NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that, the **Extra-Ordinary General Meeting** ("**EoGM**") of the Members of **Hiranandani Financial Services Private Limited** (the "**Company**") will be held at a shorter notice on Wednesday, October, 28, 2026, at 5:45 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, in this regard.

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder *(including any statutory modification(s) or re-enactment thereof, for the time being in force)* and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only)** consisting of Class A Equity Shares of Rs. 994,00,00,000/- divided into 99,40,00,000 Equity Shares of Rs. 10/- each, Class B Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights and Class C Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights **to Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores Only)** comprising of Class A Equity Shares of Rs. 1244,00,00,000/- divided into 124,40,00,000 Equity Shares of Rs. 10/- each, Class B Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights and Class C Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights by the creation of additional 25,00,00,000 (Twenty-Five Crores) Class A equity shares of Rs. 10 (Rupees Ten Only) each ranking pari passu with the existing Class A equity shares in the Company".

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause [Clause V(A)] of the Memorandum of Association of the Company be and is hereby substituted with the following Clause V(A):

"V(A). The Authorised Share Capital of the Company is Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores Only) comprising of Class A Equity Shares of Rs. 1244,00,00,000/- (Rupees One Thousand Two Hundred Forty-Four Crores Only) divided into 124,40,00,000 (One Hundred Twenty-Four Crore Forty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ("Class A Equity Shares"), Class B Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each with differential voting rights ("Class B Equity Shares") and Class C Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each with differential voting rights ("Class C Equity Shares") [(The Class A Equity Shares, Class B Equity Shares and the Class C Equity Shares are hereinafter together referred to as Equity Shares or shares unless otherwise specifically mentioned to the contrary)]."

RESOLVED FURTHER THAT any Director or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary and Chief Compliance Officer of the Company be and is hereby severally authorised to file the requisite e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, 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 and authenticate a Certified True Copy of this Resolution and furnish the same to such persons, authorities or stakeholders as may be necessary to give effect to this resolution."

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

2. TO APPROVE THE 'HIRANANDANI FINANCIAL SERVICES - EMPLOYEE STOCK OPTION PLAN 2026' ("ESOP 2026" / "PLAN"):

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) and other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Reserve Bank of India (RBI), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of Hiranandani Financial Services Private Limited ("**the Company**") and subject to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to introduce, adopt and implement the **'Hiranandani Financial Services - Employee Stock Option Plan 2026' ("ESOP 2026"/ "Plan")**, authorizing the Board of Directors of the Company (hereinafter referred to as "Board" which shall deemed to include any committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, and grant up to, not exceeding 3,50,00,000 Employee stock options ("**Options**"), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in permanent employment of the Company, in or outside India, including any director, whether whole time or not but excluding an Independent Director, subject to their eligibility as may be determined under the Plan, to be allotted to the Option grantees by the Company, where one Option upon exercise shall convert in to one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms and conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares of the Company as specified hereinabove shall rank pari passu in all respects with the existing equity shares of the Company, including with respect to dividend and other rights, from the date of allotment, subject to the applicable law and the constitutional documents of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued, provided that any such adjustment shall not result in the issue of shares beyond the limits permitted under applicable law and the authorised share capital of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions for any Options granted thereunder but not yet exercised, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws, provided that any variation of the terms of the Plan or of Options not yet exercised shall be undertaken only in accordance with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, including obtaining the requisite approval of the members wherever required, and provided further that no such variation shall be prejudicial to the interests of the Option grantees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives/ officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, 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 and authenticate a Certified True Copy of this Resolution and furnish the same to such persons, authorities or stakeholders as may be necessary to give effect to this resolution."

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





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

Date	:	October 28, 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/87681135489?pwd=xEeeHmlBICTK749e9ZEzk08xbSwznE.1
   Meeting ID: 876 8113 5489
   Passcode: 364975
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.

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

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

ITEM NO. 1

Presently, the Authorised share capital of the Company is Rs. 1000,00,00,000/- (Rupees One Thousand Crore Only) comprising of Class A Equity Shares of Rs. 994,00,00,000/- (Rupees Nine Hundred and Ninety-Four Crore Only) divided into 99,40,00,000 (Ninety-Nine Crore and Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each ("Class A Equity Shares"), Class B Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each with differential voting rights ("Class B Equity Shares") and Class C Equity Shares of Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each with differential voting rights ("Class C Equity Shares").

In connection with the introduction of the Company's new Employee Stock Option Plan 2026 ("**ESOP 2026**" or the "**Plan**"), pursuant to which employee stock options may be granted, in one or more tranches from time to time, to or for the benefit of eligible employees of the Company (who shall be referred to as the "**Option grantees**"), the Company proposes to increase its authorised share capital to accommodate the additional share capital requirements arising from the implementation of the Plan.

The Board of Directors at its meeting held on October 28, 2026, have recommended to increase the existing authorised share capital of the Company **to Rs. 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores)** comprising of Class A Equity Shares of Rs. 1244,00,00,000/- divided into 124,40,00,000 Equity Shares of Rs. 10/- each, