NOTICE

Notice is hereby given that, the **Extra-Ordinary General Meeting** ("**EGM**") of the Members of **Hiranandani Financial Services Private Limited** (the "**Company**") will be held at a shorter notice on Monday, November 10, 2025, at 5.15 P.M. (IST) at its corporate office at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai – 400076, to transact the following business in conformity with the relevant provisions of the Companies Act, 2013, the relevant Rules made thereunder and the circulars issued by the Ministry of Corporate Affairs, New Delhi and Government of India, in this regard.

SPECIAL BUSINESS:

1. APPROVAL OF APPOINTMENT OF MR. KARTIKEYA KAJI, (DIN: 07641723) AS THE NON-EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS BEGINNING FROM NOVEMBER 10, 2025 PURSUANT TO THE APPROVAL OF RBI

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

"**RESOLVED THAT** in terms of the provisions of Section 152 and Section 161(3) of the Companies Act, 2013, as amended, and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions and rules thereunder ("**Act**"), the terms of the shareholders' agreement executed between the Company, Mr. Harsh S. Hiranandani, Ms. Neha S. Hiranandani and Nama Taano Pte. Ltd. ("**Investor**") dated July 28, 2025 ("**SHA**") and share subscription agreement executed between the Company and the Investor, on July 28, 2025, the articles of association of the Company and any other applicable laws, rules, and regulations, and in terms of the approval granted by the Reserve Bank of India ("**RBI**") dated October 31, 2025, under the relevant provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("**Scale Based Regulations**"), the members do and hereby accord their consent to the appointment of Mr. Kartikeya Kaji (DIN: 07641723) as a non-executive nominee director of the Company for a term of 5 years pursuant to the RBI approval dated October 31, 2025, who shall hold office from November 10, 2025 **AND THAT** during his tenure Mr. Kartikeya Kaji shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the directors or the chief executive officer or the chief financial officer or the chief compliance officer or the company secretary of the Company be and are hereby severally authorized to file the necessary forms/ returns /intimations with the Registrar of Companies, the RBI and IRDAI, including Form DIR-12 (along with the prescribed fees), to update the register of directors and key managerial person and such other statutory registers/ records, in respect of the said appointment, in accordance with the relevant provisions of the Act, the relevant rules made thereunder and other applicable laws including the Scale Based Regulations.

RESOLVED FURTHER THAT any one of the directors or the chief executive officer or the chief financial officer or the company secretary of the Company be and is hereby severally authorized to issue certified true copies of this resolution and to furnish the same to any statutory/ regulatory authority or to any person(s), as necessary."

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

Uday Suvarna
Chief Executive Officer

Date	:	November 10, 2025
Place	:	Mumbai
Registered Office	:	514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

Note:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rules issued thereunder 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 ("Notice") convening the Extra-Ordinary General Meeting of the Company ("EGM"), is annexed hereto and forms part of the Notice.

2. The Ministry of Corporate Affairs ("MCA") has issued general circular no. 20/2020 on May 05, 2020, general circular no. 02/2022 on May 05, 2022, general circular no. 10/2022 on December 28, 2022, general circular no. 09/2023 September 25, 2023, general circular no. 09/2024 on September 19, 2024 and general circular no. 03/2025 on September 22, 2025, extending the option for companies to conduct annual general meetings through video conferencing ("VC") or other audio-visual means ("OAVM") till further orders.

3. The Ministry of Corporate Affairs ("MCA") has issued general circular no. 14/2020 on April 08, 2020, general circular no. 03/2022 on May 05, 2022, general circular no. 11/2022 on December 28, 2022, general circular no. 09/2023 September 25, 2023, general circular no. 09/2024 on September 19, 2024 and general circular no. 03/2025 on September 22, 2025, extending the option for companies to conduct extra-ordinary general meetings through video conferencing ("VC") or other audio-visual means ("OAVM") till further orders.

4. 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 sections 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting.

5. The Company is pleased to inform you that the EGM will be held through video conferencing facility, and the members can dial-in the details below to attend the meeting:

   Link: https://us06web.zoom.us/j/89128443754?pwd=aurPJx2JvJa6QmtFikrGqRu1Bzmvf6.1

   The login -id and password for participation at the meeting is as below.

   Meeting ID: 891 2844 3754
   Passcode: 802842

6. The facility for attending 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 from the end time of the meeting.

7. In case of any assistance with regard to using the technology before or during the meeting, please contact the Helpline number: +91 22 6209 3493

8. The attendance of the shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

9. 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.

10. 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 EGM may send their request in writing to the Company at secretarial@hfs.in.

11. In case of any doubts or clarification, the members are requested to contact Mr. Rajesh Rajak, Chief Financial Officer of the Company through e-mail at secretarial@hfs.in.

12. Since the EGM will be held through VC/ OAVM, the road map to the venue is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. KARTIKEYA KAJI AS A NON-EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS BEGINNING FROM NOVEMBER 10, 2025 PURSUANT TO THE APPROVAL OF RBI

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**Board**") at its meeting held on August 08, 2025 had considered the proposal relating to the appointment of Mr. Kartikeya Kaji, as the additional non-executive nominee director of the Company, and to hold office as such from such date as may be approved by the Reserve Bank of India ("**RBI**") until the conclusion of ensuing annual general meeting, subject to the approval of the RBI, in terms of the Reserve Bank of India (Scale Based Regulation) Directions, 2023, as amended from time to time. The Board had also authorized the Company to submit the application to the RBI for seeking the said approval.

The Board at its meeting held on November 10, 2025, took note of the approval granted by the RBI *vide* its letter dated October 31, 2025, issued through the PRAVAAH Portal for appointment of Mr. Kartikeya Kaji for a term of 5 years as the non-executive non-independent director of the Company, who shall hold office as such from November 10, 2025 until the conclusion of ensuing general meeting, pursuant to the shareholders agreement executed between the Company, Harsh S. Hiranandani, Neha S. Hiranandani and Nama Taano Pte. Ltd. ("**Investor**") on July 28, 2025 ("**SHA**"), and share subscription agreement executed between the Company and the Investor, on July 28, 2025 and as a non-executive nominee director of the Company, subject to the approval of the members of the Company by means of an ordinary resolution, at the ensuing general meeting.

The said appointment has been nominated by the Investor in terms of the SHA and Mr. Kartikeya Kaji has consented to the said appointment, by submitting his consent in the prescribed Form DIR-2.

Compliances:
A copy of 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 EGM may send their request in writing to the Company at secretarial@hfs.in.

The brief profile of Mr. Kartikeya Kaji, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached herewith.

None of the directors or key managerial personnel of the Company or their relatives are concerned or interested in the passing of this resolution.

None of the directors or key managerial personnel of the Company or their relatives are related to Mr. Kartikeya Kaji.

The above resolution as set out in Item No.1 of the Notice dated November 10, 2025, requires the approval of the shareholders of the Company, by means of an ordinary resolution. Accordingly, the Board recommends passing of the ordinary resolution as set out in Item No. 1 of the said Notice and confirms that the same is in the business interest of the Company and that of its shareholders.

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

Uday Suvarna
Chief Executive Officer

Date	:	November 10, 2025
Place	:	Mumbai
Registered Office	:	514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

BRIEF PROFILE OF MR. KARTIKEYA KAJI

Sr. No.	Particulars	Remarks
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment
2	Date of appointment~~/re-appointment/cessation (as applicable) & term of appointment/ re-appointment;~~	November 10, 2025 Appointed as Non-Executive Nominee Director of the Company, in terms of the Shareholders' Agreement dated July 28, 2025 and the amended and restated Articles of Association of the Company.
3	Brief profile (in case of appointment);	Mr. Kartikeya Kaji holds a Master of Business Administration from the Wharton School, University of Pennsylvania, USA, and a Bachelor of Arts in Economics from Dartmouth College, USA. With over 18 (eighteen) years of professional experience, he has built a distinguished career in private equity, investment management, and financial services. He has previously held the designation of managing director at Kedaara Capital Investment Managers Ltd., focusing on financial services, technology, and high-growth sectors. He was also associated with Clayton Dubiler & Rice LLC and Temasek Holdings (Private) Limited as an investment professional. Mr. Kartikeya Kaji started his career in investment banking in New York at Merrill Lynch and Perella Weinberg Partners LP. He has also held board positions in several leading companies, including Spandana Sphoorty Financial Limited, Aavas Financiers Limited, Care Health Insurance Limited, Criss Financial Limited, Caspian Financial Services Limited, Elcid Investments Limited and Perfios Software Solutions Private Limited. Mr. Kartikeya Kaji has been serving on the boards of various NBFCs since 2016, bringing over 9 (nine) years of directorial experience in the sector. In addition, through his professional associations with leading private equity firms since 2014, he has gained more than 11 (eleven) years of expertise in driving and overseeing investments in the NBFC space.
4	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Kartikeya Kaji is not related to any director on the Board of the Company.
5	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018	Mr. Kartikeya Kaji is not debarred from holding the office of director pursuant to any order of SEBI or any other authority.