

CHAIRMAN'S MASSAGE

Dear Shareholders,

Greetings! I hope you and your families are in the best of health and good cheer!

Another year has passed and it is appropriate that I update you on where your Company stands today and a glimpse into your Company's journey to the future.

The Environment:

Global and domestic economic environments have a direct bearing on the financial markets of any economy. A glimpse into these would be relevant given your company's aspirations to expand in the financial services sector.

Taking off from the unstable environment of the previous year, the global economy exhibited steady yet uneven growth across regions during the year 2024 and early part of 2025. While global manufacturing sector saw a slowdown due to various factors, the services sector performed relatively better supporting growth in many economies. It was clearly a year where the services sector outperformed the manufacturing sector. Financial markets remained volatile with central banks of different countries adopting varying policies to hold inflation and ensure stability.

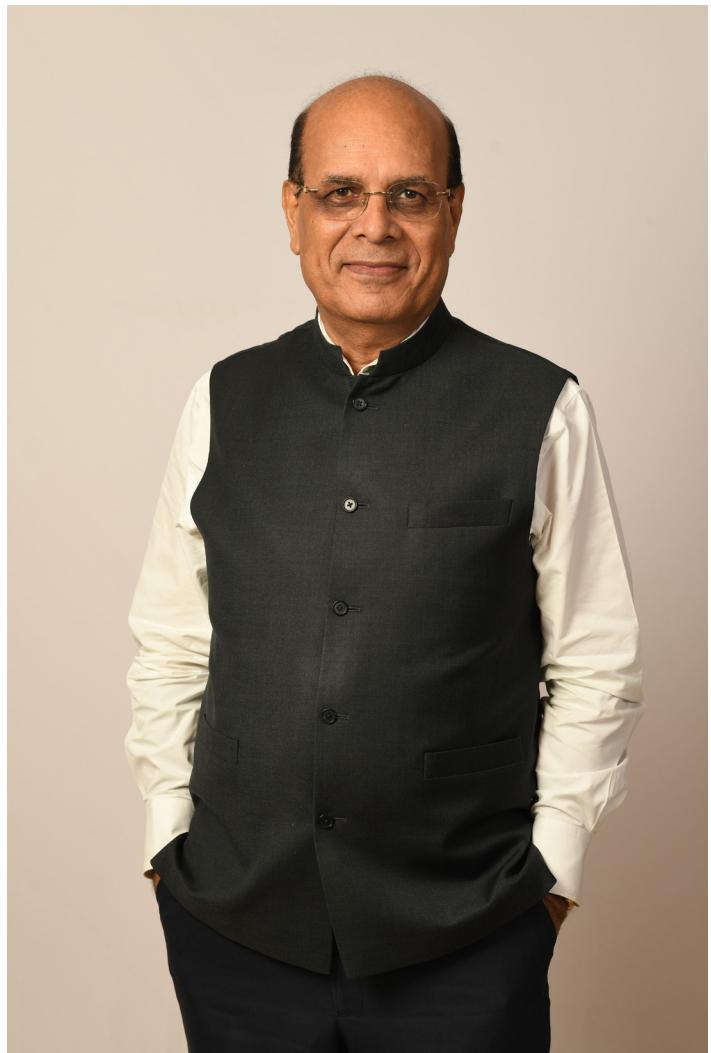
In this global context, India displayed steady economic growth. As per the first advance estimates of national accounts, India's real GDP is estimated to grow by 6.4 per cent in the year 2025-26. Fiscal discipline and strong external balance supported by a services trade surplus and healthy remittance growth contributed to macroeconomic stability. Together, these factors provided a solid foundation for sustained growth amid external uncertainties.

With respect to the financial services sector in India, the environment has generally been stable. With the recent interest rate cuts the Reserve Bank of India has given a big thumbs up for growth and is likely to continue its impetus for growth which bodes very well for the financial services sector.

The recent RBI policy actions supporting NBFC operations related to liquidity measures, regulatory framework and oversight, and, specific support to Affordable housing Finance augurs well for the sector.

The way forward:

As you are aware, the Company had applied to the Reserve Bank of India (RBI) for being registered as a Non-Banking Finance Company to enable it to enter the financial services sector. Your Company's entry into the financial services sector has been planned by way of a merger by absorption of Hinduja Leyland Finance Limited (HLFL) into the Company. You would be pleased to note that while the RBI has communicated to the Company that such registration is not required at this moment of the merger process and will be provided on approval of the merger by the relevant authorities, it has also advised HLFL to obtain a No Objection Certificate (NOC) from the RBI for the merger. HLFL has already made an application for the same and is awaiting response from then RBI.



Corporate Governance:

The Company has over the decades of operations maintained highest standards of governance and conducted business with integrity and fairness. This philosophy in no small measure has contributed also to the creation of stakeholder value. Corporate governance for the Company goes well beyond meeting mandatory compliance requirements. Transparency in dealings and good governance have become a culture in the organization.

Conclusion

My sincere appreciation for your continued support to the Company and look forward to such progressive support in the years to come. I would also like to thank the Directors who have been providing guidance to the Company, the Management which is rigorously pursuing the plans of the Company, Employees and Associates of the company. Also, my gratitude to our Bankers, Auditors, and Advisors for their continuous help and guidance during the year to help maintaining the highest standards of corporate governance, which is accorded the top priority at the Hinduja Group.

I conclude by wishing you all good health and happiness.

S. K. Tripathi

Sudhanshu Tripathi

Chairman