agrees to keep confidential all information provided (or made available hereafter), including, without limitation, the existence and terms of the Issue, any specific pricing information related to the Issue or the amount or terms of any fees payable to us or other parties in connection with the Issue. This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) may not be photocopied, reproduced, or distributed to others at any time without the prior written consent of the Issuer. Upon request, the recipients will promptly return all material received from the Issuer (including this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures)) without retaining any copies hereof. If any recipient of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) decide not to participate in the Issue, that recipient must promptly return this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) and all reproductions whether in whole or in part and any other information statement, notice, opinion, memorandum, expression or forecast made or supplied at any time in relation thereto or received in connection with the Issue to the Issuer.

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The Issuer does not undertake to update the General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) to reflect subsequent events after the date of General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) nor any sale of Debentures made hereafter shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) do not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) in any jurisdiction where such action is required. Persons into whose possession this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) come are required to inform themselves of, and to observe, any such restrictions. The General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) is made available to potential Investors in the Issue on the strict understanding that it is confidential.

**THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE DEBT DISCLOSURE DOCUMENT/ GENERAL INFORMATION DOCUMENT (AND ANY KEY INFORMATION DOCUMENT OR PPOA ISSUED IN RESPECT OF ANY FOR THE RELEVANT ISSUANCE OF DEBENTURES) OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE ISSUER AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.**

## **2.2 DISCLAIMER CLAUSE OF STOCK EXCHANGES**

As required, a copy of this General Information Document has been filed with the BSE in terms of the SEBI Debt Listing Regulations. It is to be distinctly understood that submission of this General Information Document to the BSE should not in any way be deemed or construed to mean that this General Information Document has been reviewed, cleared, or approved by the BSE; nor does the BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this General Information Document, nor does the BSE warrant that the Issuer's Debentures will be listed or will continue to be listed on the BSE; nor does the BSE take any responsibility for the soundness of the financial and other conditions of the Issuer, its promoters, its management or any scheme or project of the Issuer.

## **2.3 DISCLAIMER CLAUSE OF RBI**

The company is having a valid certificate of registration issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for repayment of deposits/ discharge of liability by the company.

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#### 2.4 **DISCLAIMER CLAUSE OF SEBI**

As per the provisions of the SEBI Debt Listing Regulations, it is not stipulated that a copy of this General Information Document has to be filed with or submitted to the SEBI for its review / approval.

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DEBT DISCLOSURE DOCUMENTS/GENERAL INFORMATION DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DEBT DISCLOSURE DOCUMENTS/GENERAL INFORMATION DOCUMENT. THE DISCLOSURES MADE IN THE DEBT DISCLOSURE DOCUMENT/GENERAL INFORMATION DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

#### 2.5 **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is made in India to investors as specified under the paragraph titled “Eligible Investors” of this General Information Document (and any Key Information Document issued in respect of any for the relevant issuance of Debentures), who shall be/have been identified upfront by the Issuer. This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) do not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the exclusive jurisdiction of the courts and tribunals at the location set out in the relevant Key Information Document. This General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

#### 2.6 **DISCLAIMER IN RESPECT OF RATING AGENCIES**

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The relevant Rating Agency has based its ratings on information obtained from sources believed by it to be accurate and reliable. The relevant Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

#### 2.7 **ISSUE OF DEBENTURES IN DEMATERIALIZED FORM**

Any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures in dematerialised form. Investors will have to hold any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures in

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dematerialised form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures allotted to the beneficiary account maintained by the Investor with its depository participant. The Issuer will make the allotment to the investors on the relevant Deemed Date of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

### SECTION 3: RISK FACTORS

Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section 3 of this General Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

The following are the risks relating to the Company, any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures and the market in general envisaged by the management of the Company. Potential Investors should carefully consider all the risk factors stated in this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures. Potential Investors should also read the detailed information set out elsewhere in this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) and reach their own views prior to making any investment decision.

#### 3. GENERAL RISKS

##### 3.1 RISKS IN RELATION TO THE NON-CONVERTIBLE SECURITIES:

(a) **Repayment is subject to the credit risk of the Issuer.**

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

(b) **Nature of Debentures**

The Debenture's nature as defined by RBI from time to time under various circulars/notifications, for the Company and are not redeemable earlier than its stated maturity, without the prior approval of the RBI (as prescribed in the NBFC Directions).

(c) **The secondary market for non-convertible securities may be illiquid.**

The non-convertible securities may be very illiquid, and no secondary market may develop in respect thereof. Even if there is a secondary market for the non-convertible securities, it is not likely to provide significant liquidity. Potential Investors may have to hold the Debentures until redemption to realize any value.

It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. As specified in this Key Information Document, an application has been made to list the Debentures on the BSE/NSE and an in-principle

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approval has been obtained. If the Debentures are so listed or quoted or admitted to trading on the BSE/NSE, no assurance is given by the BSE/NSE that any such listing or quotation or admission to trading will be maintained. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures.

**(d) Credit Risk & Rating Downgrade Risk**

In the event of deterioration in the financial health of the Issuer, there is a possibility that the relevant Rating Agency may downgrade the rating of the Debentures. In such cases, potential Investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.

**(e) Changes in interest rates may affect the price of Debentures.**

All securities where a fixed rate of interest is offered, such as this Issue, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the pricing of the Debentures.

**(f) Tax Considerations and Legal Considerations:**

Special tax considerations and legal considerations may apply to certain types of investors. Potential Investors are urged to consult with their own financial, legal, tax and other advisors to determine any financial, legal, tax and other implications of this investment.

**(g) Accounting Considerations:**

Special accounting considerations may apply to certain types of taxpayers. Potential Investors are urged to consult with their own accounting advisors to determine implications of this investment.

**(h) Material changes in regulations to which the Issuer is subject could impair the Issuer's ability to meet payment or other obligations.**

The Issuer is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

**(i) The Debentures may not be a suitable investment for all investors**

Potential investors should ensure that they understand the nature of the Debentures and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers such as legal, tax, accounting and other advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition. These risks may include, among others, equity market risks, bond market risks, interest rate risks, market volatility and economic, political and regulatory risks and any combination of these and other risks.

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**(j) Delays in court proceedings in India**

If any dispute arises between the Company and any other party, the Issuer or such other party may need to take recourse to judicial proceedings before courts in India. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

**(k) Regulatory changes may adversely affect the performance or financial conditions.**

Regulatory changes relating to business segments in which the Company operates in India can have a bearing on the business. Each state in India has different local taxes and levies. Changes in these local taxes and levies may impact our profits and profitability. Any negative changes in the regulatory conditions in India or the other geographic markets could adversely affect our business operations or financial conditions.

**3.2 RISKS IN RELATION TO THE SECURITY CREATED IN RELATION TO THE DEBT SECURITIES. FURTHER, ANY RISKS IN RELATION TO MAINTENANCE OF SECURITY COVER OR FULL RECOVERY OF THE SECURITY IN CASE OF ENFORCEMENT**

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Debenture Trustee may enforce the security as per the terms of security documents, and other related documents executed in relation to the Debentures. The Debenture Holder(s)' recovery in relation to the Debentures will be subject to (i) the market value of such security (ii) finding willing buyers for the security at a price sufficient to repay the Debenture Holder(s)' amounts outstanding under the Debentures. There is a risk that the value realised from the enforcement of the security may be insufficient to redeem the Debentures.

Further, were any series of Debentures issued pursuant to any Key Information Document for the relevant issuance of Debentures are secured against a charge to the tune of 100% (one hundred percent) of the principal and interest amount in favour of the Debenture Trustee, while it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the possibility of recovery of 100% (one hundred percent) of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

This risk factor will not be applicable in case in respect of any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures that are issued are either unsecured or subordinated.

**3.3 REFUSAL OF LISTING OF ANY SECURITY OF THE ISSUER DURING PRECEDING THREE FINANCIAL YEARS AND CURRENT FINANCIAL YEAR BY ANY OF THE STOCK EXCHANGES IN INDIA OR ABROAD:**

As of date of this General Information Document, the Issuer has not been refused in listing of any security during the last 3 (three) Financial Years and the current Financial Year by any of the stock exchanges in India or abroad and therefore, this would not be applicable.

**3.4 LIMITED OR SPORADIC TRADING OF NON-CONVERTIBLE SECURITIES OF THE ISSUER ON STOCK EXCHANGES:**

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As of date, we are not aware of any limited or sporadic trading of the non-convertible securities of the Issuer on stock exchanges and therefore, this would not be applicable.

3.5 **IN CASE OF OUTSTANDING DEBT INSTRUMENTS OR DEPOSITS OR BORROWINGS, ANY DEFAULT IN COMPLIANCE WITH THE MATERIAL COVENANTS SUCH AS CREATION OF SECURITY AS PER TERMS AGREED, DEFAULT IN PAYMENT OF INTEREST, DEFAULT IN REDEMPTION OR REPAYMENT, NON-CREATION OF DEBENTURE REDEMPTION RESERVE, DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE**

As of date, the Issuer has not defaulted in compliance with any material covenants agreed to by the Issuer and therefore, this would not be applicable.

**DEFAULT IN PAYMENT OF INTEREST:** As on the date of this General Information Document, the Issuer has not committed any default in payment of interest in respect of any outstanding borrowings.

**DEFAULT IN REDEMPTION OR REPAYMENT:** As on the date of this General Information Document, the Issuer has not committed any default in redemption or repayment in respect of any outstanding borrowings.

**NON-CREATION OF DEBENTURE REDEMPTION RESERVE:** Pursuant Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, an NBFC is not required to maintain debenture redemption reserve for debentures issued on a private placement basis.

**DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE:** As on the date of this General Information Document, the Issuer has not committed any default in payment of interest penal in respect of any outstanding borrowings.

**OTHERS:** A failure to observe the covenants under the Issuer's financing arrangements or to obtain necessary consents required thereunder may lead to the termination of the Issuer's credit facilities, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under the Issuer's other financing agreements. If the obligations under any of the Issuer's financing documents are accelerated, the Issuer may have to dedicate a substantial portion of the Issuer's cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for the Issuer's working capital requirements and other general corporate purposes. Further, during any period in which the Issuer is in default, the Issuer may be unable to raise, or face difficulties raising, further financing. Any of these circumstances could adversely affect the Issuer's business, credit rating and financial condition, cash flows and results of operations. If the Issuer fails to meet its debt service obligations or covenants provided under the financing agreements, the relevant lenders could declare the Issuer to be in default under the terms of the Issuer's agreements or accelerate the maturity of the Issuer's obligations. The Issuer cannot assure the Investors that, in the event of any such acceleration, the Issuer will have sufficient resources to repay the borrowings.

3.6 **RISKS RELATED TO THE BUSINESS OF THE ISSUER**

(a) **The financial performance of the Company is vulnerable to interest rate volatility**

The profitability of the Company is mainly dependent on the net interest margins. The Company borrows both in floating and fixed interest rates. The Company is exposed to interest rate risks since the disbursements are generally made in fixed interest rates.

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Volatility in interest rates can materially and adversely affect our financial performance and cash flows. In a rising interest rate environment, if the yield on the interest-earning assets of the Company does not increase simultaneously with or to the same extent as cost of funds, or, in a declining interest rate environment, if the cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, our net interest income and net interest margin would be adversely impacted.

Interest rates are highly sensitive and fluctuations thereof are dependent upon many factors which are beyond our control, including the monetary policies of the RBI, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation and other factors. Rise in inflation, and consequent changes in bank rates, repo rates and reverse repo rates by the RBI has led to an increase in interest rates on loans provided by banks and financial institutions, and market interest rates in India have been volatile in recent periods.

- (b) **If the Company is unable to control the level of non-performing loans (“NPAs”) in the future, or if the loan loss reserves are insufficient to cover future loan losses, the financial condition of the Issuer and results of operations may be materially and adversely affected.**

Non-performing or low credit quality loans can negatively impact the operations of the Company. As of December, 31 2024, the summary of Assets under Management is as under:

<b>Asset Classification</b>	<b>Loans &amp; advances Outstanding (INR in Crores)</b>	<b>%</b>
Standard Assets – AUM	43042	97.0%
Gross Non-Performing Assets	1343	3.0%
<b>Total</b>	<b>44385</b>	<b>100.0%</b>

We cannot be sure that we will be able to improve our collections and recoveries in relation to our NPAs, or otherwise adequately control our level of NPAs in future. Moreover, as our loan portfolio matures, we may experience greater defaults in principal and/or interest repayments. Thus, if we are not able to control or reduce our level of NPAs, the overall quality of our loan portfolio may deteriorate and our results of operations and/or cash flows may be adversely affected. Furthermore, our current provisions may not be adequate when compared to the loan portfolios of other financial institutions. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs. In the event of any further deterioration in our NPA portfolio, there could be an even greater, adverse impact on our results of operations and/or cash flows.

- (c) **We may not be able to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans.**

As a security interest for the financing facilities provided by us to our customers, the vehicles purchased by our customers are hypothecated in our favour. The value of the vehicle, however, is subject to depreciation, deterioration, and/or reduction in value on account of other extraneous reasons, over the course of time. Consequently, the realizable value of the collateral for the credit facility provided by us, when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the

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outstanding credit obligations by our customers may expose us to losses. Furthermore, in the case of a default, we typically repossess the commercial vehicles financed and sell such vehicles through auctions. The hypothecated vehicles, being movable property, may be difficult to locate or seize in the event of any default by our customers. There can also be no assurance that we will be able to sell such vehicles provided as collateral at prices sufficient to cover the amounts under default. In addition, there may be delays associated with such process.

A failure or delay to recover the expected value from sale of collateral security could expose us to a potential loss. Any such losses could adversely affect our financial condition, results of operations and/or cash flows. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all. The recovery of monies from defaulting customers may be further compounded by the fact that we do not generally insist on, or receive post-dated cheques as security towards the timely repayment of dues from customers to whom we have provided loans. Further if we are unable to sell any repossessed vehicles provided as security for such loans, at commercially favourable prices, in a timely manner or at all, we may not recover the costs of maintaining such repossessed vehicles and our operations, cash flows and profitability could be adversely affected.

**(d) A part of our collections are in cash and consequently we face the risk of misappropriation or fraud by our employees.**

A portion of our collections from our customers is in cash. Cash collections expose us to the risk of fraud, misappropriation or unauthorized transactions by our employees responsible for dealing with such cash collections. While we have taken insurance policies and coverage for cash in safes and in transit, and undertake measures to detect and prevent any unauthorized transaction, fraud or misappropriation by our representatives and officers, this may not be sufficient to prevent or deter such activities in all cases, which may adversely affect our operations, profitability and/or cash flows. Further, we may be subject to regulatory or other proceedings in connection with any unauthorized transaction, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill.

**(e) Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.**

The Company is a non-deposit taking Non-Banking Financial Company (“NBFC”) registered with the RBI. As such, the Company is regulated by RBI vide its Master Circular named as “Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007”. These directions were issued by Reserve bank of India on 22<sup>nd</sup> February 2007 vide notification No. DNBS.193 /DG (VL) - 2007. The provisions of these directions apply to all non-banking financial companies not accepting / holding public deposits. If the Issuer fails to comply, or a regulator claims we have not complied, with any of these conditions, its certificate of registration may be suspended or cancelled and the Issuer shall not be able to carry on such activities.

**(f) Issuer may be required to increase capital ratio or amount of loan loss reserves, which may result in changes to business and accounting practices that would harm business and results of operations.**

The Issuer is subject to the RBI minimum capital to risk weighted assets ratio regulations. Pursuant to Section 45 -IC of the RBI Act, every NBFC is required to create a reserve fund

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and transfer thereto a sum not less than 20.0% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. The Issuer is also required to maintain a minimum capital adequacy ratio of 15.0% in relation to aggregate risk-weighted assets and risk adjusted assigned loans.

The RBI may also in the future require compliance with other financial ratios and standards. Compliance with such regulatory requirements in the future may require alteration of its business and accounting practices or take other actions that could materially harm its business and operating results.

### 3.7 **LEGALITY OF PURCHASE**

Potential Investors in the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of their incorporation or the jurisdiction in which they operate or for compliance by that potential Investor with any law, regulation or regulatory policy applicable to it.

### 3.8 **ALL COVENANTS INCLUDING THE ACCELERATED PAYMENT COVENANTS GIVEN BY WAY OF SIDE LETTERS SHALL BE INCORPORATED IN THE ISSUE DOCUMENT BY THE ISSUER**

The Issuer has no side letter with any debt securities holder except the one(s) disclosed in the General Information Document and the relevant Key Information Document for the relevant issuance of Debentures.

#### **SECTION 4: FINANCIAL STATEMENTS**

The audited financial statements of the Issuer for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, and the limited financial statements of the Issuer for the financial quarter ended December 31, 2024 are set out in **Annexure I** hereto.

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

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## SECTION 5: REGULATORY DISCLOSURES

This General Information Document is prepared in accordance with the provisions of SEBI Debt Listing Regulations and in this Section 5, the Issuer has set out the details required as per the SEBI Debt Listing Regulations (including Schedule I thereof).

### 5.1 The Issuer shall file the following documents along with the listing application to the stock exchange and with the Debenture Trustee

The following documents have been / shall be submitted along with the listing application to the BSE and with the Debenture Trustee:

- (a) The relevant Debt Disclosure Documents;
- (b) Memorandum of Association and Articles of Association;
- (c) Copy of the requisite board/ committee resolutions authorizing the borrowing and list of authorised signatories for the allotment of securities;
- (d) Copy of last three years Annual Reports;
- (e) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- (f) An undertaking from the issuer stating that the necessary documents for creation of the charge, wherever applicable, including the Trust Deed has been executed within the time frame prescribed in the relevant regulations/Act/rules etc. and the same would be uploaded on the website of the designated stock exchange, where such securities have been proposed to be listed;
- (g) In case of debt securities, an undertaking that permission / consent from the prior creditor for a second or pari passu charge being created, wherever applicable, in favour of the debenture trustee to the proposed issue has been obtained;
- (h) Any other particulars or documents that the recognized stock exchange may call for as it deems fit;
- (i) Due diligence certificate from the Debenture Trustee as per the format specified in the SEBI Debt Listing Regulations; and
- (j) Due diligence certificate from the Debenture Trustee as per the format specified in the SEBI Debenture Trustees Master Circular.

### 5.2 The following documents have been / shall be submitted to BSE at the time of filing the draft of this General Information Document:


Due diligence certificates from the Debenture Trustee as per the format specified in the SEBI Debenture Trustees Master Circular and the format as specified in the SEBI Debt Listing Regulations.

