## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, the **Extra-Ordinary General Meeting** ("**EoGM**") ("02/2026-27") of the Members of **Hiranandani Financial Services Private Limited** (the "**Company**") will be held at a shorter notice on Thursday, November 26, 2026, at 4:00 P.M. (IST), through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") at its corporate office at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai – 400076, being deemed venue of the Meeting, to transact the following business in conformity with the relevant provisions of the Companies Act, 2013, read with the relevant Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the circulars issued by the Ministry of Corporate Affairs, New Delhi and Government of India.

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**SPECIAL BUSINESS:**

**1. GRANT OF STOCK OPTIONS OF 1% OR MORE OF THE ISSUED SHARE CAPITAL OF THE COMPANY:**

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 Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the relevant provisions of Memorandum and Articles of Association of Hiranandani Financial Services Private Limited ("the **Company**" / "**HFS**") and pursuant to the HFS – Employee Stock Option Plan 2026 ("**ESOP 2026**" / the "**Plan**") as approved by the Board and Shareholders at their respective meetings held on October 28, 2026, and further pursuant to the approval of the Board vide circular resolution dated November 19, 2026, and based on the recommendation of the ESOP Committee, the consent of the Members of the Company be and is hereby accorded to the grant of stock options during the financial year 2026-27, to the following eligible employee as detailed below:

| Name and Designation of Eligible Employee | Number of Options to be granted |
|---|---|
| Mr. Uday Suvarna<br>(Chief Executive officer) | 1,20,00,000<br>(1.29% of the current issued shares) |

**RESOLVED FURTHER THAT** the shares so issued in pursuance to the ESOP 2026 shall rank *pari passu* in all respects with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the ESOP Committee be and is hereby authorised to take all such steps and actions as may be necessary or desirable, that may arise in connection with the grant or exercise of the stock options and to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the aforesaid grant of stock options, subject to the provisions of the ESOP 2026 and applicable laws."

**RESOLVED FURTHER THAT** any of the Directors and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary are hereby severally authorised on behalf of the Company to sign and execute the necessary documents and applications and to do all such other acts, deeds and things which are necessary to give effect to the above said resolution and for the matters incidental/connected therewith including authenticating or/and filing the necessary forms/intimations with the regulatory authorities and other concerned authorities (including Registrar of Companies & Reserve Bank of India)."

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

**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 Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized to issue and authenticate a Certified True Copy of this Resolution, to be submitted to such authorities or parties wherever required."

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

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

**Balan Santosh Parthasarathy**
**Company Secretary & Chief Compliance Officer**
**Membership No.: A49602**

| | | |
|---|---|---|
| **Date** | : | November 23, 2026 |
| **Place** | : | Mumbai |
| **Corporate Office** | : | 9th Floor, Sigma Building, Hiranandani Business Park, Technology Street, Powai, Mumbai-400076 |

**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 ("**EoGM**"), is annexed hereto and forms part of the Notice.

2. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and the latest being General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") pertaining to holding of Extra-Ordinary General Meeting (EoGM) (collectively referred to as "MCA Circulars") has permitted companies to hold Extra-Ordinary General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") till further order.

3. Members may please note that the EoGM Notice will also be available on the Company's website: https://hfs.in/.

4. Since this EoGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EoGM. Hence, Proxy Form and Attendance Slip are not annexed hereto.

5. Corporate members are requested to send at secretarial@hfs.in before attending EoGM, a duly certified copy of the board resolution authorizing their representative to attend and vote at EoGM pursuant to Section 113 of the Companies Act, 2013.

6. As the EoGM will be held through VC / OAVM, the Members are requested to dial-in to the link provided below to join the EoGM. We look forward to your participation.

   Link: https://us06web.zoom.us/j/89280810006?pwd=XAfJTSKrOhwE4a4DaX2s4nbbmM1mnY.1
   Meeting ID: 892 8081 0006
   Passcode: 069365

7. The facility for joining the EoGM shall be kept open 15 minutes before the time scheduled to start the EoGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the EoGM.

8. In case of any assistance with regards to using the technology before or during the EoGM, please contact on the Helpline number: +91 8433663869

9. The attendance of the Members attending the EoGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. The relevant documents as referred to in the Notice convening the EoGM and the statutory registers of the Company are available for inspection by the Members at the Corporate Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. and remotely up to the conclusion of the EoGM.

11. Members are requested to kindly notify the Company of any changes in their addresses/email address so as to enable the Company to address future communication to their correct addresses.

12. Members desiring inspection of the said documents and the statutory registers of the Company, are requested to contact Mr. Balan Santosh Parthasarathy, Company Secretary and Chief Compliance Officer of the Company at secretarial@hfs.in. In case of any doubts or clarification, Members may contact Mr. Balan Santosh Parthasarathy, Company Secretary of the Company at secretarial@hfs.in.

13. Members may raise questions during the meeting or in advance by sending across their question to secretarial@hfs.in.

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

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

### ITEM NO. 1: GRANT OF STOCK OPTIONS OF 1% OR MORE OF THE ISSUED SHARE CAPITAL OF THE COMPANY:

The ESOP Committee in its meeting held on November 18, 2026, approved the issuance of stock options under the ESOP Plan 2026. These options shall vest over the period of four years from the date of grant, with 25% vesting each year. The first 25% will vest upon completion of one year from the grant date, followed by 25% vesting every subsequent year thereafter. The Committee recommended the grant of ESOPs to employees based on their responsibilities, contributions, and ongoing efforts in management. To support the Company's business expansion, it is proposed to issue stock options to selected employee(s) that is equal to or more than 1% (one percent) of the Company's current issued share capital.

Additionally, the ESOP Committee recommended the issue of ESOPs under the plan to, Mr. Uday Suvarna, the Chief Executive Officer, in recognition of the substantial progress made under his leadership, his contributions to the overall growth of the organization, and alignment with the Company's future strategic objectives. Accordingly, the Committee approved and recommended to the Board the issuance of 1,20,00,000 stock options to Mr. Uday Suvarna.

In accordance with Clause 3.6 of the ESOP Plan 2026, prior shareholder approval is required if the grant of options to any identified employee in a financial year equals or exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant of options. Therefore, Item No. 1 is submitted for the approval of the shareholders.

Brief detail of the same is as follows:

| Name and Designation of Identified Employee | Number of Options to be granted |
|---|---|
| Mr. Uday Suvarna<br>(Chief Executive Officer) | 1,20,00,000<br>(1.29% percentage of the current issued shares) |

The Board, vide its circular resolution dated November 19, 2026, has approved the aforesaid issue of stock options and recommended the grant of such stock options to the members for its consideration and approval.

Accordingly, approval of members is sought for passing the **Special Resolution** set out at Item No. 1 of this Notice.

Except Mr. Uday Suvarna, Chief Executive Officer, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors recommends the **Special Resolution** set out at Item No. 1 of this Notice for approval by the members.

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

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

**Balan Santosh Parthasarathy**
**Company Secretary and Chief Compliance Officer**
**Membership Number – A49602**

**Date** : November 23, 2026
**Place** : Mumbai
**Corporate Office** : 9th Floor, Sigma Building, Hiranandani Business Park, Technology Street, Powai, Mumbai-400076