

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 through Video Conferencing (VC) on Friday, August 8, 2025, at 4.30 p.m. 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:

TO ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to: (i) the provisions of Sections 5 and 14 of the Companies Act 2013 ("**Act**") and other applicable provisions of the Act, if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force); (ii) the shareholders agreement ("**SHA**") executed between the Company, Harsh S. Hiranandani, Neha S. Hiranandani and the Nama Taano Pte. Ltd. ("**Investor**") on July 28, 2025; and (iii) the share subscription agreement ("**SSA**") executed between the Company and Investor, on July 28, 2025, the consent of the members of the Company, by way of a special resolution, be and is hereby accorded, to amend, replace, adopt and substitute the existing articles of association of the Company with the new set of restated articles of association to incorporate the relevant provisions of the SHA.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the directors or chief executive officer or the chief financial officer or the company secretary of the Company be and is severally authorized to do all such acts, deeds, matters and things, and to execute such documents as may be considered appropriate, necessary or expedient, including but not limited to, filing of forms including Form MGT-14 and returns with the Ministry of Corporate Affairs/ Registrar of Companies, any regulatory and / or statutory authorities, updating the statutory registers and records, under applicable laws, and any other document, deed, undertaking and/or declaration, as deemed appropriate, necessary, expedient or incidental to give effect to this resolution.

RESOLVED FURTHER THAT any one of the directors or chief executive officer or the chief financial officer or the company secretary of the Company be and is hereby severally authorized to do all other matters ancillary or incidental to give effect to the amendment of the articles of association and adopt the restated articles of association.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the directors or chief executive officer or the chief financial officer or the company secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

By Order of the Board of Directors

For Hiranandani Financial Services Private Limited

Sd/-

Ketaki Prasad Satam

Company Secretary & Compliance Officer

M. No.: A28476

Date : August 08, 2025

Place : Mumbai

Registered Office : 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

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

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 convening the Extra-Ordinary General Meeting of the Company ("Notice"), is annexed hereto and forms part of the Notice.
2. The Ministry of Corporate Affairs (MCA) has issued General Circular No. 09/2024 on September 19, 2024, extending the option for companies to conduct Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until September 30, 2025.
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 EGM 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/4687803597?pwd=R2FuMDQ5MThyN3NCsZdmdGxoK0NHdz09&omn=82069039244>

The login -id and password for participation at the meeting has been separately provided along with this 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: +91 22 6209 3477
7. 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 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 at the Corporate Office of the Company and through electronic mode.
10. Members desiring inspection of the documents referred to in the Notice and the Explanatory Statement, or the statutory registers during the EGM may send their request in writing to the company secretary of the Company at ketaki.satam@hfs.in.
11. In case of any doubts or clarification, the members are requested to contact Ms. Ketaki Prasad Satam, company secretary of the Company through e-mail at ketaki.satam@hfs.in.
12. Since the EGM will be held through VC/ OAVM, the road map to the venue is not annexed to this Notice.

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

ITEM NO. 1 - TO ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

Pursuant to the execution of the Shareholders' Agreement (SHA) dated July 28, 2025; entered into between the Company, Mr. Harsh Surendra Hiranandani, Mr. Neha Surendra Hiranandani and Nama Taano Pte. Ltd., the Company is required to incorporate certain provisions of the SHA in the Articles of Association of the Company (the Articles).

The list of the amendments proposed to the Articles of the Company and the revised Articles will be available for inspection of the Members at the Corporate Office of the Company and remotely (through electronic mode) during the course of the EGM.

None of the directors or key managerial personnel of the Company or their relatives are concerned or interested in the passing of this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the special resolution as set out in Item No. 1 of the Notice dated August 08, 2025, for the approval of the Shareholders.

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

Sd/-

**Ketaki Prasad Satam
Company Secretary & Compliance Officer
ACS 28476**

Date : August 08, 2025
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

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