### 5.3 Details of Promoters of the Issuer:

#### (a) Name: Ashok Leyland Limited

S.no	Details of Promoter	Description
1.	Date of Birth/ Date of Incorporation	07/09/1948
2.	Age	Not Applicable
3.	Personal Addresses/Registered Address	No. 1, Sardar Patel Road Guindy, Chennai, Tamil Nadu, India, 600032
4.	Education Qualifications	Not Applicable

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5.	Experience in the business or employment	Not Applicable
6.	Positions/posts held in the past by the promoter	Not Applicable
7.	Directorships held by the promoter	Not Applicable
8.	Other ventures of the promoter	Not Applicable
9.	Special achievements	Not Applicable
10.	Business and financial activities of the promoter	Manufacturing of motor vehicles and other transport vehicles
11.	Photograph/Logo	 ASHOK LEYLAND Koi Manzil Door Nahin
12.	Permanent Accountant Number	AAACA4651L
13.	Other details	Not Applicable

#### Declaration

The Issuer confirms that, to the extent applicable, the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters and Permanent Account Number of directors have been submitted to the stock exchanges on which the non-convertible securities are proposed to be listed, at the time of filing this General Information Document.

**5.4 Details of credit rating along with the latest press release of the Credit Rating Agency in relation to the issue and declaration that the rating is valid as on the date of issuance and listing. Such press release shall not be older than one year from the date of opening of the issue.**

To be set out in the Key Information Document for the relevant issuance of Debentures.

The Company hereby declares that the rating is and shall be valid as on the date of issuance and listing of Debentures.

**5.5 Name(s) of the stock exchange(s) where the non-convertible securities are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s). If non-convertible securities are proposed to be listed on more than one stock exchange(s) then the issuer shall specify the designated stock exchange for the issue. The issuer shall specify the stock exchange where the recovery expense fund is being or has been created, as specified by the Board:**

Each tranche/series of Debentures are proposed to be listed on the WDM segment of BSE within the time period prescribed under the SEBI Listing Timelines Requirements. The Debentures are not proposed to be listed on more than one stock exchange.

The Issuer shall comply with the requirements of the listing agreement for debt securities to the extent applicable to it on a continuous basis.

In respect of any tranche/series of Debentures issued pursuant to this General Information

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Document and the Key Information Document for the relevant issuance of Debentures, the Recovery Expense Fund shall be created by the Issuer with BSE in accordance with Chapter IV of the SEBI Debenture Trustees Master Circular.

The in-principle approval from BSE in respect of this General Information Document is provided in Annexure III.

**5.6 Name, logo, addresses, website URL, email address, telephone number and contact person of specific entities in relation to the Issue:**

**(a) Legal Counsel**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**(b) Merchant Banker and co-managers to the issues**

Not applicable as the Debentures under this General Information Document are issued on a private placement basis.

**(c) Guarantor**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**(d) Arrangers**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**(e) Debenture Trustee to the Issue**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**5.7 About the Issuer**

**The following details pertaining to the issuer:**

**(a) Overview and a brief summary of the business activities of the Issuer**

***History of the Issuer***

Hinduja Leyland Finance Limited was incorporated on November 12, 2008, as a public limited Company under the Companies Act, 1956, with a certificate of incorporation granted by the RoC. The Company received its certificate of commencement of business from the RoC on March 4, 2009. Pursuant to a certificate issued by the RBI on March 22, 2010, it was permitted to commence operations as a NBFC under section 45 IA of the Reserve Bank of India Act, 1934. Hinduja Leyland Finance Limited was originally classified as a SI-NBFC-ND in the calendar year 2010 and was subsequently granted the status of an NBFC-AFC by the RBI pursuant to a certificate of registration received on May 12, 2014. It is one of India's leading non-banking finance companies operating from 1700+ locations spread across 22 states/union territory pan-India. Through a vast network of branches, it provides customized finance for the widest range of utility vehicles, tractors, cars, two-wheeler, other commercial vehicles and Loan against property (LAP), focusing on the semi-urban and rural sector.

Hinduja Leyland Finance Limited is a conglomerate of "Hinduja Group" which has global presence in Automobiles, Energy & Chemicals, IT/ITES, Banking and Finance, Media/Entertainment and Infrastructure.

### ***Business of the Issuer***

The Company has put in place a process which is evolved on the principles laid down here in, our enterprise solution seeks to provide a comprehensive understanding of the business process governing the financing of vehicles. Underlying theme or the objective of this application is to enable even a new entrant to the business to understand business risks, his role and the role of other participants in the process. Every activity underscores in its process the role of the maker, checker and reviewer.

In order to minimize the time taken for review by three layers in every process, we have, through technology, achieved reduced / minimum flow of documents physically. In many of the processes the checkers role is embedded in the validation mode in the system so that there is no physical verification is necessary for ensuring accuracy.

The following process is has been embedded in our business process to strengthen our operations by minimizing risks:

- **De-duping**  
This is the exclusivity feature in HLF business activity. The purpose of this feature is to track multiple loans to the same customer across products.
- **Credit Scoring**  
In our business process we have developed credit scoring module that would match with our business needs. We decide customers' loan eligible amount by using this feature. We have configured the questions for credit scoring and the score corresponding to those questions in a way that it can be changed based on our operational requirements.
- **Integrated accounting**  
We have inbuilt accounting module to track all the accounting entries. We have used CGAP standards to build this module. Our accounting module is strongly integrated with both operational and financial modules. This builds transparency and accountability in the business-flow.
- **Reports**  
All the reports are generated real time so that in case of any discrepancy there can be early rectification. We have an internal team who closely monitors the reports on real-time and do necessary follow-ups from the field and this is one of the ways we minimize risk in our business.

### **Strengths**

The core strengths of our business are:

- *Track record of business growth and consistent financial performance:* We have achieved consistent growth in our business and financial performance.
- *Synergy with ALL and parentage of the Hinduja group:* We derive certain business synergies from ALL. Our relationship with ALL assists us in sourcing customers, expanding our operational network and increasing market penetration.
- *Experienced and proven leadership supported by a senior management team:* We believe

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that the expertise and industry knowledge of our senior management team has enabled us to accelerate the growth in our business. Our board of directors has experience across a broad range of disciplines.

- *Risk mitigation through a wide range of assets financed and a geographically diversified AUM with a focus on urban and semi-urban markets*
- *Expansive and cost effective operational network:* We have invested in our technology infrastructure and streamlined our operating processes to develop a large, scalable operational network and enhance our relationships with OEMs, dealers and customers. We have developed an ERP system and a web-enabled platform to track our loan portfolio from origination to closure and monitor our operating performance on a real-time basis.
- *Independent risk management processes for credit analysis and underwriting:* Our underwriting and credit management processes are specific to each asset class we finance. This enables us to develop a diversified asset portfolio across a range of asset classes and geographic regions.

#### Branch details:

As of the date of this General Information Document, the Company has 376 branches.

#### Subsidiary details:

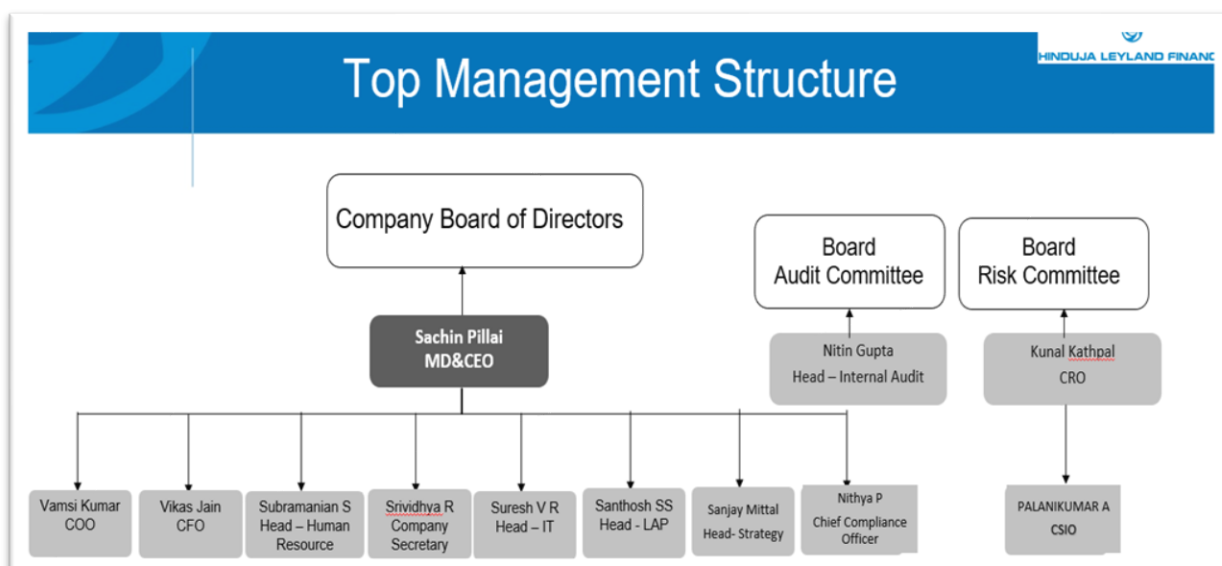
As of the date of this General Information Document, the Company has two subsidiaries: Hinduja Housing Finance Limited and Gaadi Mandi Digital Platforms Limited subsidiaries.

#### (b) Corporate Structure of the Issuer:

The graphic description/organogram of the corporate structure of the Issuer is as follows:

- The operations of the Company are managed by Board of Directors, Managing Director and Chief Executive Officer involved in day-to-day management decisions and policy matters. The Company have also appointed senior managers who are designated as State heads and are responsible for a specific State or region. The Company's senior management work closely with the branches as the hubs and the Business Locations as the spokes in our network model.

The following illustration sets out the organization structure:

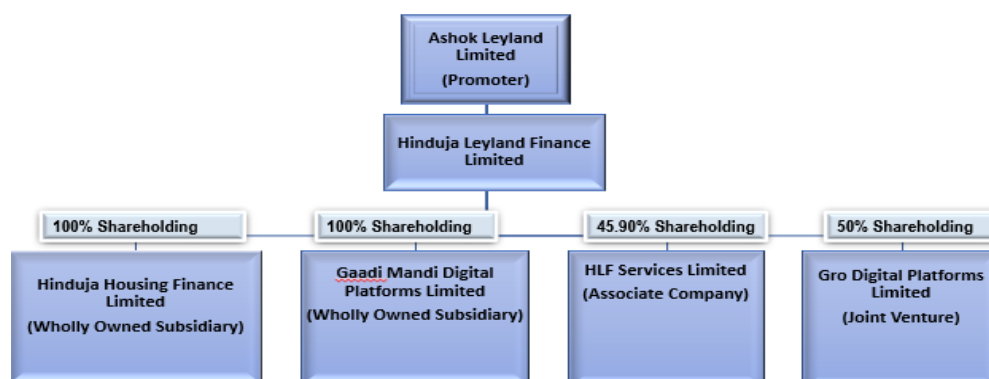


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**b. BRIEF PARTICULARS OF THE MANAGEMENT OF THE COMPANY;**

1. Mr. Sachin Pillai, is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor's degree in business administration in marketing from Sardar Patel University and a master's degree in business administration from Chakravarti Rajagopalachari Institute of Management. He has several years of experience in the field of financial services. He is responsible for establishing and implementing systems to execute our Company's strategic plan on various issues, including issues relating to business development, grounds for identifying the avenues for development, market opportunities, and forecasting data to drive decision-making around business development. Prior to joining our Company, he was associated with Reliance Capital Limited as the executive vice president, group business head and with HDFC Bank Limited, where he was the vice president.
2. Mr. Vikas Jain has been appointed as the CFO of Hinduja Leyland Finance. He has been with the company for almost 4 years. Mr. Vikas is Qualified Chartered Accountant and he joined us from Bajaj Finserv, Pune where he was heading Corporate Audit for Bajaj Housing Finance. During his tenure at Bajaj Finserv, he played a key role to set corporate audit processes and manage audits of all business and functions. Prior to Bajaj Finserv, he had a 5 year stint with Price Waterhouse Coopers, Mumbai as part of Assurance advisory group for Financial services.
3. Mr. Vamsi Kumar is the Chief Operating Officer of our Company. He holds a Masters Degree in Business Administration with over 22 years of experience in handling overall strategy – vehicle and supply chain finance, consumer loans, risk and receivables management, process and compliance. Prior to joining HLF he was the Group business head at Reliance Capital. Prior to that he was also associated with HDFC Bank and Bajaj Auto Finance.
4. Ms. Srividhya Ramaswamy is the Company Secretary and Compliance Officer of the Company. She holds a Bachelors' Degree in Commerce from Stella Maris College, Chennai, Associate Member of the Institute of Company Secretaries of India, Bachelors of Law from Sri Venkateswara University with over 15 years of experience as Company Secretary in various organizations. Prior to joining HLF she was Company Secretary & Compliance Officer, Northern Arc Capital Limited, Chennai.

**(c) Structure of the group:**



**(d) A brief summary of the business activities of the subsidiaries of the issuer:**

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**Hinduja Housing Finance** has been established with a mission to provide quick and affordable- housing finance to the unserved and the underserved sectors of people throughout the country by establishing a vast operational network. HHF's aim is to extend lending to India's credit worthy yet financially excluded population, and also simultaneously assist the Indian government to achieve its goal of full financial inclusion. Hinduja Housing Finance Limited offers various retail products such as Home Purchase loans, Construction loans, Composite loans, Home extension loans, Home improvement loans and Loan against property. Hinduja Housing Finance strongly believes in Housing for all and is playing a key role in ensuring the implementation of credit linked subsidy scheme (CLSS) of the Govt. of India which will benefit the economically weaker sections and low-income group seeking home loans.

**Gaadimandi Platform** (100% owned by HLF), which is a digital platform for buying and selling of pre-owned vehicles .

(e) **Details of branches or units where the issuer carries on its business activities, if any:**

The Company is one of the leading vehicle finance NBFCs in India (Source: ICRA - Retail NBFC and HFC Credit Report, 2016) with a focus on urban and semi-urban markets. We provide retail finance through a wide range of vehicle financing products. It offers a wide range of products to suit the customer needs at affordable cost.

It has 1700+ locations as on date spread across 22 states / union territories in India.

Static QR Code:



(f) **Project cost and means of financing, in case of funding of new projects**

To be set out in the Key Information Document for the relevant issuance of Debentures.

5.8 **Expenses of the Issue: Expenses of the issue along with a break up for each item of expense, including details of the fees payable to separately as under (in terms of amount, as a percentage of total issue expenses and as a percentage of total issue size), as applicable:**

S.NO	PARTICULARS	FEE/EXPENSE AMOUNT	% OF TOTAL ISSUE EXPENSES	% OF TOTAL ISSUE SIZE
1.	Lead Manager(s) fees	To be set out in the Key Information	--	--

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		Document for the relevant issuance of Debentures.		
2.	Underwriting commission	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
3.	Brokerage, selling commission and upload fees	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
4.	Fees payable to the registrars to the issue	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
5.	Fees payable to the legal advisors	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
6.	Advertising and marketing expenses	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
7.	Fees payable to the regulators including stock exchanges	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
8.	Expenses incurred on printing and distribution of issue stationary	To be set out in the Key Information Document for the relevant issuance of Debentures.	--	--
9.	Any other fees,	To be set out in	--	--

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	commission and payments under whatever nomenclature	the Key Information Document for the relevant issuance of Debentures.		
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## 5.9 Financial Information

- (a) **The audited financial statements (i.e. profit and loss statement, balance sheet and cash flow statement) both on a standalone and consolidated basis for a period of three completed years, which shall not be more than six months old from the date of the issue document or issue opening date, as applicable. Such financial statements shall be should be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (“ICAI”).**

Please refer Annexure I for the audited financial statements of the Issuer for the Financial Years ended March 31, 2022, March 31, 2023, and March 31, 2024, and the limited financial statements of the Issuer for the financial quarter ended December 31, 2024.

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

**However, if the issuer, being a listed REIT/listed InvIT, has been in existence for a period of less than three completed years, and historical financial statements of such REIT/InvIT are not available for some portion or the entire portion of the reporting period of three years and the interim period, the combined financial statements shall be disclosed for the periods for which such historical financial statements are not available.**

N.A.

- (b) **Listed issuers (whose debt securities or specified securities are listed on recognised stock exchange(s) in compliance with the listing regulations, may disclose unaudited financial information for the interim period in the format as specified therein with limited review report in the issue document, as filed with the stock exchanges, instead of audited financial statements for the interim period, subject to making necessary disclosures in this regard in issue document including risk factors.**

Not applicable as the audited financial statements of the Issuer for the Financial Years ended March 31, 2022, March 31, 2023, and March 31, 2024, and the limited financial statements of the Issuer for the financial quarter ended December 31, 2024 are being disclosed. Please refer Annexure I.

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

- (c) **Issuers other than REITs/ InvITs desirous of issuing debt securities on private placement basis and who are in existence for less than three years may disclose financial statements mentioned at (a) above for such period of existence, subject to the following conditions:**

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- (i) **The issue is made on the Electronic Book Platform of the stock exchange, irrespective of the issue size; and**
- (ii) **In case of issue of securities on a private placement basis, the issue is open for subscription only to qualified institutional buyers**

*Not applicable as the Issuer has been existence for more than 3 (three) years.*

- (d) **The above financial statements shall be accompanied with the auditor's report along with the requisite schedules, footnotes, summary etc.**

Please refer Annexure I for the audited financial statements of the Issuer for the Financial Years ended March 31, 2022, March 31, 2023, and March 31, 2024, and the limited financial statements of the Issuer for the financial quarter ended December 31, 2024 along with the auditor's report along with the requisite schedules, footnotes, summary etc.

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

- (e) **Key Operational and Financial Parameters on a consolidated basis and on a standalone basis:**
- (f)

PARTICULARS	Standalone				Consolidated			
	DEC 31, 2024	MAR 31, 2024	MAR 31, 2023	MAR 31, 2022	DEC 31, 2024	MAR 31, 2024	MAR 31, 2023	MAR 31, 2022
	Unaudited	audited	Audited	Audited	Unaudited	audited	Audited	Audited
<b>BALANCE SHEET</b>								
<b>Assets</b>								
Property, Plant and Equipment	423.5	343.8	101.5	82	442.2	359.6	109	83.6
Financial Assets	40678.1	34925.3	26380.8	20696.5	52186.8	44234.3	32125.9	24203.4
Non-financial Assets excluding property, plant and equipment	309.4	253	178	182.8	349.7	283.4	184.5	189.1
<b>Total Assets</b>	<b>41411</b>	<b>35522.1</b>	<b>26660.3</b>	<b>20961.3</b>	<b>52978.7</b>	<b>44877.3</b>	<b>32419.4</b>	<b>24476.1</b>
<b>Liabilities</b>								
Financial Liabilities								
- Derivative financial instruments	-	1.7	-	-	-	1.7	-	-
- Trade Payables	-	-	-	-	-	-	-	-
- Other Payables	43	27.1	30.8	31.3	48.6	30.2	32.6	34.1
- Debt Securities	856.8	179.3	959.2	1328.2	1200.6	431	959.2	1328.2
- Borrowings (other than Debt Securities)	30200.3	27067.4	18697.2	13757.7	39289.4	34598.6	23932.9	17006.6
- Deposits	-	-	1.6	1.6	-	-	-	-
- Subordinated liabilities	2407.7	1452.4	1043.3	1221.4	2837.8	1672.3	1043.3	1221.3
- Lease liabilities	55.5	50.6	51.9	39.2	75.5	69.7	52.4	39.2
- Other financial liabilities	707.7	675.3	530.1	541.7	789.1	765.7	572.6	557.5
<b>Non-Financial Liabilities</b>								

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- Current tax liabilities (net)	-	-	-	-	-	-	-	-
- Provisions	3.6	1.3	1.8	2.6	9.5	5.8	3.7	3.8
- Deferred tax liabilities (net)	541	318.7	205.8	176	728.5	461	213.5	170.8
- Other non-financial liabilities	28.5	22.3	5.6	10.1	32.9	30.4	10.7	11.7
Equity (Equity Share Capital and Other Equity)	6567	5726	5133.2	3851.5	7966.7	6810.7	5598.5	4102.9
<b>Non-controlling interest</b>		-	-	-				
<b>Total Liabilities and Equity</b>	<b>41411</b>	<b>35522</b>	<b>26660.3</b>	<b>20961.3</b>	<b>52978.7</b>	<b>44877.3</b>	<b>32419.4</b>	<b>24476.1</b>

PROFIT AND LOSS								
	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022
	Unaudited	audited	Audited	Audited	Unaudited	audited	Audited	Audited
Revenue from operations	3234.5	3,434.70	2,750.30	2,644.80	4,395.60	4,572.60	3,452.10	3,080.00
Other Income	13.4	18.1	4.9	15.6	95	87.3	49.5	26
<b>Total Income</b>	<b>3247.9</b>	<b>3,452.80</b>	<b>2,755.20</b>	<b>2,660.40</b>	<b>4,490.50</b>	<b>4,659.90</b>	<b>3,501.60</b>	<b>3,106.00</b>
<b>Total Expenses</b>	<b>2895.9</b>	<b>2,998.20</b>	<b>2,383.00</b>	<b>2,355.70</b>	<b>3,807.40</b>	<b>3,814.40</b>	<b>2,845.00</b>	<b>2,658.00</b>
Profit after tax for the year	256.6	340.2	277	232	504.1	636.4	490	341
Other Comprehensive income	582.7	250.3	93	-208	650.4	573.3	94	-207
Total Comprehensive Income	839.4	590.5	369.5	24	1154.5	1,209.80	584	134
Earnings per equity share (Basic)	4.8	6.4	5.5	4.9	9.42	11.9	9.8	7.3
Earnings per equity share (Diluted)	4.8	6.4	5.5	4.9	9.42	11.9	9.8	7.3
CASH FLOW								
Particulars	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022
	Unaudited	audited	Audited	Audited	Unaudited	audited	Audited	Audited
Net cash from / used in (-) operating activities	-3771.6	-5,781.60	-4,094.90	982	-6963.6	-8,364.60	-6,174.00	-190
Net cash from / used in (-) investing activities	-483	-383.6	-999.9	-49	-5775.3	-419.1	-830	42
Net cash from / used in (-) financing activities	4630.9	7,881.60	5,253.30	-944	6484.1	10,647.70	7,240.00	140
Net increase / decrease (-) in cash and cash equivalents	376.3	1,716.40	797.8	808.4	184.7	1,864.00	811	819
Cash and cash equivalents as per Cash Flow Statement as at the end of Half year	3047.7	2,671.40	956.3	798	3094.3	2,909.50	1,047.00	811

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ADDITIONAL INFORMATION								
Particulars	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022	DEC 31, 2024	MAR 31, 2024	MARCH 31, 2023	MARCH 31, 2022
	Unaudited	audited	Audited	Audited	Unaudited	audited	Audited	Audited
Net Worth	6567	5726	5133	3852	7966.7	6810.7	5599	4103
Cash and cash equivalents	3047.7	2671.4	956	798	3094.3	2909.5	1047	811
Loans	33464.8	28,699.0	20699.6	16307.2	43327.8	36702.32	25935.4	19556.1
Loans (Principal Amount)	33464.8	28,699.0	20699.6	16307.2	Not Applicable			
Total Debts to Total Assets	81.2	77.6	77.6	77.8	82	81.1	80	79.9
Interest Income	3247.9	3452.8	2755	2645	4490.5	4659.9	3452	3080
Interest Expense	1991.8	2015.8	1399	1337	2587	2561.6	1721	1534
Impairment on Financial Instruments	397.9	511.7	606	704.3	473.1	572.9	646.8	747.3
Bad Debts to Loans (On AUM)	3.2	3.3	3.7	4.2	3	3.1	3.5	4.2
% Stage 3 Loans on Loans (Principal Amount)	3.2	3.3	3.7	4.2	Not Applicable			
% Net Stage 3 Loans on Loans (Principal Amount)	1.9	2.1	2.5	2.8				
Tier I Capital Adequacy Ratio (%)	13.08	14.4	17.1	15.9				
Tier II Capital Adequacy Ratio (%)	5.82	2.9	1.5	2.8				

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

(g) **Details of any other contingent liabilities of the Issuer based on the latest audited financial statements including amount and nature of liability:**

Particulars	As at 31 March 2024	As at 31 March 2023
Claims against the Company not acknowledged as debts: Value added taxes	139	139
Claims against the Company not acknowledged as debts: Direct taxes	819	819
Bank guarantee	205	205

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared, and the information in respect of the contingent liabilities will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

(h) **The amount of corporate guarantee or letter of comfort issued by the issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a**

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**subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued**

S. NO.	NAME OF COUNTERPARTY	NATURE OF/RELATIONSHIP WITH COUNTERPARTY	WHETHER CORPORATE GUARANTEE OR LETTER OF COMFORT	AMOUNT OF CORPORATE GUARANTEE OR LETTER OF COMFORT (in INR)
Not Applicable				

5.10 **A brief history of Issuer since its incorporation giving details of its following activities:**

(a) **Details of Share Capital as on last quarter end, i.e., March 31, 2025:**

SHARE CAPITAL	AMOUNT (IN INR)
<b>Authorised Share Capital</b>	
622,907,700 equity shares of INR 10 each	6,229,077,000
<b>TOTAL</b>	<b>6,229,077,000</b>
<b>Issued, Subscribed and Fully Paid- up Share Capital</b>	
54,52,44,490 equity shares of INR 10 each	5,452,444,900
<b>TOTAL</b>	<b>5,452,444,900</b>

(b) **Changes in its capital structure as on last quarter end i.e., March 31, 2025, for the preceding three financial years and current financial year:**

DATE OF CHANGE (ANNUAL GENERAL MEETING/ EXTRAORDINARY GENERAL MEETING)	AUTHORISED CAPITAL IN RS.	PARTICULARS
12-Nov-08	3.00	Company Incorporated with Authorised Share Capital of Rs. 3 Crores
24-Dec-09	2.00	Increase in Authorised Share Capital from Rs. 3 Crores to Rs 5 Crores
29-Mar-10	45.00	Increase in Authorised Share Capital from Rs 5 Crores to Rs 50 Crores
1-Jun-10	25.00	Increase in Authorized Share Capital from Rs. 50 Crores to Rs 75 Crores
23-Jul-10	50.00	Increase in Authorised Equity Share Capital from Rs. 75 Crores to Rs. 125 Crores
26-Nov-10	100.00	Increase in Authorised Equity Share Capital from Rs. 125 Crores to Rs. 225 Crores
22-Aug-11	100.00	Increase in Authorised Equity Share Capital from Rs. 225 Crores to Rs. 325 Crores
24-Jul-12	50.00	Increase in Authorised Equity Share Capital from Rs. 325 Crores to Rs. 375 Crores
1-Jul-13	247.91	Change in Equity Share Capital from Rs. 375 Crores to Rs. 435 Crores

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		Creation of new class of shares (Preference Shares) for Rs. 187,90,77,000/-
23-Mar-16	-	Amendment in authorized share capital of the Company Rs. 622.90 Crores divided into 435,000,000 equity shares of ₹ 10 each and 50,000,000 fully paid up CCCPPS of ₹ 37.58154 each to Rs. 622.90 million divided into 622,907,700 equity shares of ₹ 10 each
<b>Total</b>	<b>622.91</b>	<b>Authorized Share Capital</b>

(c) **Details of the equity share capital for the preceding three financial years and current financial year Marc 31, 2025:**

Date of Allotment	No. of equity shares issued	Face Value (Rs.)	Issue Price (Rs.)	Consideration (cash, other than cash, etc)	Nature of allotment	Cumulative			Remarks
						No of equity shares	Equity share capital (Rs.)	Equity share premium (Rs)	
23/06/2017	10,568,101	10	94	Cash	Rights Issue	42,27,24,022	42,27,240,220	84	N. A
22/09/2017	15,097,287	10	100	Cash	Rights Issue	43,78,21,309	43,78,213,090	90	N. A
09/11/2017	158,500	10	28	Cash	ESOP	43,79,79,809	43,79,798,090	18	N. A
30/01/2018	182,49,159	10	110	Cash	Rights Issue	45,62,28,968	45,62,289,680	100	N. A
13/02/2018	36,000	10	28	Cash	ESOP	45,62,64,968	45,62,649,680	18	N. A
13/02/2018	36,000	10	54.40	Cash	ESOP	45,63,00,968	45,63,009,680	44.40	N. A
24/03/2018	62,000	10	28	Cash	ESOP	45,63,62,968	45,63,629,680	18	N. A
24/03/2018	75,000	10	54.40	Cash	ESOP	45,64,37,968	45,64,379,680	44.40	N. A
12/05/2018	15,000	10	28	Cash	ESOP	45,64,52,968	45,64,529,680	18	N. A
12/05/2018	42,000	10	54.40	Cash	ESOP	45,64,94,968	45,64,949,680	44.40	N. A
21/07/2018	22,500	10	28	Cash	ESOP	45,65,17,468	45,65,174,680	18	N. A
22/09/2018	60,000	10	28	Cash	ESOP	45,65,77,468	45,65,774,680	18	N. A
22/09/2018	10,000	10	75	Cash	ESOP	45,65,87,468	45,65,874,680	65	N. A
10/12/2018	32,000	10	54.40	Cash	ESOP	45,66,19,468	45,66,194,680	44.40	N. A
31/12/2018	66,17,672	10	153	Cash	Rights Issue	46,32,37,140	46,32,371,400	143	N. A
26/03/2019	64,33,850	10	153	Cash	Rights Issue in the Company.	46,96,70,990	46,96,709,900	143	N. A
21/05/2019	18,000	10	28	Cash	ESOP	46,96,88,990	46,96,889,900	18	N. A
21/05/2019	26,000	10	54.40	Cash	ESOP	46,97,14,990	46,97,149,900	44.40	N. A

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Date of Allotment	No. of equity shares issued	Face Value (Rs.)	Issue Price (Rs.)	Consideration (cash, other than cash, etc)	Nature of allotment	Cumulative			Remarks
						No of equity shares	Equity share capital (Rs.)	Equity share premium (Rs)	
21/05/2019	5,000	10	110	Cash	ESOP	46,97,19,990	46,97,199,900	100	N. A
23/09/2019	10,000	10	75	Cash	ESOP	46,97,29,990	46,97,299,900	65	N. A
11/12/2019	22,500	10	54.40	Cash	ESOP	46,97,52,490	46,97,524,900	44.40	N. A
21/10/2020	15,000	10	28	Cash	ESOP	46,97,67,490	46,97,674,900	18	N. A
21/10/2020	15,000	10	75	Cash	ESOP	46,97,82,490	46,97,824,900	65	N. A
07/04/2021	46,500	10	28	Cash	ESOP	46,98,28,990	46,98,289,900	18	N. A
13/07/2021	15,000	10	75	Cash	ESOP	46,98,43,990	46,98,439,900	65	N. A
20/12/2021	19,000	10	54.40	Cash	ESOP	46,98,62,990	46,98,629,900	44.40	N. A
29/03/2022	10,000	10	28	Cash	ESOP	46,98,72,990	46,98,729,900	18	N. A
29/03/2022	20,000	10	54.40	Cash	ESOP	46,98,92,990	46,98,929,900	44.40	N. A
27/07/2022	4,000	10	54.40	Cash	ESOP	46,98,96,990	46,98,969,900	44.40	N. A
13/10/2022	6,50,00,000	10	140.00	Cash	Preferential Allotment	53,48,96,990	53,48,969,900	130	N. A
18/11/2022	1,00,000	10	110.00	Cash	ESOP	53,49,96,990	53,49,969,900	100	N,A
18/11/2022	21,000	10	54.40	Cash	ESOP	53,50,17,990	53,50,179,900	44.40	N.A
09/02/2023	2,000	10	54.40	Cash	ESOP	53,50,19,990	535,01,99,900	44.40	N.A
06/04/2023	25,500	10	28.00	Cash	ESOP	53,50,45,490	535,04,54,900	18.00	NA
09/05/2023	21,000	10	54.40	Cash	ESOP	53,50,66,490	535,06,64,900	44,40	N.A
26/07/2023	6000	10	54.40	Cash	ESOP	53,50,72,490	535,07,24,900	44.40	NA
20/09/2023	31,000	10	54.40	Cash	ESOP	53,51,03,490	535,10,34,900	44.40	NA

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Date of Allotment	No. of equity shares issued	Face Value (Rs.)	Issue Price (Rs.)	Consideration (cash, other than cash, etc)	Nature of allotment	Cumulative			Remarks
						No of equity shares	Equity share capital (Rs.)	Equity share premium (Rs)	
03/10/2023	22000	10	54.40	Cash	ESOP	535,10,34,900	535,12,54,900	44.40	NA
12/12/2023	20000	10	54.40	Cash	ESOP	535,12,54,900	535,14,54,900	44.40	NA
27/02/2024	17000	10	110	Cash	ESOP	535,14,54,900	535,16,24,900	100	NA
03/09/2024	7500	10	54.40	Cash	ESOP	535,16,24,900	535,16,99,900	44.40	NA
29/10/2024	22,500	10	54.40	Cash	ESOP	535,16,99,910	535,19,24,900	44.40	NA
29/10/2024	10000	10	110	Cash	ESOP	535,19,24,910	535,20,24,900	100	NA
20/12/2024	25,000	10	54.40	Cash	ESOP	535,20,24,910	535,22,74,900	44.40	NA
19/02/2025	17,000	10	110	Cash	ESOP	535,22,74,910	535,24,44,900	100.00	NA
25/03/2025	1,00,00,000	10	200	Cash	Preferential Allotment	535,24,44,910	545,24,44,900	190.00	NA

**(d) Details of any acquisition of or amalgamation with any entity in the preceding one year:**

Not Applicable. Please also refer Section 5.19 of this General Information Document in respect of the merger by way of absorption of Hinduja Leyland Finance Limited with/into NDV Venture Limited (previously known as NXTDIGITAL Limited).

**(e) Details of any Reorganization or Reconstruction in the preceding one year:**

Not Applicable

**(f) Details of the shareholding of the Company as at the latest quarter end, i.e., March 31, 2024, as per the format specified under the listing regulations:**

The shareholding pattern of the Issuer as of the last quarter end, i.e., March 31, 2025, prepared in accordance with the LODR Regulations is set out in Annexure IV.

**(g) List of top ten holders of equity shares of the Company as on the latest quarter end, i.e. March 31, 2025:**

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S. NO.	NAME OF THE SHAREHOLDERS	TOTAL NUMBER OF EQUITY SHARES	NUMBER OF SHARES IN DEMAT FORM	TOTAL SHAREHOLDING AS PERCENTAGE (%) OF TOTAL NO. OF EQUITY SHARES
1	ASHOK LEYLAND LIMITED	33,32,46,338	33,32,46,338	61.12
2	HINDUJA AUTOMOTIVE LIMITED	6,92,77,542	6,92,77,542	12.71
3	ABRIDGE INVESTMENTS LTD	3,50,00,000	3,50,00,000	6.42
4	GLOBAL AXE INVESTMENT FUND	2,85,00,000	2,85,00,000	5.23
5	ELARA INDIA OPPORTUNITIES FUND LIMITED	2,59,17,000	2,59,17,000	4.75
6	THE GREAT INTERNATIONAL TUSKER FUND	1,36,00,000	1,36,00,000	2.49
7	LGOF GLOBAL OPPORTUNITIES LIMITED	1,00,00,000	1,00,00,000	1.83
8	CONNECOR INVESTMENT ENTERPRISE LTD	1,00,00,000	1,00,00,000	1.83
9	AFRINDIA	65,00,000	65,00,000	1.19
10	HINDUJA CAPITAL LIMITED	34,36,550	34,36,550	0.63
<b>Total</b>		<b>53,54,77,430</b>	<b>53,54,77,430</b>	<b>98.21</b>

5.11 **Following details regarding the directors of the Company:**

(a) **Details of the current directors of the Company:**

This table sets out the details regarding the Company's Board of Directors as on date of this General Information Document:

NAME	DESIGNATION	DIN	AGE (IN YEARS)	ADDRESS	DATE OF APPOINTMENT	DETAILS OF OTHER DIRECTORSHIPS
Mr. Dheeraj G Hinduja	Chairman	00133410	53	24, Carlton House Terrace, London SW1Y5AP, United Kingdom	30-Aug-11	1. Ashok Leyland Limited 2. Hinduja Tech Limited 3. Gro Digital Platforms Limited 4. Switch Mobility Automotive Limited 5. Hinduja Automotive Limited (Reg in the UK) 6. Switch Mobility Automotive

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NAME	DESIGNATION	DIN	AGE (IN YEARS)	ADDRESS	DATE OF APPOINTMENT	DETAILS OF DIRECTORSHIPS	OTHER
						Limited 7.Hinduja Housing Finance Limited	
Mr. Sachin Pillai	Managing Director and Chief Executive Officer	06400793	52	Appu, 24/37, Radhakrishna Nagar Main Road, Thiruvanmiyur, Near Saraswathi School, Chennai 600041, India	11-Feb-20	1.HLF Services Limited 2.Hinduja Housing Finance Limited 3.Gaadi Mandi Digital Platforms Limited 4.NDL Ventures Limited <b>5.Gro Digital Platforms Limited</b>	
Mr. Gopal Mahadevan	Director	01746102	58	Chaitanya Laurels Flat No B 703, Old No 59/60 New No. 81/83, CP Ramaswamy Road, Alwarpet, Teynampet, Chennai – 600018, India	16-Mar-15	1.Ashok Leyland Limited 2.Hinduja Housing Finance Limited 3.Hinduja Tech Limited 4. Optare Plc, UK 54.Lanka Ashok Leyland Limited 65.Switch Mobility Automotive Limited 76.Gro Digital Platforms Limited 87.OHM Global Mobility Private Limited <b>99.Ohm Global Mobility Private Limited</b>	
Mr. Sudhanshu Tripathi	Director	06431686	65	SM01, Tower 6, Crescent Bay, Jerbai Wadia Road, Parel, Mumbai – 400 012703, Casa Grande, 7th Floor, S B Marg, Lower Parel West Mumbai <b>Maharashtra 400013 India</b>	13-Aug-15	1.NDL Ventures Limited 2.Hinduja Global Solutions Limited 3.GOCL Corporation Limited 4.IDL Explosives Limited 5. HGS Digital LLC (Foreign Company) 6. Diversify Offshore Staffing Solutions Pty Ltd. (Foreign Company)	
Mr. G.S. Sundararajan	Independent Director	00361030	64	Flat 1002, The Summit, No. 6, 1st Avenue, Shastri Nagar, Chennai – 600020, India	21-May-19	1.Hinduja Housing Finance Limited 2.Utkarsh Coreinvest Limited 3.One 97 Communications Limited 4.Growxcd Finance Private Limited <b>5. Paytm Payments Services Limited</b>	
Mr.	Independent	0250261	70	Mayfair	16-Mar-	1.GOCL Corporation Limited	

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NAME	DESIGNATION	DIN	AGE (IN YEARS)	ADDRESS	DATE OF APPOINTMENT	DETAILS OF OTHER DIRECTORSHIPS
Debabrata Sarkar	dent Director	8		Boulevard (Narayan Apartments) Flat No. 701, Main Avenue Santacruz (West), Mumbai 400 054, Maharashtra, India	15	2.Emami Limited 3.IDL Explosives Limited 4.Vistra Itcl (India) Limited 5.Easy Home Finance Limited 6.Mylead Fintech Private Limited 7.Aditya Birla Sun Life Insurance Company Limited 8.Sanathan Textiles Limited 9.Inceptum Advisors Private Limited Finolex Industries Limited <b>10. NDL Ventures Limited</b>
Ms. Manju Agarwal	Independent Director	06921105	65	14254 ATS One Hamlet, GH 01, Sector 104, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India	5-Jun-2018	1.Vistaar Financial Services Private Limited 2.Indiaideas Com Limited 3.Gulf Oil Lubricants India Limited 4. Alivus Life Sciences Limited (formerly known as Glenmark Life Sciences Limited) Glenmark Life Sciences Limited 5.CMS INFO SYSTEMS LIMITED 56.Switch Mobility Automotive Limited 67.Polycab India Limited 78.Hinduja Housing Finance Limited <b>8.GOCL Corporation Limited</b>
Ms. Mandee p Maitra	Independent Director	06937451	59	1203, Emerald Isle, Saki Vihar Road powai, Gate No-6, L And T Reality Mumbai – 400072	<b>21-March - 2023</b>	1.Expressions Learning Resources Private Limited <b>2.Gro Digital Platforms Limited</b>
<b>Mr. Jose Maria Alapont</b>	Independent Director	07712699	74	10 ST James's Chambers, London, UK	23 <sup>rd</sup> August, 2024	Ashok Leyland Limited Hinduja Investment & Project Services (C) <b>Switch Mobility Europe SL (C)</b> <b>Hinduja Automotive Limited</b> <b>Switch Mobility Limited (UK)</b>

(b) **Details of change in directors in the preceding three financial years and current financial year:**

NAME	DESIGNATION	DIN	DATE OF APPOINTMENT	DATE OF CESSATION, IF	DATE OF RESIGNATION, IF	REMARKS

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				APPLICABLE	APPLICABLE	
Ms. Bhumika Batra	Independent Director	03502004	November 4, 2020	-	February 27, 2023	
Dr. Andreas Biagosch	Independent Director	06570499	November 10, 2016	November 9, 2021	-	
Mr. Jean Brunol	Independent Director	03044965	March 22, 2022		26 <sup>th</sup> August, 2024	
Dr. Mandee p Maitra	Independent Director	06937451	March 21, 2023	-	-	
Mr. S Nagarajan	Whole Time Director and Executive Vice Chairman	00009236	November 12, 2008	March 31, 2023	-	
Mr. R S Sharma	Independent Director	00013208	19 <sup>th</sup> December 2013	22 <sup>nd</sup> July 2024	-	
Mr. Jose Maria Alapont	Independent Director	07712699	23 <sup>rd</sup> August, 2024	-	-	-

(c) **Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):**

- (i) **Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis;**

*By/in the Issuer:*

S. NO.	NAME OF THE DIRECTOR	REMUNERATION PAYABLE/PAYED BY THE ISSUER					FY 2024-2025 (current financial year) <sup>^^</sup>	SHAREHOLDING/NO. OF SHARES IN THE ISSUER (ON A FULLY DILUTED BASIS)
		FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24			
1	Dheeraj G Hinduja	61.32	65.9	80.35	80.21	^^	Nil	
2	Gopal Mahadevan	32.97	32.04	46.17	42.43		Nil	
3	Sudhanshu Tripathi	25.21	26.99	38.17	34.25		65,830	

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S. NO.	NAME OF THE DIRECTOR	REMUNERATION PAYABLE/PAID BY THE ISSUER					FY 2024-2025 (current financial year)^	SHAREHOLDING/NO. OF SHARES IN THE ISSUER (ON A FULLY DILUTED BASIS)
		FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24			
4	Debabrata Sarkar	30.77	32.42	48.48	42.99		Nil	
5	G S Sundararajan	31.5	29.16	43.6	45.90		Nil	
6	Manju Agarwal	34.23	31.33	42.05	42.14		Nil	
7	R S Sharma	30.5	32.04	48.48	42.55		Nil	
8	Bhumika Batra*	7.83	25.34	39.76	-		Nil	
9	Sachin Pillai	323.67	372.95	398.8	437.4		2,55,833	
10	S. Nagarajan	403.4	431.34	465.85	-		20,83,375	
11	Prof. Dr. Andreas H Biagosch#	21.28	11.24	-	-		Nil	
12	Jean Brunol@	-	-	34	31.23		Nil	
13	Mandeep Maitra&	-	-	2	31.31		Nil	

\*Bhumika Batra resigned w.e.f. 27th February, 2023

#Prof. Dr. Andreas H Biagosch retired w.e.f. 9th November, 2021

@ Jean Brunol appointed w.e.f. 22nd March, 2022

& Mandeep Maitra appointed w.e.f. 21st March, 2023

^^The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared, and the information in respect of the remuneration of the directors for the current financial year will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

*By/in the subsidiaries of the Issuer:*

S. NO.	NAME OF THE DIRECTOR	REMUNERATION PAYABLE/PAID BY THE SUBSIDIARIES OF THE ISSUER					SHAREHOLDING IN THE SUBSIDIARIES OF THE ISSUER (ON A FULLY DILUTED BASIS)
		FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	
		Nil					

*By/in the associate of the Issuer:*

S. NO.	NAME OF THE	REMUNERATION PAYABLE/PAID BY THE	SHAREHOLDING IN
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	DIRECTOR	ASSOCIATE COMPANIES OF THE ISSUER					THE ASSOCIATE COMPANIES OF THE ISSUER (ON A FULLY DILUTED BASIS)
		FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	
Nil							

**(ii) Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company;**

*Of the Issuer:*

S. NO.	NAME OF THE DIRECTOR	DETAILS OF THE RELATIVE	DETAILS OF APPOINTMENT OF THE RELATIVE TO AN OFFICE OR PLACE OF PROFIT
Not Applicable			

*Of the subsidiaries of the Issuer:*

S. NO.	NAME OF THE DIRECTOR	DETAILS OF THE RELATIVE	DETAILS OF APPOINTMENT OF THE RELATIVE TO AN OFFICE OR PLACE OF PROFIT OF THE SUBSIDIARIES OF THE ISSUER
Not Applicable			

*Of the associate companies of the Issuer:*

S. NO.	NAME OF THE DIRECTOR	DETAILS OF THE RELATIVE	DETAILS OF APPOINTMENT OF THE RELATIVE TO AN OFFICE OR PLACE OF PROFIT OF THE ASSOCIATE COMPANIES OF THE ISSUER
Not Applicable			

**(iii) Full particulars of the nature and extent of interest, if any, of every director:**

**A. in the promotion of the issuer company; or**

Not Applicable

**B. in any immovable property acquired by the issuer company in the two years preceding the date of the issue document or any immovable property proposed to be acquired by it; or**

Not Applicable

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- C. where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed.**

Not Applicable

- (d) Contribution being made by the directors as part of the offer or separately in furtherance of such objects.**

Not Applicable

- 5.12 Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and the effect of such interest in so far as it is different from the interests of other persons**

Not Applicable

- 5.13 Following details regarding the auditors of the Issuer:**

- (a) Details of the auditor of the Issuer:**

NAME OF THE AUDITOR	ADDRESS	DATE OF APPOINTMENT	REMARKS
Walker Chandiook & Co LLP	11th Floor, Tower 11, One International Center, S B Marg Prabhadevi (W), Mumbai – 400013	19/09/2022	-
R. Subramanian and Company LLP	Door No: 6 (old No 36), Krishnaswamy Avenue, Chennai -600004	27/08/2024	-

- (b) Details of change in auditors for preceding three financial years and current financial year:**

NAME OF THE AUDITOR	ADDRESS	DATE OF APPOINTMENT	DATE OF CESSATION, IF APPLICABLE	DATE OF RESIGNATION, IF APPLICABLE	REMARKS
M/s B S R and Associates	No. 10, Mahatma Gandhi Road, Nungambakam, Chennai –	01/07/2013	04/07/2019		Expiry of Tenure

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	600034				
M/s Deloitte Haskins & Sells	19th Floor, 46-Prestige Trade Tower, Palace Road, High Grounds, Bengaluru, Karnataka – 560001	04/07/2019	19/09/2022	19/09/2022	Expiry Of Tenure
Suresh Surana & Associates LLP	Apex Towers 2nd Floor, No.54 (Old No.42) Second Main Road, R.A. Puram, Chennai – 600028	19/09/2022	27/08/2024	27/08/2024	Expiry of Tenure
Walker Chandiook & Co LLP	11th Floor, Tower 11, One International Center, S B Marg Prabhadevi (W) Mumbai – 400013	19/09/2022			Appointed as Statutory Auditor of the Company at the Annual General Meeting of the Company held on 19 <sup>th</sup> September, 2022 for a period of 3 years(Appointed further to the retirement of Statutory Auditors M/s. Deloittee Haskins & Sells)
R. Subramanian and Company LLP	Door No: 6 (old No 36), Krishnaswamy Avenue, Chennai - 600004	27/08/2024			Appointed as Statutory Auditor of the Company at the Annual General Meeting of the Company held on 27 <sup>th</sup> August,2024 for a period of 3 years(Appointed further to the retirement of Statutory Auditors M/s. Suresh Surana & Associates LLP)

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**5.14 Details of the following liabilities of the issuer, as at the end of the preceding quarter, or if available, a later date:**

**(a) Details of outstanding secured loan facilities as at the end of the last quarter, i.e., March 31, 2025:**

NAME OF LENDER	TYPE OF FACILITY	NO. OF FACILITY	AMOUNT SANCTIONED (RS. IN CRORES)	PRINCIPAL AMOUNT OUTSTANDING (RS. IN CRORES)	REPAYMENT DATE/SCHEDULE	SECURITY	ASSET CLASSIFICATION	CREDIT RATING
Axis Bank	Term Loan	4	708.06	708.06	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Bajaj Finance Limited	Term Loan	2	43.75	43.75	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Bandhan Bank	Term Loan	3	410.52	410.52	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Bank Of Baroda	Term Loan	8	1,571.98	1,571.98	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Bank of India	Term Loan	3	1,061.81	1,061.81	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Bank Of Maharashtra	Term Loan	4	1,083.28	1,083.28	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Canara Bank	Term Loan	9	3,348.47	3,348.47	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Central Bank Of India	Term Loan	4	816.59	816.59	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
City Union Bank	Term Loan	1	49.96	49.96	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
CSB Bank	Term Loan	2	75.32	75.32	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
DBS ECB	Term Loan	3	836.99	836.99	Bullet	Book Debts	Secured	AA+ Stable CARE/CRISIL
Deutsche Bank Term Loan	Term Loan	3	333.33	333.33	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Development Credit Bank Ltd	Term Loan	1	84.31	84.31	Bullet	Book Debts	Secured	AA+ Stable CARE/CRISIL
Dhanlaxmi Bank	Term Loan	1	100.00	100.00	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Equitas	Term Loan	1	33.28	33.28	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
Federal Bank	Term Loan	4	379.92	379.92	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
HDFC Bank	Term Loan	21	3,919.94	3,919.94	Quarterly	Book Debts	Secured	AA+ Stable CARE/CRISIL
ICICI Bank	Term Loan	2	262.50	262.50	Quarterly	Book Debts	Secured	AA+ Stable CARE/

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NAME OF LENDER	TYPE OF FACILITY	NO. OF FACILITY	AMOUNT SANCTIONED (RS. IN CRORES)	PRINCIPAL AMOUNT OUTSTANDING (RS. IN CRORES)	REPAYMENT DATE/SCHEDULE	SECURITY	ASSET CLASSIFICATION	CREDIT RATING
								CRISIL
IDBI Bank	Term Loan	3	460.28	460.28	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Indian Bank	Term Loan	20	1,522.40	1,522.40	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Karnataka Bank Limited	Term Loan	4	324.48	324.48	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Karur Vysya Bank	Term Loan	1	46.86	46.86	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Kotak Mahindra Bank	Term Loan	3	194.24	194.24	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
MUDRA	Term Loan	4	940.50	940.50	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Punjab & Sind Bank	Term Loan	1	313.10	313.10	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Punjab National Bank	Term Loan	20	2,040.60	2,040.60	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
RBL Bank	Term Loan	1	179.18	179.18	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
SIDBI	Term Loan	6	2,376.24	2,376.24	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
South Indian Bank	Term Loan	3	174.77	174.77	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
State Bank Of India	Term Loan	7	3,540.24	3,540.24	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
UCO Bank	Term Loan	4	799.29	799.29	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Ujjivan Small Finance Bank	Term Loan	4	237.50	237.50	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
Union Bank Of India	Term Loan	8	3,729.02	3,729.02	Quarterly	Book Debts	Secured	AA+ Stable CARE/ CRISIL
<b>Grand Total</b>		<b>166</b>	<b>32,048.73</b>	<b>32,048.73</b>				

(b) *Details of outstanding unsecured loan facilities as at the end of the last quarter, i.e., March 31, 2024:*

NAME OF LENDER	TYPE OF FACILITY	AMOUNT SANCTIONED (IN INR)	PRINCIPAL AMOUNT OUTSTANDING (IN INR)	REPAYMENT DATE/SCHEDULE	CREDIT RATING, IF APPLICABLE
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**Not Applicable**

(c) *Details of outstanding non-convertible securities as at the end of the last quarter, i.e., March 31, 2025, in the following format:*

SERIES OF NCS	ISIN	TENOR / PERIOD OF MATURITY	COUPON	AMOUNT (IN INR)	DATE OF ALLOTMENT	REDEMPTION DATE / SCHEDULE	CREDIT RATING	SECURED / UNSECURED	SECURITY
1	INE146O08167	66 months	9.75%	45	16-Feb-21	18-Aug-26	AA+ by CRISIL	Unsecured	Nil
2	INE146O08175	67 months	9.75%	55	08-Mar-21	08-Oct-26	AA+ by CRISIL	Unsecured	Nil
3	INE146O08183	66 months	9.75%	50	19-Mar-21	18-Sep-26	AA+ by CRISIL	Unsecured	Nil
4	INE146O08191	66 months	9.75%	75	26-Mar-21	25-Sep-26	AA+ by CARE and CRISIL	Unsecured	Nil
5	INE146O08209	84 months	9.75%	50	22-Apr-21	21-Apr-28	AA+ by CARE and CRISIL	Unsecured	Nil
6	INE146O08175 (Reissue)	65 months	9.75%	50	30-Apr-21	08-Oct-26	AA+ by CRISIL	Unsecured	Nil
7	INE146O08217	66 months	9.70%	50	19-Jul-21	19-Jan-27	AA+ by CARE	Unsecured	Nil
8	INE146O07482	36 months	8.60%	80	27-Jan-23	27-Jan-26	AA+ by CARE	Secured	Secured by specific assets by pari passu charge on hypothecation on loan receivables with a security cover of 100%
9	INE146O08225	120 Months	9.50%	75	22-Jun-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
10	INE146O08233	120 Months	9.45%	135	23-Aug-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
11	INE146O08233 (Reissue)	119 Months	9.45%	90	20-Sep-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
12	INE146O08233 (Reissue)	117 Months	9.45%	50	13-Nov-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
13	INE146O08233 (Reissue)	117 Months	9.45%	35	21-Nov-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
14	INE146O08241	7 Years 2 Months	9.45%	50	21-Nov-23	30-Jan-31	AA+ by CARE and CRISIL	Unsecured	Nil
15	INE146O07490	36 Months	8.80%	100	18-Dec-23	18-Dec-26	AA+ by CARE and	Secured	Secured by specific

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SERIES OF NCS	ISIN	TENOR / PERIOD OF MATURITY	COUPON	AMOUNT (IN INR)	DATE OF ALLOTMENT	REDEMPTION DATE / SCHEDULE	CREDIT RATING	SECURED / UNSECURED	SECURITY
							CRISIL		assets by pari passu charge on hypothecation on loan receivables with a security cover of 110%
16	INE146O08233 (Reissue)	116 Months	9.45%	40	21-Dec-23	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
17	INE146O08241 (Reissue)	7 Years 12 Days	9.40%	50	19-Jan-24	30-Jan-31	AA+ by CARE and CRISIL	Unsecured	Nil
18	INE146O08233 (Reissue)	9 Years 5 Months	9.45%	20	20-Mar-24	22-Jun-33	AA+ by CARE and CRISIL	Unsecured	Nil
19	INE146O08233 (Reissue)	9 Years 3 Months	9.45%	50	24-May-24	23-Aug-33	AA+ by CARE and CRISIL	Unsecured	Nil
20	INE146O08258	15 Years	9.65%	90	29-May-24	29-May-39	AA+ by CARE and CRISIL	Unsecured	Nil
21	INE146O08266	5 Years 6 Months	9.50%	100	29-May-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
22	INE146O07490 (Reissue)	31 Months	8.80%	55	11-Jun-24	18-Dec-26	AA+ by CARE and CRISIL	Secured	Secured by specific assets by pari passu charge on hypothecation on loan receivables with a security cover of 110%
23	INE146O08266 (Reissue)	5 Years 5 Months	9.50%	100	26-Jun-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
24	INE146O07490 (Reissue)	30 Months	8.80%	25	04-Jul-24	18-Dec-26	AA+ by CARE and CRISIL	Secured	Secured by specific assets by pari passu charge on hypothecation on loan receivables with a security cover of 110%

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SERIES OF NCS	ISIN	TENOR / PERIOD OF MATURITY	COUPON	AMOUNT (IN INR)	DATE OF ALLOTMENT	REDEMPTION DATE / SCHEDULE	CREDIT RATING	SECURED / UNSECURED	SECURITY
25	INE146O08274	15 Years	9.50%	125	10-Jul-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
26	INE146O08274 (Reissue)	15 Years	9.50%	65	22-Jul-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
27	INE146O08233 (Reissue)	9 Years 1 Months	9.45%	45	13-Aug-24	23-Aug-33	AA+ by CARE and CRISIL	Unsecured	Nil
28	INE146O08266 (Reissue)	5 Years 3 Months	9.50%	50	20-Aug-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
29	INE146O08274 (Reissue)	14 Years 11 Months	9.50%	135	28-Aug-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
30	INE146O08274 (Reissue)	14 Years 10 Months	9.50%	75	04-Sep-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
31	INE146O08266 (Reissue)	5 Years 2 Months	9.50%	100	10-Sep-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
32	INE146O08274 (Reissue)	14 Years 10 Months	9.50%	75	13-Sep-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
33	INE146O08266 (Reissue)	5 Years 2 Months	9.50%	100	19-Sep-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
34	INE146O08266 (Reissue)	14 Years 9 Months	9.50%	50	30-Sep-24	29-Nov-29	AA+ by CARE and CRISIL	Unsecured	Nil
35	INE146O08274 (Reissue)	14 Years 09 Months	9.50%	40	07-Oct-24	10-Jul-39	AA+ by CARE and CRISIL	Unsecured	Nil
36	INE146O08282	6 Years	9.50%	200	30-Oct-24	30-Oct-30	AA+ by CARE and CRISIL	Unsecured	Nil
37	INE146O08290	Perpetual	9.50%	25	02-Dec-24	02-Dec-99	AA by CARE and CRISIL	Unsecured	Nil
38	INE146O07508	3 Years	9.00%	500	14-Nov-24	14-Nov-27	AA+ by CRISIL	Secured	Secured by specific assets by exclusive charge on hypothecation on loan receivables with a security cover of 110%
39	INE146O07516	5 Years	8.80%	100	17-Dec-24	17-Dec-29	AA+ by CARE and CRISIL	Secured	Secured by specific assets by exclusive

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SERIES OF NCS	ISIN	TENOR / PERIOD OF MATURITY	COUPON	AMOUNT (IN INR)	DATE OF ALLOTMENT	REDEMPTION DATE / SCHEDULE	CREDIT RATING	SECURED / UNSECURED	SECURITY
									charge on hypothecation on loan receivables with a security cover of 110%
40	INE146O08308	10 Years	9.30%	25	06-Feb-25	06-Feb-35	AA+ by CARE and CRISIL	Unsecured	Nil
41	INE146O08316	Perpetual	9.50%	150	12-Feb-25	12-Feb-99	AA by CARE and CRISIL	Unsecured	Nil
42	INE146O08324	5 Year 6 months	9.25%	50	28-Feb-25	03-Oct-30	AA+ by CARE and CRISIL	Unsecured	Nil
43	INE146O08332	Perpetual	9.50%	80	21-Mar-25	12-Feb-99	AA by CARE and CRISIL	Unsecured	Nil
44	INE146O08308 (Reissue)	9 Year 10 Months	9.30%	49	26-Mar-25	06-Feb-35	AA+ by CARE and CRISIL	Unsecured	Nil

(d) *Details of commercial paper issuances as at the end of the last quarter, i.e., March 31, 2025, in the following format:*

SERIES OF NCS	ISIN	TENOR / PERIOD OF MATURITY	COUPON	AMOUNT OUTSTANDING (IN INR)	DATE OF ALLOTMENT	REDEMPTION DATE / SCHEDULE	CREDIT RATING	SECURED / UNSECURED	SECURITY	OTHER DETAILS VIZ. DETAILS OF ISSUING AND PAYING AGENT, DETAILS OF CREDIT RATING AGENCIES
1	INE146O14CO4	171 Days	8.05%	100	10-Dec-24	30-May-25	CARE/CRISIL A1+	Unsecured	-	HDFC

(e) *List of top ten holders of non-convertible securities in terms of value (in cumulative basis) as the end of the last quarter, i.e., March 31, 2025:*

SR. NO.	NAME OF HOLDERS	CATEGORY OF HOLDER	FACE VALUE OF HOLDING (Rs. In Crores)	HOLDING AS A % OF TOTAL OUTSTANDING NON-CONVERTIBLE SECURITIES OF THE ISSUER
1.	HUDA EMPLOYEES PENSION FUND TRUST	TRUST	475	13.35%

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2.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SAVINGS FUND	MUTUAL FUNDS	325	9.13%
3.	HVPNL EMPLOYEES PENSION FUND TRUST	TRUST	210	5.90%
4.	TATA CAPITAL LIMITED	Corporate Body	200	5.62%
5.	SPORTA TECHNOLOGIES PRIVATE LIMITED	Corporate Body	175	4.92%
6.	HPGCL EMPLOYEES PENSION FUND TRUST	TRUST	160	4.50%
7.	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA LOW DURATION FUND	MUTUAL FUNDS	140	3.93%
8.	UHBVNL EMPLOYEES PENSION FUND TRUST	TRUST	130	3.65%
9.	WIPRO ENTERPRISES PRIVATE LIMITED	Corporate Body	129	3.62%
10.	THE SOUTH INDIAN BANK LTD	Corporate Body	97	2.73%

(f) *List of top ten holders of Commercial paper in terms of value (in cumulative basis) as at the end of the last quarter, i.e., March 31, 2025:*

SERIAL NO.	NAME OF HOLDER	CATEGORY OF HOLDER	FACE VALUE OF HOLDING (Rs. In Crores)	HOLDING AS A % OF TOTAL COMMERCIAL PAPER OUTSTANDING OF THE ISSUER
1.	UTI-MONEY MARKET FUND	MUTUAL FUNDS	100	100%

(g) *Details of the bank fund based facilities/ rest of the borrowing (if any, including hybrid debt like Foreign Currency Convertible Bonds (FCCB), Optionally Convertible Debentures/ Preference Shares) from financial institutions or financial creditors as at the end of the last quarter, i.e., March 31, 2025:*

NAME OF PARTY (IN CASE OF FACILITY)/ NAME OF INSTRUMENT	TYPE OF FACILITY / INSTRUMENT	AMOUNT SANCTIONED/ ISSUED	PRINCIPAL AMOUNT OUTSTANDING	DATE OF REPAYMENT/ SCHEDULE	CREDIT RATING	SECURED/ UNSECURED	SECURITY
Not Applicable							

5.15 The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc.

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Not Applicable

5.16 **Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued:**

- in whole or part,
- at a premium or discount, or
- in pursuance of an option or not.

Not Applicable

5.17 **Where the Issuer is a non-banking finance company or housing finance company, the following disclosures on Asset Liability Management (ALM) shall be provided for the latest audited financials:**

S. NO.	PARTICULARS OF DISCLOSURE	DETAILS
1.	<b>Details with regard to lending done out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement) by NBFC</b>	<p><b>Lending Policy:</b> Please refer Section 10.</p> <p><b>Classification of Loans given to associate or entities related to Board, Senior management, promoters, etc:</b> Please refer Section 10.</p> <p><b>Classification of loans into several maturity profile denomination:</b> Please refer Section 10.</p> <p><b>Aggregated exposure to top 20 borrowers:</b> Please refer Section 10.</p> <p><b>Details of loans, overdue and classified as Non performing assets (NPA):</b> Please refer Section 10.</p>
2.	<b>Details of borrowings granted by NBFC</b>	<p><b>Portfolio Summary of borrowings made by NBFC:</b> Please refer Section 10.</p> <p><b>Quantum and percentage of Secured vs. Unsecured borrowings:</b> Please refer Section 10.</p>
3.	<b>Details of change in shareholding</b>	<b>Any change in promoters' shareholding in the Issuer during preceding financial year beyond the threshold prescribed by Reserve Bank of India:</b> Please refer Section 10.
4.	<b>Disclosure of Assets under management</b>	<b>Segment wise break up and Type of loans:</b> Please refer Section 10.
5.	<b>Details of borrowers</b>	<b>Geographical location wise:</b> Please refer Section 10.

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6.	<b>Details of Gross NPA</b>	<b>Segment wise:</b> Please refer Section 10.
7.	<b>Details of Assets and Liabilities</b>	<b>Residual maturity profile wise into several bucket:</b> Please refer Section 10.
8.	<b>Additional details of loans made by, Housing Finance Company</b>	Not Applicable
9.	<b>Disclosure of latest ALM statements to stock exchange</b>	Please refer Section 10.

**5.18 Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the company, in the preceding three years and the current financial year:**

No default or delay in payments of interest and principal has occurred by the Company in the preceding three years and the current financial year.

**5.19 Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities/ commercial paper.**

Save as stated elsewhere in this General Information Documents, in the opinion of the Directors of the Company, other than as set out below there have been no material developments, after the date of the last audited / un-audited financial statements as disclosed in this General Information Documents, which would materially and adversely affect, or would be likely to affect, the trading or profitability of the Company or the value of its assets or its ability to pay its liabilities.

The Board of Directors of Hinduja Leyland Finance at their meeting on November 25, 2022, inter alia have unanimously approved the Scheme of Merger by Absorption under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment or amendment thereof), for the merger by absorption of Hinduja Leyland Finance Limited (the "**Transferor Company**") into NDL Venture Limited (previously known as NXTDIGITAL Limited) (the "**Transferee Company**").

The scheme is subject to the receipt of approvals from the RBI, SEBI, the National Company Law Tribunal, BSE Limited and the National Stock Exchange of India Limited and other statutory and regulatory authorities, and the respective shareholders and creditors, under applicable law.

The share exchange ratio for the merger of the Hinduja Leyland Finance Limited with and into NDL Venture Limited (previously known as NXTDIGITAL Limited) shall be 25 (Twenty Five) equity shares of the face value Rs. 10/- each of NDL Venture Limited (previously known as NXTDIGITAL Limited) shall be issued and allotted as fully paid up for every 10 (Ten) equity shares of the face value of Rs. 10/- each fully paid up held in Hinduja Leyland Finance Limited. As per the aforementioned scheme, the appointed date for the merger by absorption of Hinduja Leyland Finance Limited with and into NDL Venture Limited (previously known as NXTDIGITAL Limited) shall be April 01, 2022 or

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such other date as may be directed or approved by the National Company Law Tribunal or any other appropriate authority.

For more details, please refer: <https://www.bseindia.com/xml-data/corpfiling/AttachHis/26d64bf1-e963-4455-8844-74812f6c2b2c.pdf>

**5.20 Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the issue of the issue document against the promoter of the company:**

As on date, there are no legal proceedings or any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the issue of this General Information Document against the promoter of the Issuer.

**5.21 Details of default and non-payment of statutory dues for the preceding three financial years and current financial year.**

As on date, there are no default or non-payment of statutory dues by the Company for the preceding three financial years and the current financial year.

**5.22 Details of pending litigation involving the issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the issuer, which may affect the issue or the investor's decision to invest / continue to invest in the debt securities and/ or non-convertible redeemable preference shares**

NIL

**5.23 Details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the issuer**

*Rs. In Lakh*

<b>S No</b>	<b>Period of Occurrence</b>	<b>Amount Involved</b>	<b>Modus Operandi</b>	<b>Action Taken and Status of the case</b>
1	2017-18	31.65	Employee defalcation	Under Investigation by the Company
2	2018-19	3	Employee defalcation	Under Investigation by the Company
3	2019-20	9.39	Employee defalcation	Under Investigation by the Company
4	2020-21	3983	Employee defalcation	Under Investigation by the Company and recovered Rs.2540 Lakh till date

**5.24 Details of pending proceedings initiated against the issuer for economic offences, if any**

Not Applicable

**5.25 Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided**

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Please refer Annexure V

- 5.26 **In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a ‘group company’ then disclosures shall be made in the following format:**

S. NO.	NAME OF THE BORROWER (A)	AMOUNT OF ADVANCES /EXPOSURES TO SUCH BORROWER (GROUP) (RS. CRORE) (B)	PERCENTAGE OF EXPOSURE (C) = B/TOTAL ASSETS UNDER MANAGEMENT
1.	To be set out in the Key Information Document for the relevant issuance of Debentures.		

- 5.27 **In order to allow investors to better assess the issue, the following additional disclosures shall be made by the issuer in the issue documents: (i) A portfolio summary with regards to industries/ sectors to which borrowings have been granted by NBFCs. (ii) Quantum and percentage of secured vis-à-vis unsecured borrowings granted by NBFCs. (iii) Any change in promoters’ holdings in NBFCs during the preceding financial year beyond the threshold specified by the Reserve Bank of India from time to time.**

Please refer Section 10.

Further, there has been no change in promoters’ holding in the Issuer during the financial year 2023-2024, beyond the threshold specified by the Reserve Bank of India from time to time.

- 5.28 **Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.**

PARTICULARS	REFERENCING
Directors	To be set out in the Key Information Document for the relevant issuance of Debentures.
Auditors	To be set out in the Key Information Document for the relevant issuance of Debentures.
Bankers to issue	To be set out in the Key Information Document for the relevant issuance of Debentures.
Trustees	To be set out in the Key Information Document for the relevant issuance of Debentures.
Solicitors /Advocates	To be set out in the Key Information Document for the relevant issuance of Debentures.
Legal Advisors	To be set out in the Key Information Document for the relevant issuance of Debentures.
Lead Manager	To be set out in the Key Information Document for the relevant issuance of Debentures.
Registrar	To be set out in the Key Information Document for the relevant issuance of Debentures.
Lenders of the Issuer	To be set out in the Key Information Document for the relevant issuance of Debentures.
Experts	To be set out in the Key Information Document for the relevant issuance of Debentures.

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- 5.29 **The name(s) of the debentures trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with copy of the consent letter from the debenture trustee.**

The details of the Debenture Trustee and the consent letter from Debenture Trustee shall be set out in the Key Information Document for the relevant issuance of Debentures.

- 5.30 **If the security is backed by a guarantee or letter of comfort or any other document of a similar nature, a copy of the same shall be disclosed. In case such document does not contain the detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the issue document.**

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- 5.31 **Disclosure of cash flow with date of interest/dividend/ redemption payment as per day count convention**

(a) *The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made:* To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

(b) *Procedure and time schedule for allotment and issue of securities:* To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

(c) *Cash flows emanating from the non-convertible securities shall be mentioned in the General Information Document, by way of an illustration:* To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

- 5.32 **Other details:**

- (a) **Creation of Debenture Redemption Reserve (DRR) / Capital Redemption Reserve (CRR) - relevant legislations and applicability:**

(i) As per Section 71 of the Companies Act, any company that intends to issue debentures must create a debenture redemption reserve ("**DRR**") to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. However, as on the Effective Date, pursuant to the Companies (Share Capital and Debenture) Rules, 2014, non-banking financial companies registered with the RBI are exempted from the requirement to maintain a DRR in case of privately placed debentures.

(ii) The Company hereby agrees and undertakes that, if required under Applicable Law, it will create a DRR in accordance with the provisions of the Act (and the rules and regulations made thereunder) and the guidelines issued by the relevant Governmental Authorities.

(iii) If any guidelines are formulated (or modified or revised) by any Governmental Authority in respect of creation of the DRR prior to the Final Settlement Date, then the Company shall comply with such guidelines and shall do all deeds, acts and things as may be required by the Debenture Trustee in respect of the creation and maintenance of the DRR.

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- (iv) Where applicable, the Company shall submit to the Debenture Trustee a certificate duly certified by a chartered accountant certifying that the Company has transferred the required amount to the DRR at the end of each Financial Year.
- (v) In addition to the above, to the extent required by Applicable Law, the Company shall, in any Financial Year, in respect of any amounts of the Debentures maturing in such Financial Year, invest or deposit amounts up to such thresholds as may be prescribed by Applicable Law and in such form and manner as prescribed therein and within the time periods prescribed therein.

**(b) Issue / instrument specific regulations - relevant details (Companies Act, Reserve Bank of India guidelines etc.):**

The Issue of Debentures shall be in conformity with the applicable provisions of the Companies Act including the relevant notified rules thereunder, the SEBI Debt Listing Regulations, the LODR Regulations, the SEBI Listed Debentures Circulars, the Debenture Trustees Regulations, and the guidelines and directions issued by the RBI and SEBI, applicable to issuance of non-convertible debentures by NBFCs on a private placement basis.

**(c) Default in payment:** To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**(d) Delay in listing:** Please refer the sub-section named "*Listing (name of stock Exchange(s) where it will be listed and timeline for listing)*" of Section 5.34 (*Summary Terms*) in relation to the listing requirements in respect of the Debentures and section named "*Additional Disclosures (Delay in Listing)*" of Section 5.34 (*Summary Terms*) in respect of the default interest in the event of delay in listing.

To be set out in the relevant Key Information Document for the relevant issuance of Debentures.

**(e) Delay in allotment of securities:**

- (i) The Issuer shall ensure that any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures are allotted to the respective Debenture Holders and are credited into the demat accounts of the relevant Debenture Holders within the timelines prescribed under the SEBI Listing Timelines Requirements.
- (ii) Any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures shall be deemed to be allotted to the Debenture Holders on the relevant Deemed Date of Allotment. All benefits relating to any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures are available to the Debenture Holders from the relevant Deemed Date of Allotment.
- (iii) Without prejudice to, and in supplement of, any other provision of the DTD, if the Issuer fails to allot any series of Debentures issued pursuant to this General Information Document and the relevant Key Information Document for the relevant issuance of Debentures to the Applicants following the date of receipt of the Application Money within the time period prescribed under the Companies Act, 2013 ("**Allotment Period**"), it shall repay the Application Money to the Applicants within 15 (fifteen) calendar days from the expiry of the Allotment Period

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**("Repayment Period").**

- (iv) If the Issuer fails to repay the Application Money within the Repayment Period, then Company shall be liable to repay the Application Money along with interest at 12% (twelve percent) per annum, gross of withholding taxes, from the expiry of the Allotment Period.
- (f) **Issue details:** Please refer to Section **Error! Reference source not found.** (*Summary Terms*) of this General Information Document

(g) **Application process:**

The application process for the Issue is as provided in Section 8 of this General Information Document read with the Key Information Document for the relevant issuance of Debentures.

- (h) **Disclosure prescribed under PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 but not contained in this schedule, if any:**

The finalised form of the PPOA prepared in accordance with the Form PAS 4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014 shall be set out in the Key Information Document for the relevant issuance of Debentures.

- (i) **Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

5.33 **Other matters and reports**

- (a) **If the proceeds, or any part of the proceeds, of the issue of the debt securities are or is to be applied directly or indirectly:**

- (i) **in the purchase of any business; or**
- (ii) **in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith,**

**the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon -**

- (A) **the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and**
- (B) **the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.**

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To be set out in the Key Information Document for the relevant issuance of Debentures.

- (b) **In purchase or acquisition of any immovable property including indirect acquisition of immovable property for which advances have been paid to third parties, disclosures regarding**
- (i) **the names, addresses, descriptions and occupations of the vendors;**
  - (ii) **the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill;**
  - (iii) **the nature of the title or interest in such property proposed to be acquired by the company; and**
  - (iv) **the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction:**

**Provided that if the number of vendors is more than five, then the disclosures as required above shall be on an aggregated basis, specifying the immovable property being acquired on a contiguous basis with mention of the location/total area and the number of vendors from whom it is being acquired and the aggregate value being paid. Details of minimum amount, the maximum amount and the average amount paid/ payable should also be disclosed for each immovable property**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (c) **If:**
- (i) **the proceeds, or any part of the proceeds, of the issue of the debt securities are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and**
  - (ii) **by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon**
    - A. **the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and**

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**B. the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.**

To be set out in the Key Information Document for the relevant issuance of Debentures.

**(d) The said report shall:**

- (i) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the issuer company and what allowance would have been required to be made, in relation to assets and liabilities so dealt with for the holders of the balance shares, if the issuer company had at all material times held the shares proposed to be acquired; and**
- (ii) where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner as provided in Section 5.33(c)(ii) above.**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (e) The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default shall be disclosed.**

*Refer Lending Policy under Section 10: Specific Disclosure requirements from NBCF*

- (f) The aggregate number of securities of the issuer company and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the issuer company, and by the directors of the issuer company and their relatives, within six months immediately preceding the date of filing the issue document with the Registrar of Companies are as follows.**

Nil

- (g) The matters relating to: (i) Material contracts; (ii) Time and place at which the contracts together with documents will be available for inspection from the date of issue document until the date of closing of subscription list**

The contracts and documents that are material in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures shall be set out in the Key Information Document for the relevant issuance of Debentures. Such material contracts may be inspected at the registered office of the Company between 10.00 am to 4.00 pm on Business Days.

- (h) Reference to the relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of issue document.**

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Please refer page 112 of the annual report for the Financial Year ended March 31, 2022, page 127 of the annual report for the Financial Year ended March 31, 2023, and 128 of the annual report for the Financial Year ended March 31, 2024 which sets out the details of the related party transactions entered into by the Issuer.

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

- (i) **The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks.**

Nil

The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared and will be disclosed to the BSE in accordance with the LODR Regulations and any other directions of SEBI.

- (j) **The details of:**
- **any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law;**
  - **prosecutions filed, if any (whether pending or not); and**
  - **finest imposed or offences compounded,**
- in the three years immediately preceding the year of issue of issue document in the case of the issuer being a company and all of its subsidiaries.**

Nil

- (k) **The details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and actions taken by the issuer**

*Rs. In Lakhs*

S No	Period of Occurrence	Amount Involved	Modus Operandi	Action Taken and Status of the case
1	2020-21	3983	Employee defalcation	Under Investigation by the Company and recovered Rs.2540 Lakh till date
2	2021-22**	Nil	N.A.	N.A.
3	2022-23**	Nil	N.A.	N.A.
4	2023-24*	Nil	N.A.	N.A.
5	2024-25*	Nil	N.A.	N.A.
6	2025-26* [current financial year]	Nil	N.A.	N.A.

\*The audited financial statements for the Financial Year ended March 31, 2025 are in the process of being prepared, and the information in respect of the material fraud for the current financial year will be disclosed to the

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BSE in accordance with the LODR Regulations and any other directions of SEBI

**\*\* no fraud by the Company or no material fraud on the Company has been noticed or reported during the period**

### 5.34 Summary Terms

<b>Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year) e.g. 8.70% XXX 2015.</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Issuer</b>	Hinduja Leyland Finance Limited
<b>Type of Instrument</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Nature of Instrument (Secured or Unsecured)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Seniority (Senior or Subordinated)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Eligible Investors</b>	As specified in Section 9.15 ( <i>Eligible Investors</i> ) read with the relevant Key Disclosure Document.
<b>Listing (name of stock Exchange(s) where it will be listed and timeline for listing)</b>	<p>In respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures:</p> <p>(a) the Issuer shall submit all duly completed documents to the BSE, SEBI, ROC or any other Governmental Authority, as are required under Applicable Law and obtain the listing of the Debentures within the timelines prescribed under the SEBI Listing Timelines Requirements ("<b>Listing Period</b>");</p> <p>(b) the Issuer shall ensure that the Debentures continue to be listed on the wholesale debt market segment of the BSE; and</p> <p>(c) in the event there is any delay in listing of the Debentures beyond the Listing Period, the Issuer will pay to the Debenture Holders, penal interest of 1% (one percent) per annum over the interest rate in respect of the Debentures set out in the Key Information Document for the relevant issuance of Debentures from the Deemed Date of Allotment until the listing of the Debentures is completed.</p>
<b>Rating of the Instrument</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Issue Size</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Minimum Subscription</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Option to retain oversubscription (Amount)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.

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<b>Objects of the Issue / Purpose for which there is requirement of funds</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>In case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Details of the utilization of the Proceeds</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Coupon/Dividend Rate</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Step Up/Step Down Coupon Rate</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Coupon/Dividend Payment Frequency</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Coupon/Dividend Payment Dates</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Cumulative / non cumulative, in case of dividend</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Coupon Type (Fixed, floating or other structure)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Day Count Basis (Actual/Actual)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Interest on Application Money</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Default Interest Rate</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Tenor</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Redemption Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Redemption Amount</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Redemption Premium/Discount</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Issue Price</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Discount at which security is issued and the effective yield as result of such discount</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.

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<b>Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Put Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Put Price</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Call Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Call Price</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Face Value</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Minimum subscription amount and in multiples thereafter</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Issue Timing</b>	
<b>Issue Opening Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Issue Closing Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Date of earliest closing of the issue, if any.</b>	N.A.
<b>Pay-in Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Deemed Date of Allotment</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Settlement Mode of the Instrument</b>	Please refer Section 9 below along with the Key Information Document for the relevant issuance of Debentures.
<b>Depository</b>	NSDL and CDSL
<b>Disclosure of Interest/Dividend/redemption dates</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Record Date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>All covenants of the issue (including side letters, accelerated payment clause, etc.)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.

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<p><b>Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/hypothecation/mortgage etc.), date of creation of security/likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the General Information Document</b></p>	<p><b>I. SECURITY</b></p> <p>To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p><b>II. SPECIFIC DISCLOSURES</b></p> <p>(a) <b>Type of security:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(b) <b>Type of charge:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(c) <b>Date of creation of security/ likely date of creation of security:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(d) <b>Minimum security cover:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(e) <b>Revaluation:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(f) <b>Replacement of security:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p> <p>(g) <b>Interest over and above the coupon rate:</b> To be set out in the Key Information Document for the relevant issuance of Debentures.</p>
<p><b>Transaction Documents</b></p>	<p>means, in respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, the transaction documents executed for the relevant issuance of Debentures (including without limitation, the Debenture Trust Deed, the Debenture Trustee Agreement, the Debt Disclosure Documents, and any other document that may be designated as a Transaction Document by the Debenture Trustee), and "Transaction Document" means any of them.</p>
<p><b>Conditions precedent to Disbursement</b></p>	<p>To be set out in the Key Information Document for the relevant issuance of Debentures.</p>
<p><b>Conditions Subsequent to Disbursement</b></p>	<p>To be set out in the Key Information Document for the relevant issuance of Debentures.</p>
<p><b>Event of Default (including manner of voting /conditions of joining Inter Creditor Agreement)</b></p>	<p>Please refer Section 8.2.6 below.</p>
<p><b>Creation of recovery expense fund</b></p>	<p>The Issuer hereby undertakes and confirms that it shall, within the time period prescribed under Chapter IV of the SEBI Debenture Trustees Master Circular, establish and maintain the Recovery Expense Fund in such manner/mode as is prescribed under Chapter IV of the SEBI Debenture Trustees Master Circular.</p>
<p><b>Conditions for breach of covenants (as specified in Debenture</b></p>	<p>Please refer sections named "<i>Default Interest Rate</i>" and the Key Information Document for the relevant issuance of Debentures.</p>

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<b>Trust Deed)</b>	
<b>Provisions related to Cross Default</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Roles and Responsibilities of the Debenture Trustee</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Risk factors pertaining to the issue</b>	Please refer Section 4 ( <i>Risk Factors</i> ).
<b>Governing Law &amp; Jurisdiction</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Business Day Convention</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Additional Disclosures (Security Creation)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Additional Disclosures (Default in Payment)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Additional Disclosures (Delay in Listing)</b>	In respect of any tranche/series of Debentures issued pursuant to this General Information Document and the Key Information Document for the relevant issuance of Debentures, if there is any delay in listing of the Debentures beyond the Listing Period, the Issuer will pay to the Debenture Holders, penal interest of 1% (one percent) per annum over the interest rate in respect of the Debentures set out in the Key Information Document for the relevant issuance of Debentures from the Deemed Date of Allotment until the listing of the Debentures is completed.

**Note:**

*a. If there is any change in coupon rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new coupon rate and events which lead to such change should be disclosed.*

*b. The list of documents which has been executed in connection with the issue and subscription of debt securities shall be annexed.*

*c. While the debt securities are secured to the extent of hundred per cent. of the amount of principal and interest or as per the terms of issue document, in favour of debenture trustee, it is the duty of the debenture trustee to monitor that the security is maintained.*

*d. The issuer shall provide granular disclosures in their General Information Document, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".*

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## **SECTION 5A: DISCLOSURES IN RESPECT OF COMMERCIAL PAPERS**

### **5A.1 Certain confirmations in respect of commercial papers:**

For the purposes of Chapter VI of the Debt Listing Regulations and Regulation 51 of the Debt Listing Regulations, the Issuer confirms:

- (a) that the General Information Document applies for the issuance of CPs;
- (b) for each issuance of CPs, it will issue a key information document with such disclosures as may be specified by the Securities and Exchange Board of India;
- (c) the Issuer has obtained Securities and Exchange Board of India Complaints Redress System (SCORES) authentication, and will use such authentication for the issuance and listing of CPs; and
- (d) in respect of every issuance of CPs, it shall pay the fees specified in Schedule VI of the Debt Listing Regulations prior to this listing of the CPs.

### **5A.2 Additional disclosures in respect of each tranche of Commercial Papers (CPs)**

- (a) *Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period, declaration that the rating is valid as at the date of issuance and listing, details of issuing and paying agent and other conditions, if any.*

To be set out in the Key Information Document for the relevant issuance of CPs.

- (b) *Commercial Paper borrowing limit, supporting board resolution for Commercial Paper borrowing, details of Commercial Paper issued during the last 2 years.*

To be set out in the Key Information Document for the relevant issuance of CPs.

- (c) *End-use of funds.*

To be set out in the Key Information Document for the relevant issuance of CPs.

- (d) *Credit Support/enhancement (if any)*

- (i) *Details of instrument, amount, guarantor company*

- (ii) *Copy of the executed guarantee*

- (iii) *Net worth of the guarantor company*

- (iv) *Names of companies to which guarantor has issued similar guarantee*

- (v) *Extent of the guarantee offered by the guarantor company*

- (vi) *Conditions under which the guarantee will be invoked*

To be set out in the Key Information Document for the relevant issuance of CPs.

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**SECTION 6: DISCLOSURES PERTAINING TO WILFUL DEFAULT**

- (a) **The following disclosures shall be made if the issuer or its promoter or director is declared wilful defaulter:**
- (i) **Name of the bank declaring the entity as a Wilful Defaulter:** Not Applicable
  - (ii) **The year in which the entity is declared as a Wilful Defaulter:** Not Applicable
  - (iii) **Outstanding amount when the entity is declared as a Wilful Defaulter:** Not Applicable
  - (iv) **Name of the entity declared as a Wilful Defaulter:** Not Applicable
  - (v) **Steps taken, if any, for the removal from the list of wilful defaulters:** Not Applicable
  - (vi) **Other disclosures, as deemed fit by the Issuer in order to enable investors to take informed decisions:** Not Applicable
  - (vii) **Any other disclosure as specified by SEBI:** Not Applicable
- (b) **The fact that the issuer or any of its promoters or directors is a wilful defaulter shall be disclosed prominently on the cover page with suitable cross-referencing to the pages:** Not Applicable

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## **SECTION 7: KEY TERMS OF THE TRANSACTION DOCUMENTS**

### **7.1 REPRESENTATIONS AND WARRANTIES OF THE ISSUER**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.2 FINANCIAL COVENANTS**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.3 REPORTING COVENANTS**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.4 AFFIRMATIVE COVENANTS**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.5 NEGATIVE COVENANTS**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.6 EVENTS OF DEFAULT**

#### **7.6.1. Consequences and Remedies of an Event of Default**

To be set out in the Key Information Document for the relevant issuance of Debentures.

#### **7.6.2. Events of Default**

To be set out in the Key Information Document for the relevant issuance of Debentures.

#### **7.6.3. Notice on the Occurrence of an Event of Default**

To be set out in the Key Information Document for the relevant issuance of Debentures.

#### **7.6.4. Additional obligations of the Debenture Trustee**

To be set out in the Key Information Document for the relevant issuance of Debentures.

### **7.7 LISTING AND MONITORING REQUIREMENTS**

To be set out in the Key Information Document for the relevant issuance of Debentures.

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## **SECTION 8: OTHER INFORMATION AND APPLICATION PROCESS**

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of this General Information Document, Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

### **8.1 Mode of Transfer/Transmission of Debentures**

The Debentures shall be transferable freely; however, it is clarified that no Investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and other applicable laws. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL and CDSL and the relevant DPs of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the Register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

### **8.2 Debentures held in Dematerialised Form**

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/EFT/RTGS to those Debenture Holder(s) whose names appear on the list of beneficiaries maintained by the R&T Agent. The names would be as per the R&T Agent's records on the Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action.

The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the R&T Agent to the Issuer. If permitted, the Issuer may transfer payments required to be made in any relation by EFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

The Debentures since issued in electronic (dematerialized) form, will be governed as per the provisions of the Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Debentures shall be allotted in DEMAT form only.

### **8.3 Debenture Trustee for the Debenture Holder(s)**

The Issuer has appointed the Debenture Trustee to act as trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee have entered/intend to enter into the Debenture Trustee Agreement and the Debenture Trust Deed *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by the Issuer to

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the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of principal and coupon thereon and they will take necessary action, subject to and in accordance with the Debenture Trustee Agreement and the Debenture Trust Deed, at the cost of the Issuer. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, fails to do so. The Debenture Trustee Agreement and the Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder(s) and the manner of enforcement thereof.

#### **8.4 Sharing of Information**

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

#### **8.5 Debenture Holder not a Shareholder**

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

#### **8.6 Modification of Debentures**

Any other change or modification to the terms of the Debentures and the Transaction Documents shall be undertaken in accordance with the terms of the Transaction Documents.

#### **8.7 Right to accept or reject Applications**

The Board of Directors/Committee of Directors reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.

#### **8.8 Notices**

Any notice in respect of the Debentures may be served by the Issuer upon the Debenture Trustee/Debenture Holders in accordance with the terms of the Transaction Documents.

#### **8.9 Issue Procedure**

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the Application Form. No application can be made for a fraction of a Debenture. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the Applicant's bank, type of account and account number must be duly completed by the Applicant. This is required for the Applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants.

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The Applicant should transfer payments required to be made in any relation by EFT/RTGS, to the bank account as per the details mentioned in the Application Form.

The subscription to the Debentures shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI under the EBP Requirements by placing bids on the EBP Platform during the Issue period. The Issuer will make the bidding announcement on the EBP Platform at least 1 (one) Business Day before initiating the bidding process in accordance with the EBP Requirements. In case the Eligible Investors are not registered on the EBP Platform, they will have to register themselves as an "investor" on the EBP Platform (as a one-time exercise) and also complete the mandatory "know your customer" verification process. The Eligible Investors should also refer to the operational guidelines of the relevant EBP in this respect. The disclosures required pursuant to the EBP Requirements are set out herein below:

<b>Details of size of issue including green shoe option, if any and a range within which green shoe may be retained (if applicable)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Interest Rate Parameter</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Bid opening and closing date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Minimum Bid Lot</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Manner of bidding in the Issue</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Manner of allotment in the Issue</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Manner of settlement in the Issue</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Settlement Cycle</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Bid Start Time and End Time</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Pay-in date</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.
<b>Anchor Portion Details (if any)</b>	To be set out in the Key Information Document for the relevant issuance of Debentures.

**Process flow of settlement:**

The Eligible Investors whose bids have been accepted by the Issuer and to whom a signed copy of this General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) have been issued by the Issuer and who have submitted/shall submit the Application Form ("**Successful Bidders**"), shall make the payments in respect of the Application Money in respect of the Debentures towards the allocation made to them, into the bank account of the ICCL, the details of which are as set out in the section named "INSTRUCTIONS" of the Application Form, on or before 10:30 hours on the pay-in date.

The pay-in of the Application Money by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by them in the EBP system. Any amount received from third party accounts or from accounts not specified in the EBP system will be refunded and no allotment will be made against such payments. Upon the transfer of funds into the aforesaid account

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of ICCL and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the ICCL, the R&T Agent and the EBP and initiating the requisite corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the relevant Depositories by 12:00 hours and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of ICCL shall be released into the Issuer's bank account set out in the Key Information Document for the relevant issuance of Debentures.

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties will be applicable as specified by the EBP Requirements and other Applicable Law.

#### **8.10 Eligible Investors should refer to the Operational Guidelines**

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

The details of the Issue shall be entered on the EBP Platform by the Issuer in accordance with the EBP Requirements and the operational guidelines of the relevant EBP. The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the EBP Platform.

#### **8.11 Application Procedure**

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule, and the procedure will be subject to the EBP Requirements. Where an Eligible Investor (as defined below) is participating/bidding on the EBP Platform through an arranger or a custodian, such Eligible Investor must follow, and must ensure that the arranger or a custodian representing it, follows, the procedure and the bidding threshold requirements prescribed under the EBP Requirements.

Potential Investors may also be invited to subscribe by way of the Application Form prescribed in the General Information Document (and any Key Information Document or PPOA issued in respect of any for the relevant issuance of Debentures) during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons.

#### **8.12 Fictitious Applications**

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

All fictitious applications will be rejected. Each Eligible Investor shall provide a confirmation to the EBP that it is not using any software, algorithm, "Bots" or other automation tools, which would give unfair access for placing bids on the EBP Platform.

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### 8.13 Basis of Allotment

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

Notwithstanding anything stated elsewhere, the Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. The allotment and settlement amount for the bidders shall be determined in accordance with the EBP Requirements and the operational guidelines issued by the relevant EBP. The bids for the purposes allotment and settlement shall be arranged on a "price time priority" basis in accordance with the EBP Requirements. If two or more bids made by Eligible Investors have the same coupon/ price/spread and time, then allotment shall be done on a "pro rata" basis. The investors will be required to remit the funds in the account of the ICCL as well as submit the duly completed Application Form along with other necessary documents to the Issuer by the Deemed Date of Allotment.

If so required by the Issuer, within 1 (one) Business Day of completion of the allotment, to enable the Issuer to comply with the requirements applicable to it under the EBP Requirements, successful Applicants shall provide the following details (in the form specified below) to the Issuer:

<b>Details of Investors to whom allotment has been made</b>			
<b>Name</b>	<b>QIB/ Non-QIB</b>	<b>Category i.e. Scheduled Commercial Banks, MF, Insurance Company, Pension Fund, Provident Fund, FPI, PFI, Corporate, Others</b>	<b>Amount invested (in Rs. Crore)</b>

### 8.14 Payment Instructions

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

The Application Form should be submitted directly. The face value of each Debenture is payable along with the making of an application. Applicants can remit the application amount on the Pay-in Date in the account of ICCL mentioned under Section 8.9 above.

