

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Seventh Annual General Meeting (“AGM”)** of the members of **Hiranandani Financial Services Private Limited (“Company”)** will be held on **Tuesday, July 02, 2024 at 05:00 p.m. (IST)** at corporate office of the Company situated at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 to transact the following business through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:

Ordinary Business:

Agenda Item 1:

To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2024 together with the Reports of Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Agenda Item 2:

To appoint M/s. KKC & Associates LLP, Chartered Accountants (FRN: 105146W/W100621) as the Statutory Auditors of the Company for a period of three years.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139 of the Companies Act, 2013 (“**Act**”), read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, as amended from time to time (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. KKC & Associates LLP, Chartered Accountants (FRN: 105146W/W100621), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years, from the conclusion of the seventh Annual General Meeting (“**AGM**”) till the conclusion of the tenth AGM of the Company to be held in the year 2027;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment of Statutory Auditors including remuneration (plus applicable taxes) and out of pocket/reimbursement expenses, as may be determined by the Board of Directors (including any Committee thereof) in consultation with the Auditors;

RESOLVED FURTHER THAT any of the Directors of the Company, Mr. Uday Suvarna, Chief Executive Officer, Mr. Rajesh Rajak, Chief Financial Officer and Ms. Richa Arora, Company Secretary and Chief

Hiranandani Financial Services Private Limited

Regd. Office: 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai - 400021

Corporate Office: 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076

Email: wecare@hfs.in, Website: www.hfs.in | Tel: (91-22) - 6209 3493, CIN: U65999MH2017PTC291060

Compliance Officer of the Company, be and are hereby severally authorised on behalf of the Company to sign and execute the necessary documents and papers (including appointment letter), to authenticate and file necessary forms/intimations with the regulatory authorities and other concerned authorities (including Registrar of Companies & Reserve Bank of India) and to do all such other acts, deeds and things which are necessary to give effect to this resolution and for the matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Director of the Company or Company Secretary or Chief Financial Officer of the Company be and are hereby authorized to issue and authenticate a certified true copy of this Resolution wherever required.”

Special Business:

Agenda Item 3:

To approve issue of Non-Convertible Debentures on private placement basis.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (the Act) (including any statutory modification(s), re-enactments thereof, for the time being in force), and pursuant to Securities Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable SEBI Rules and Regulations (including any statutory modification(s), re-enactment thereof, for the time being in force) and in terms of the Memorandum & Articles of Association of the Company and subject to the other approval(s), consent, permission(s), as may be required, consent of the members be and is hereby accorded to issue, offer and allot secured/unsecured, listed/unlisted Non-Convertible Debentures(“the Debentures”) in one or more series/tranches on private placement basis during a period of one year from the date of this Extra-Ordinary General Meeting for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions and execute such documents, deeds, instruments and take such steps as may be necessary, proper or expedient to give effect to this resolution.

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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Director or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby authorised to issue and authenticate a Certified True Copy of this Resolution wherever required.”

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited**

**Richa Arora
Company Secretary
M. No. A42906**

Date	June 06, 2024
Place	Delhi
Registered Office	514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

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NOTES:

1. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of the Special Business as set out in the Notice convening the seventh Annual General Meeting of the Company ("AGM Notice"), is annexed hereto and forms part of the AGM Notice.**
2. The Ministry of Corporate Affairs, vide General Circular dated September 25, 2023 read with General Circular No. 10/2022 dated December 28, 2022 read with General Circular No. 20/2020 dated May 5, 2020 and General circular no. 10/2022 dated December 28, 2022, has allowed the Companies to conduct Annual General Meeting ("AGM") and EGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2024.
3. Pursuant to the aforementioned general circular, the physical presence of the members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted and hence the Proxy Form and Attendance Slips are not annexed to the Notice. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting.
4. The Company is pleased to inform that the AGM will be held through Video Conferencing Facility and the members can dial-in the below details to join the meeting:

Link: <https://us06web.zoom.us/j/86458829374?pwd=MKwe1GzuOmdMGMoJTqHaK9kZgOtQaS.1>

The login -id and password for participation at the meeting has been separately provided along with this AGM Notice.
5. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number: 022 6209 3477
7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
9. The relevant documents referred to in the Notice and the Explanatory Statement and statutory registers are available for inspection by the members through electronic mode. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at richa.arora@hfs.in.

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10. In case of any doubts or clarification, the members are requested to contact Ms. Richa Arora, Company Secretary of the Company through e-mail: richa.arora@hfs.in
11. Since the AGM will be held through VC/OAVM, the road map to the venue is not annexed to this AGM Notice.

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ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE****Agenda Item 3:****To approve issue of Non-Convertible Debentures on private placement basis.**

The Company in its Board meeting held on May 09, 2024 has approved to issue, offer and allot secured/unsecured, listed/unlisted Non-Convertible Debentures ("the Debentures") in one or more series/tranches on private placement basis during a period of one year for an amount not exceeding Rs. 500 Crore/- (Rupees Five Hundred Crore only) within the overall borrowing limits of the Company.

Accordingly, pursuant to Section 42 of the Companies Act, 2013 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of members of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year.

The Board of Directors has recommended the passing of the special resolution for issuance of debt securities.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited**

**Richa Arora
Company Secretary
M. No. A42906**

Date	June 06, 2024
Place	Delhi
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