### 8.15 Eligible Investors

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

As prescribed in the EBP Requirements, "Qualified Institutional Buyers" or "QIBs" (as defined in the EBP Requirements) and non-QIBs authorized by an issuer to participate on an issuer on the EBP Platform are eligible participants (i.e., bidders) on an EBP Platform to participate in a particular issue on the EBP Platform. In furtherance of the above, to the extent applicable, the categories of Investors set out in the Key Information Document for the relevant issuance of Debentures ("**Eligible Investors**"), when specifically approached, and identified upfront by the Issuer, shall be eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them and by completing the participation/nodding requirements prescribed for the EBP Platform and/or by submitting all the relevant documents along with the Application Form.

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By participating/bidding in the EBP Platform, each Eligible Investor represents and confirms that it has completed all enrollment and "know-your-customer" verification and other requirements prescribed under the EBP Requirements in the manner prescribed in the EBP Requirements. Where an Eligible Investor (as defined below) is participating/bidding on the EBP Platform through an arranger or a custodian, such Eligible Investor must follow, and must ensure that the arranger or a custodian representing it, follows, the procedure and the bidding threshold requirements prescribed under the EBP Requirements.

Investors, who are registered on the EBP Platform and are eligible to make bids for the Debentures of the Issuer and to whom allocation is to be made by Issuer pursuant to selection under the electronic book mechanism for issuance of securities on private placement basis in terms of the EBP Requirements and the Electronic Book Providers shall be considered as "identified persons" for the purposes of Section 42(2) of the Companies Act, 2013, to whom the Issuer shall make private placement of the Debentures and only such "identified persons" shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such "identified persons" shall be entitled to subscribe to the Debentures.

Additionally, those arrangers/brokers/intermediaries etc. (as per the defined limits under the EBP Requirements) specifically mapped by the Issuer on the EBP Platform are also eligible to bid/apply/invest for this Issue.

All Eligible Investors are required to check and comply with Applicable Law(s) including the relevant rules / regulations / guidelines applicable to them for investing in this Issue of Debentures. The Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, nor is the Issuer required to check or confirm the above.

Hosting of this General Information Document (and any Key Information Document issued in respect of any for the relevant issuance of Debentures) on the website of the BSE/EBP should not be construed as an offer or an invitation to offer to subscribe to the Debentures and the General Information Document (and any Key Information Document issued in respect of any for the relevant issuance of Debentures) has been hosted only as this is stipulated under the SEBI Debt Listing Regulations read with the EBP Requirements. Eligible Investors should check their eligibility before making any investment.

All Eligible Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.

#### **8.16 Post-Allocation Disclosures by the EBP**

The below is applicable where the issue of the Debentures is being made through the electronic book provider mechanism of BSE. For any issue of any Debentures that is not being made through the electronic book provider mechanism of BSE, please refer the relevant KID.

Upon final allocation by the Issuer, the Issuer shall disclose the relevant details (such as Issue Size, coupon rate, ISIN, number of successful bidders, category of the successful bidder(s), etc.), in accordance with the EBP Requirements and the operational guidelines of the relevant EBP. The EBP shall upload such data, as provided by the Issuer, on its website to make it available to the public.

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#### 8.17 Procedure for Applying for Dematerialised Facility

- (a) The applicant must have at least one beneficiary account with any of the DP's of NSDL and CDSL prior to making the application.
- (b) The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form".
- (c) Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- (d) For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.
- (e) Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrar and Transfer Agent to the Issue.
- (f) If incomplete/incorrect details are given under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form" in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
- (g) For allotment of Debentures, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-a-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.
- (h) The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the R&T Agent as on the Record Date. In case of those Debentures for which the beneficial owner is not identified in the records of the R&T Agent as on the Record Date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, until such time that the beneficial owner is identified by the R&T Agent and conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

#### 8.18 Depository Arrangements

The Issuer shall make necessary arrangement with CDSL and NSDL for issue and holding of Debenture in dematerialised form.

#### 8.19 Market Lot

The market lot for trading of Debentures will be one Debenture ("Market Lot"). Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

#### 8.20 List of Beneficiaries

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

The Issuer shall request the R&T Agent to provide a list of beneficiaries as at the end of each Record Date. This shall be the list, which will be used for payment or repayment of redemption monies.

#### **8.21 Application under Power Of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the Investor and the tax exemption certificate/document of the Investor, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed Application Form.

#### **8.22 Procedure for application by Mutual Funds and Multiple Applications**

In case of applications by mutual funds and venture capital funds, a separate application must be made in respect of each scheme of an Indian mutual fund/venture capital fund registered with the SEBI and such applications will not be treated as multiple application, provided that the application made by the asset management company/trustee/custodian clearly indicated their intention as to the scheme for which the application has been made.

The Application Forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate
- (b) Resolution authorizing investment and containing operating instructions
- (c) Specimen signature of authorized signatories

#### **8.23 Documents to be provided by Investors**

Investors need to submit the following documents, as applicable:

- (a) Memorandum and Articles of Association or other constitutional documents
- (b) Resolution authorising investment
- (c) Certified true copy of the Power of Attorney to custodian
- (d) Specimen signatures of the authorised signatories
- (e) SEBI registration certificate (for Mutual Funds)
- (f) Copy of PAN card
- (g) Application Form (including EFT/RTGS details)

#### **8.24 Applications to be accompanied with Bank Account Details**

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of redemption amount and all other amounts payable to the Debenture Holder(s) through cheque/EFT/RTGS.

#### 8.25 **Succession**

In the event of winding up of a Debenture Holder (being a company), the Issuer will recognise the legal representative as having title to the Debenture(s). The Issuer shall not be bound to recognize such legal representative as having title to the Debenture(s), unless they obtain legal representation, from a court in India having jurisdiction over the matter.

The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of such legal representation, in order to recognise any person as being entitled to the Debenture(s) standing in the name of the concerned Debenture Holder on the production of sufficient documentary proof and an indemnity.

#### 8.26 **Mode of Payment**

All payments must be made through cheque(s) demand draft(s), EFT/RTGS as set out in the Application Form.

#### 8.27 **Effect of Holidays**

Please refer Section 5.34 (*Summary Terms*).

#### 8.28 **Tax Deduction at Source**

To be set out in the Key Information Document for the relevant issuance of Debentures.

#### 8.29 **Allotment**

The Issuer shall ensure that the Debentures are allotted to the respective Debenture Holders and are credited into the demat accounts of the relevant Debenture Holders within the timelines prescribed under the SEBI Listing Timelines Requirements.

#### 8.30 **Deemed Date of Allotment**

All the benefits under the Debentures will accrue to the Investor from the specified Deemed Date of Allotment. The Deemed Date of Allotment for ease issue of Debentures shall be set out in the relevant Key Information Document for the relevant issuance of Debentures.

#### 8.31 **Record Date**

The Record Date will be set out in the Key Information Document for the relevant issuance of Debentures.

#### 8.32 **Refunds**

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the R&T Agent shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

#### 8.33 **Interest on Application Money**

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

Please refer Section 5.34 (*Summary Terms*).

#### 8.34 **PAN Number**

Every applicant should mention its Permanent Account Number (“**PAN**”) allotted under Income Tax Act, 1961, on the Application Form and attach a self-attested copy as evidence. Application forms without PAN will be considered incomplete and are liable to be rejected.

#### 8.35 **Payment on Redemption**

Payment on redemption will be made by way of cheque(s)/redemption warrant(s)/demand draft(s)/credit through RTGS system/funds transfer in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date.

The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL and CDSL and accordingly the account of the Debenture Holder(s) with NSDL and CDSL will be adjusted.

On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

**Disclaimer: Please note that only those persons to whom this General Information Document has been specifically addressed are eligible to apply. However, an application, even if complete in all respects, is liable to be rejected without assigning any reason for the same. The list of documents provided above is only indicative, and an investor is required to provide all those documents / authorizations / information, which are likely to be required by the Issuer. The Issuer may, but is not bound to, revert to any investor for any additional documents / information, and can accept or reject an application as it deems fit. Provisions in respect of investment by investors falling in the categories mentioned above are merely indicative and the Issuer does not warrant that they are permitted to invest as per extant laws, regulations, etc. Each of the above categories of investors is required to check and comply with extant rules/regulations/ guidelines, etc. governing or regulating their investments as applicable to them and the Issuer is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.**

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

## **SECTION 9: UNDERTAKING**

### **9.1 UNDERTAKING BY THE ISSUER**

- (a) Investors are advised to read the risk factors (set out in Section 3) carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the offer including the risks involved. The securities/Debentures have not been recommended or approved by the any regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.

Specific attention of investors is invited to the statement of 'Risk factors' given on page number 19 under the section 'General Risks'.

- (b) The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this General Information Document contains all information with regard to the Issuer and the Issue, that the information contained in the offer document/General Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this General Information Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.
- (c) The Issuer has no side letter with any debt securities holder except the one(s) disclosed in this General Information Document. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed.
- (d) The Issuer hereby undertakes and confirms that the following (as set out in Regulation 5 of the Debt Listing Regulations) are not applicable to the Issuer as on the date of this General Information Document:
- (i) the Issuer, any of its promoters, promoter group or directors are debarred from accessing the securities market or dealing in securities by the Board;
  - (ii) any of the promoters or directors of the Issuer is a promoter or director of another company which is debarred from accessing the securities market or dealing in securities by the Board;
  - (iii) the Issuer or any of its promoters or directors is a wilful defaulter;
  - (iv) any of the promoters or whole-time directors of the issuer is a promoter or whole-time director of another company which is a wilful defaulter;
  - (v) any of its promoters or directors is a fugitive economic offender; or
  - (vi) any fine or penalties levied by the Board /Stock Exchanges is pending to be paid by the Issuer at the time of filing this General Information Document.

### **9.2 ATTESTATION BY DIRECTORS**

The directors of the Issuer hereby attest as follows:

- (a) The Issuer is in compliance with the provisions of Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act, 2013 and the rules and regulations made thereunder.

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

- (b) The compliance with the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of non-convertible securities, is guaranteed by the Central Government.
- (c) The monies received under the offer shall be used only for the purposes and objects indicated in the Offer document/General Information Document.
- (d) Whatever is stated in this form/General Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form/General Information Document has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
- (e) General Risk:

Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section 3 of this General Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

- (f) The contents of the document have been perused by the Board of Directors, and the final and ultimate responsibility of the contents mentioned herein shall also lie with the Board of Directors.
- (g) The person(s) set out below are duly authorised to attest to the above by the board of directors or the governing body, as the case may be, by a resolution, a copy of which is also disclosed in this General Information Document.

**For Hinduja Leyland Finance Limited,**

**VIKAS** Digitally signed  
by VIKAS JAIN  
**JAIN** Date: 2025.05.19  
14:23:11 +05'30'

**Authorised Signatory**  
**Name: Vikas Jain**  
**Title: Chief Financial Officer**  
**Date: May 19, 2025**  
**Place: Chennai, India**

**For Hinduja Leyland Finance Limited**

Digitally signed by  
**RAMASAMY** RAMASAMY  
**SRIVIDHYA** SRIVIDHYA  
Date: 2025.05.19  
16:00:06 +05'30'

**Authorised Signatory**  
**Name: Srividhya Ramasamy**  
**Title: Company Secretary**  
**Date: May 19, 2025**  
**Place: Chennai, India**

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

## SECTION 10: SPECIFIC DISCLOSURES REQUIRED FROM NBFCs

\*\*The information under this Section 10 has been provided in accordance with the audited financial statements for the financial year ended March 31, 2024 as the audited financial statements of the Issuer for the Financial Year ended March 31, 2025 are not available as of the date of this General Information Document. The relevant details will be submitted by the Issuer to BSE within the time period prescribed under the LODR Regulations.

<b>A.</b>	<b>Details with regard to the lending done by the Issuer out of the issue proceeds of debt securities in last three years, including details regarding the following</b>
<b>(a)</b>	<b>Lending Policy: Should contain overview of origination, risk management, monitoring and collections:</b>  <b>1. Objectives of the Loan Policy</b> The broad objectives of the Company's Loan Policy are: <ol style="list-style-type: none"><li>To provide general guidelines for making loan decisions and shaping the overall portfolio of the Company with minimal credit risks</li><li>To build and sustain a high-quality credit portfolio well diversified in terms of clients, markets and products with an acceptable risk adjusted yield</li><li>To strengthen the risk management systems for appropriate pricing of credit risks and ensure close monitoring of the quality of the portfolio.</li></ol> <p>Detailed guidelines for the actual implementation of the Policy are to be found in the Operations/Procedures Manual issued by the Management for the different products offered by the Company.</p> <b>2. Products on offer</b> The main products offered by the Company as of now are the following: <ul style="list-style-type: none"><li>• Term Loans for acquiring New Vehicles/ Equipment comprising</li><li>• Term Loans for acquiring Used Assets</li><li>• Refinance against Existing Vehicles</li><li>• Trade Advance/Inventory Funding</li><li>• Wholesale Lending Portfolio</li><li>• Direct Assignment/ PTCs/ Subordinated Debt/Tier II Capital</li><li>• Loan Against Property</li><li>• Unsecured Loan</li><li>• Lending to other NBFCs/NBFC-MFI/HFC for On-Lending</li></ul> <b>3. Target Customer</b> <ul style="list-style-type: none"><li>• First Time Buyer</li><li>• Retail Segment</li><li>• Captive Segment</li><li>• Strategic or Large Fleet Operator</li></ul> <b>4. Origination</b> <ul style="list-style-type: none"><li>• Company having presence in 23 states and sourcing of business is done respective sourcing branch typically through:<ul style="list-style-type: none"><li>▪ Market Intelligence</li><li>▪ Existing Customer Network</li><li>▪ Dealer referral/ other referral arrangements</li><li>▪ Direct Sales Executive</li></ul></li><li>• Application process initiates by filling application booklet, contact point verification, collection of KYCs and other documents, Credit Bureau check, field investigation etc.</li></ul>

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

- Credit appraisal is done by Credit team, The main objective of the appraisal is to find out whether the borrower would be a worthy customer who will be able to utilize the loan properly and generate sufficient surplus to repay the loan.
- Preparation of Personal Discussion Diary (PDD) & Credit Appraisal Memo (CAM) by Marketing Executive (Maker) after collection of pre-approval documents, Branch Manager or location manager' to review (as Checker) the proposal and add his comments.
- Collection of instalments on monthly basis on the due dates for billing cases. For full Post-Dated Cheques (PDC) cases, PDCs to be sent to RMC for safekeeping and deposit on the appointed date.

#### **5. Risk Management**

- Each proposal is considered on its own merits, Company has its bench mark for key parameter while doing credit risk appraisal.
- While initiating application process below in the system below credit appraisal process followed by Credit Manager
  - KYC norms as per RBI requirements should be complied with
  - Borrower's name should not appear in the Willful defaulter's list/Suits Filed List of RBI
  - Borrower's credentials should be verified with Credit Bureau irrespective of the loan amount
  - Borrower should not be a director of the Company or any Group Company.
  - The borrower should not have any nexus with political, police or anti-social elements.
  - A declaration should be obtained from the borrower to ascertain whether he is a relative of the Company's directors/Senior executives, a director of any other Bank or a relative of a director of any other Bank.
  - The appraising official must be satisfied about the managerial capacity of the borrower to put the assets to proper and efficient use.
  - The appraising official should make sure that the borrower has adequate stake in the business, possesses own resources sufficient to provide margin support for the loan and will be able to generate a stable stream of income to repay the loan.
  - The official must be aware of the recent trends in the borrower's line of work or industry and how economic trends might affect the loan
- Evaluation should be based on credit rating models available in the Operational Manuals. After evaluation Borrower are classified as "Superior", "Good", "Medium", "Barely Acceptable" and "Risky Proposal" categories based on aggregate scores.
- The Company also considering Industry/ Business risk, Concentration risk, Sectoral risk before accepting the proposal and the Company having defined set of loan exposure ceiling and approval matrix for the same for all types of borrower.

#### **6. Monitoring and Collections:**

- Prompt and continuous collection of customer receivables in an efficient manner is the goal of the Company's collection organization. The actual policies and procedures governing the collection of receivables are governed by the Standard Operating Procedures (SOP's) prepared in compliance with the prevailing and relevant regulations in the country. Collection targets are set at the beginning of the month and actual collections are monitored on a daily basis.
- Single Borrower exposure exceeding Rs. 25 crores will be considered as "Large Exposure" and will be subjected to close monitoring.
- The monitoring measures should include the following:
  - At least a half yearly meeting with the client by the State Manager/Zonal Credit Manager to ascertain his business and cash flows.

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- Internal monitoring from market available information or feedback about the client.
- Review of payment status on the due dates and follow up in case of a delay.
- Also, a brief report should be submitted at half-yearly intervals to the sanctioning authority mentioning, inter alia, details of projected and actual performance during the period, observance of loan covenants etc.
- The first action taken against any customer on non-payment should normally be repossession action. n. The vehicle should be repossessed and dues have to be realized from sale proceeds of the vehicle. Repossession action should be initiated on case-to-case basis after taking in to account the overdue and the conduct of the loan.
- The instructions issued by RBI on Asset Classification, Income Recognition and Provisioning should be strictly complied with.

**7. Penal Interest:**

- For any delay in payments, penal interest at 3% p.m. for the number of days the account was overdue and for the amount of overdue is payable. Borrowers have the freedom to close the contract at any time, provided all the dues are fully settled including foreclosure charges, if any.

**8. Foreclosure Charges:**

- Foreclosure charges on pre closure of loan will be levied in line with the notifications issued by RBI from time to time.
- Our loan products comprise of fixed rate loans and floating rate loans. Foreclosure Charges will be levied in case of all fixed rate loans.

**9. Security:**

- The vehicle loans sanctioned by the Company will always be on a fully secured basis, the vehicle financed forming the primary security with the hypothecation charge thereon duly noted/registered in the required manner.
- For wholesale lending Portfolio, the primary security will be a first hypothecation charge on the underlying receivables.
- For other term loans like Infrastructure loans to Dealers and Loan against Property, first mortgage charge on immovable property will be taken as security.
- In case of loans provided to corporate entities, the charge shall also be registered with Registrar of Companies as required under the Companies Act, 2013 on completion of the legal documentation for creating such charges.

**(b) Classification of Loans given to associate or entities/persons related to Board, Senior management, promoters, etc.:**

*Not Applicable*

**(c) Classification of loans according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.:**

Please refer to paragraph (J) below of this table below.

**(d) Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs or HFCs, from time to time;**

**Concentration of Advances:**

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

	<b>FY24</b>	<b>FY23</b>
Total advances to Top 20 borrowers (in Rs crores)	1,363	1,187
Percentage of advances to 20 largest borrowers to Total advances of the applicable NBFC	4.5%	5.2%

**Concentration of Exposure:**

	<b>FY24</b>	<b>FY23</b>
Total exposure to Top 20 borrowers (in Rs crores)	1,013	981
Percentage of exposure to 20 largest borrowers to Total advances of the applicable NBFC	3.8%	4.3%

**(e) Details of loans, overdue and classified as non-performing in accordance with RBI stipulations:**

Please refer to paragraph (K) of this table below.

**B. In order to allow investors to better assess the debt securities issued by the NBFC/ HFC, the following disclosures shall also be made by such issuers in their offer documents:**

**(a) A portfolio summary with regard to industries/ sectors to which borrowings have been made:**

Please refer to paragraph (J) in this table below including sub-paragraph (c) therein.

**(b) NPA exposures of the Issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the Issuer:**

Please refer to paragraph (K) of this table below.

**(c) Quantum and percentage of secured vis-à-vis unsecured borrowings made; and**

<b>Particulars</b>	<b>31-Mar-24 (In Crores)</b>	<b>%</b>
Secured	25,768	89.8%
Unsecured	2,931	10.2%
	28,699	<b>100%</b>

**C. Details of change in shareholding**

**(a) Any change in promoters' holdings in NBFC during the last financial year beyond the threshold, as prescribed by RBI:**

There is no change in promoters' holdings in the Issuer during the last financial year beyond the threshold, as prescribed by RBI.

<b>D. Disclosure of Assets Under Management</b>													
<b>(a) Segment wise breakup:</b>	Please refer to paragraph (J) in this table below.												
<b>(b) Type of Loans</b>	Please refer to paragraph (J) in this table below.												
<b>E. Details of borrowers</b>													
<b>(a) Geographical location wise</b>	Please refer to sub-paragraph (e) of paragraph (J) in this table below.												
<b>F. Details of Gross NPA</b>													
<b>(a) Segment wise:</b>	Please refer to sub-paragraph (c) of paragraph (K) in this table below.												
<b>G. Details of Assets and Liabilities</b>													
<b>(a) Residual maturity profile wise into several bucket:</b>	Please refer to paragraph (L) in this table below.												
<b>H. Additional details of loans made by housing finance company</b>													
As the Issuer is not a housing finance company, this is not applicable.													
<b>I. Disclosure of latest ALM statements to stock exchange</b>													
The latest ALM statement (as submitted to the stock exchanges) is available on the website of the Company at the below link, and is also enclosed as Annexure VI:  extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.hindujaleylandfinance.com/documents/stockexchange/FY%202024-25/HLF_ALM%20Reporting%2010th%20April%202024.pdf													
<b>J. Classification of loans/ advances given according to</b>													
<b>(a) Type of Loans:</b>	<p><u>Details of types of loans</u></p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Types of loans</th> <th>FY 23-24 INR, Crore</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Secured</td> <td>37,937</td> </tr> <tr> <td>2</td> <td>Unsecured</td> <td>748</td> </tr> <tr> <td></td> <td>Total assets under management (AUM)<sup>^^</sup></td> <td>38,685</td> </tr> </tbody> </table> <p><i>*Information required at borrower level (and not by loan account as customer may have multiple loan accounts)</i> <i><sup>^^</sup>Issuer is also required to disclose off balance sheet items</i></p>	Sl. No.	Types of loans	FY 23-24 INR, Crore	1	Secured	37,937	2	Unsecured	748		Total assets under management (AUM) <sup>^^</sup>	38,685
Sl. No.	Types of loans	FY 23-24 INR, Crore											
1	Secured	37,937											
2	Unsecured	748											
	Total assets under management (AUM) <sup>^^</sup>	38,685											
<b>(b) Denomination</b>	<u>Details of LTV -</u>												

(This general information document is neither a prospectus nor a statement in lieu of a prospectus)

<p><b>of loans outstanding by loan-to-value:</b></p>	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>LTV (at the time of origination)</th> <th>Percentage of AUM FY 23-24</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Upto 40%</td> <td>15.9</td> </tr> <tr> <td>2</td> <td>40-50%</td> <td>4.4</td> </tr> <tr> <td>3</td> <td>50-60%</td> <td>4.9</td> </tr> <tr> <td>4</td> <td>60-70%</td> <td>5.4</td> </tr> <tr> <td>5</td> <td>70-80%</td> <td>16.3</td> </tr> <tr> <td>6</td> <td>80-90%</td> <td>24.7</td> </tr> <tr> <td>7</td> <td>&gt;90%</td> <td>19.1</td> </tr> <tr> <td>8</td> <td>Portfolio Buyout</td> <td>9.1</td> </tr> <tr> <td></td> <td><b>Total</b></td> <td>100.0</td> </tr> </tbody> </table>	Sl. No.	LTV (at the time of origination)	Percentage of AUM FY 23-24	1	Upto 40%	15.9	2	40-50%	4.4	3	50-60%	4.9	4	60-70%	5.4	5	70-80%	16.3	6	80-90%	24.7	7	>90%	19.1	8	Portfolio Buyout	9.1		<b>Total</b>	100.0																		
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5	70-80%	16.3																																															
6	80-90%	24.7																																															
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8	Portfolio Buyout	9.1																																															
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<p><b>(c) Sector Exposure</b></p>	<p><u>Details of sectoral exposure</u></p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Segment-wise break-up of AUM</th> <th>Percentage of AUM FY 23-24</th> </tr> </thead> <tbody> <tr> <td><b>1</b></td> <td><b>Retail</b></td> <td></td> </tr> <tr> <td>A</td> <td>Mortgages (home loans and loans against property)</td> <td>23.4</td> </tr> <tr> <td>B</td> <td>Gold loans</td> <td>-</td> </tr> <tr> <td>C</td> <td>Vehicle finance</td> <td>67.5</td> </tr> <tr> <td>D</td> <td>MFI</td> <td>-</td> </tr> <tr> <td>E</td> <td>MSME</td> <td>-</td> </tr> <tr> <td>F</td> <td>Capital market funding (loans against shares, margin funding)</td> <td>-</td> </tr> <tr> <td>G</td> <td>Others</td> <td>9.1</td> </tr> <tr> <td><b>2</b></td> <td><b>Wholesale</b></td> <td></td> </tr> <tr> <td>A</td> <td>Infrastructure</td> <td>-</td> </tr> <tr> <td>B</td> <td>Real estate (including builder loans)</td> <td>-</td> </tr> <tr> <td>C</td> <td>Promoter funding</td> <td>-</td> </tr> <tr> <td>D</td> <td>Any other sector (as applicable)</td> <td>-</td> </tr> <tr> <td>E</td> <td>Others</td> <td>-</td> </tr> <tr> <td></td> <td><b>Total</b></td> <td>100%</td> </tr> </tbody> </table>	Sl. No.	Segment-wise break-up of AUM	Percentage of AUM FY 23-24	<b>1</b>	<b>Retail</b>		A	Mortgages (home loans and loans against property)	23.4	B	Gold loans	-	C	Vehicle finance	67.5	D	MFI	-	E	MSME	-	F	Capital market funding (loans against shares, margin funding)	-	G	Others	9.1	<b>2</b>	<b>Wholesale</b>		A	Infrastructure	-	B	Real estate (including builder loans)	-	C	Promoter funding	-	D	Any other sector (as applicable)	-	E	Others	-		<b>Total</b>	100%
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<b>(e) Geographical classification of borrowers:</b>	<u>Top 5 states borrower wise</u>		
	<b>Sl. No.</b>	<b>Top 5 states</b>	<b>Percentage of AUM FY 2023-24</b>
	1	Tamil Nadu	18.9
	2	Rajasthan	10.8
	3	Maharashtra	9.4
	4	Karnataka	6.6
	5	Delhi & Haryana	5.7
		<b>Total</b>	51.5
<b>K. Details of loans, overdue and classified as non-performing in accordance with RBI stipulations</b>			
<b>(a) Movement of Gross NPA</b>	<b>Movement of gross NPA *</b>		<b>INR, Crore FY 23-24</b>
	Opening gross NPA		1,130.0
	- Additions during the year		1,444.0
	- Reductions during the year		1,286.0
	Closing balance of gross NPA		<b>1,288.0</b>
<i>*Please indicate the gross NPA recognition policy (Day's Past Due):</i>			
<b>(b) Movement of provisions for NPA</b>	<b>Movement of provisions for NPA</b>		<b>INR, Crore FY 2023-24</b>
	Opening balance		367.4
	- Provisions made during the year		120.4
	- Write-off/ write-back of excess provisions		-
	Closing balance		<b>487.8</b>
<b>(c) Segment wise gross NPA</b>	<b>Sl. No.</b>	<b>Segment-wise gross NPA</b>	<b>Gross NPA (%)</b>
	<b>1</b>	<b>Retail</b>	
	A	Mortgages (home loans and loans against property)	1.2
	B	Gold loans	-
	C	Vehicle finance	4.5
	D	MFI	-
	E	MSME	-
	F	Capital market funding (loans against shares, margin funding)	-
	G	Others	-
	<b>2</b>	<b>Wholesale</b>	
	A	Infrastructure	-
	B	Real estate (including builder loans)	-
	C	Promoter funding	-
	D	Any other sector (as applicable)	-
	E	Others	-
	<b>Total</b>	3.3	
<b>L. Residual maturity profile of assets and liabilities (in line with the RBI format):</b>			
<b>Residual maturity profile of assets and liabilities</b>	<b>Residual maturity profile of assets and liabilities</b>		
	<i>(Rs. In Crores)</i>		

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Category	Up to 30/31 days	>1 month - 2 months	>2 months - 3 months	>3 months - 6 months	>6 months - 1 year	>1 year - 3 years	>3 years - 5 years	>5 years	Total
Deposit	2,973.6	-	-	-	-	-	-	-	2,973.6
Advances	981.7	1,044.1	1,124.3	2,654.4	4,876.8	10,274.8	4,079.2	3,401.0	28,436.3
Investments	48.9	35.1	524.5	108.8	136.6	351.8	6.2	1,127.2	2,339.2
Borrowings	344.2	971.4	1,604.2	2,392.6	4,754.0	12,997.6	5,074.8	560.5	28,699.1
Foreign Currency Assets (FCA)	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities (FCL)	-	-	-	-	-	-	-	-	-

\*FCA – Foreign Currency Assets; FCL – Foreign Currency Liabilities;

**M. Details of borrowings granted by issuer**

**(a) Portfolio Summary of borrowings made by issuer:**

Debt Profile	FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21
Term Loan	25,029.0	18,047.3	13,295.0	14,184.0
Non-Convertible Debenture	179.0	959.0	1,328.0	1,318.2
Subordinated Debt	1,452.0	1,043.0	1,221.0	1,352.0
Commercial Paper	1,479.0	196.0	-	-
CC/WCDL	560.0	454.0	462.7	549.0
<b>Total Debt</b>	<b>28,699.0</b>	<b>20,699.3</b>	<b>16,306.7</b>	<b>17,403.2</b>

**(b) Quantum and percentage of secured vs. unsecured borrowings**

Debt Profile	FY 2023-24	Percentage
Secured	25,768.0	89.8%
Unsecured	2,931.0	10.2%
<b>Total Debt</b>	<b>28,699.0</b>	<b>100.0%</b>

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## SECTION 11: DECLARATION BY THE DIRECTORS

- A. The Issuer has complied with the provisions of the Companies Act, 2013 and the rules made hereunder.
- B. The compliance with the Companies Act, 2013 and the rules made thereunder do not imply that payment of dividend or interest or repayment of the Debentures, if applicable, is guaranteed by the Central Government.
- C. The monies received under the offer shall be used only for the purposes and objects indicated in this General Information Document.
- D. The Issuer has complied with, and nothing in the General Information Document is contrary to, the provisions of Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, and the rules and regulations made thereunder.

I am authorized by the Board of Directors of the Issuer *vide* resolution dated May 15, 2024 of the Board of Directors to sign this General Information Document and declare that all the requirements of 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.

Whatever is stated in this General Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of this General Information Document has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this General Information Document.

The Issuer declares that all the relevant provisions in the regulations/guideline issued by SEBI and other applicable laws have been complied with and no statement made in this General Information Document is contrary to the provisions of the regulations/guidelines issued by SEBI and other applicable laws, as the case may be. The information contained in this General Information Document is as applicable to privately placed debt securities and subject to the information available with the Issuer. The extent of disclosures made in this General Information Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by the companies in the past.

**For Hinduja Leyland Finance Limited,**

VIKAS  
JAIN

Digitally signed  
by VIKAS JAIN  
Date: 2025.05.19  
15:48:27 +05'30'

**Authorized Signatory**  
**Name: Vikas Jain**  
**Title: Chief Financial Officer**  
**Date: May 19, 2025**

**For Hinduja Leyland Finance Limited,**

RAMASAMY  
SRIVIDHYA

Digitally signed by  
RAMASAMY SRIVIDHYA  
Date: 2025.05.19  
16:00:36 +05'30'

**Authorized Signatory**  
**Name: Srividhya Ramasamy**  
**Title: Company Secretary**  
**Date: May 19, 2025**

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**ANNEXURE I: FINANCIAL STATEMENTS**

*Enclosed separately*

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**ANNEXURE II: DISCLOSURES PURSUANT TO THE SEBI DEBENTURE TRUSTEES  
MASTER CIRCULAR**

- (e) **Details of assets, movable property and immovable property on which charge is proposed to be created**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (f) **Title deeds (original/ certified true copy by issuers/ certified true copy by existing charge holders, as available) or title reports issued by a legal counsel/ advocates, copies of the relevant agreements/ Memorandum of Understanding**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (g) **Copy of evidence of registration with Sub-registrar, Registrar of Companies, Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI) etc**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (h) **For unencumbered assets, an undertaking that the assets on which charge is proposed to be created are free from any encumbrances**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (i) **For encumbered assets, on which charge is proposed to be created, the following consents along-with their validity as on date of their submission:**

- (i) **Details of existing charge over the assets along with details of charge holders, value/ amount, copy of evidence of registration with Sub-registrar, Registrar of Companies, CERSAI, Information Utility (IU) registered with Insolvency and Bankruptcy Board of India (IBBI) etc. as applicable:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (ii) **Consent/ No-objection certificate (NOC) from existing charge holders for further creation of charge on the assets or relevant transaction documents wherein existing charge holders have given conditional consent/ permission to the Issuer to create further charge on the assets, along-with terms of such conditional consent/ permission, if any:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (iii) **Consent/ NOC from existing unsecured lenders, in case, negative lien is created by Issuer in favour of unsecured lenders:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (j) **In case of personal guarantee or any other document/ letter with similar intent is offered as security or a part of security:**

- (i) **Details of guarantor viz. relationship with the Issuer:**

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To be set out in the Key Information Document for the relevant issuance of Debentures.

- (ii) **Net worth statement (not older than 6 months from the date of debenture trustee agreement) certified by a chartered accountant of the guarantor:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (iii) **List of assets of the guarantor including undertakings/ consent/ NOC as per para 2.1(b) and 2.1(c) of Chapter II of the SEBI Debenture Trustees Master Circular:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (iv) **Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (v) **List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any:**

To be set out in the Key Information Document for the relevant issuance of Debentures.

- (k) **In case of corporate guarantee or any other document/ letter with similar intent is offered as security or a part of security:**

- (i) **Details of guarantor viz. holding/ subsidiary/ associate company etc:** To be set out in the Key Information Document for the relevant issuance of Debentures.

- (ii) **Audited financial statements (not older than 6 months from the date of debenture trustee agreement) of guarantor including details of all contingent liabilities:** To be set out in the Key Information Document for the relevant issuance of Debentures.

- (iii) **List of assets of the guarantor along-with undertakings/consent/NOC as per para 2.1(b) and 2.1(c) of Chapter II of the SEBI Debenture Trustees Master Circular:** To be set out in the Key Information Document for the relevant issuance of Debentures.

- (iv) **Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created:** To be set out in the Key Information Document for the relevant issuance of Debentures.

- (v) **Impact on the security in case of restructuring activity of the guarantor:** To be set out in the Key Information Document for the relevant issuance of Debentures.

- (vi) **Undertaking by the guarantor that the guarantee shall be disclosed as "contingent liability" in the "notes to accounts" of financial statement of the**

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- guarantor:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (vii) **Copy of Board resolution of the guarantor for the guarantee provided in respect of the debt securities of the Issuer:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (viii) **List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (l) **In case of any other contractual comforts/ credit enhancements provided for or on behalf of the issuer, it shall be required to be legal, valid and enforceable at all times, as affirmed by the issuer. In all other respects, it shall be dealt with as specified above with respect to guarantees:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (m) **In case securities (equity shares, etc.) are being offered as security then a holding statement from the depository participant along with due pledge of such securities in favour of Debenture Trustee in the depository system shall be ensured:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (n) **Details of any other form of security being offered viz. Debt Service Reserve Account etc.:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (o) **Any other information, documents or records required by debenture trustee with regard to creation of security and perfection of security:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (p) **Declaration:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (q) **Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s):** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (r) **Details of security to be created:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (s) **Process of due diligence carried out by the debenture trustee:** To be set out in the Key Information Document for the relevant issuance of Debentures.
- (t) **Due diligence certificates as per the format specified in the SEBI Debenture Trustees Master Circular and in the Debt Listing Regulations:** To be set out in the Key Information Document for the relevant issuance of Debentures.

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**ANNEXURE III: IN-PRINCIPLE APPROVAL RECEIVED FROM BSE**

*Enclosed separately.*

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#### ANNEXURE IV: SHAREHOLDING PATTERN

<b>Name of the shareholder</b>	<b>No. of Shares as on March 31,2025</b>	<b>Percentage</b>
Hinduja Automotive Limited	6,92,77,542	12.71%
Ashok Leyland Limited	33,32,46,338	61.12%
Hinduja Capital Limited	34,36,550	0.63%
Elara India Opportunities Fund Limited	2,59,17,000	4.75%
Afrin Dia	65,00,000	1.19%
CONNECOR INVESTMENT ENTERPRISE LTD	1,00,00,000	1.83%
Global Axe Investment Fund (formerly known as Aviator Global Investments Fund)	2,85,00,000	5.23%
LGOF Global Opportunities Limited	1,00,00,000	1.83%
Abridge Investment Ltd	3,50,00,000	6.42%
The Great International Tusker Fund	1,36,00,000	2.49%
CHHATISGARH INVESTMENTS LIMITED	16,52,888	0.30%
Others- Corporates / Individuals	47,66,500	0.87%
Others – ESOPs	33,47,672	0.61%
<b>Total</b>	<b>54,52,44,490</b>	<b>100%</b>

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**ANNEXURE V: RELATED PARTY TRANSACTIONS**

*Enclosed separately.*

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**ANNEXURE VI: LATEST ALM STATEMENT**

*Enclosed separately.*

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**ANNEXURE VII: BOARD RESOLUTION AND SPECIAL RESOLUTION**

*Enclosed separately.*

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**ANNEXURE VIII: RATING LETTER**

*Enclosed separately.*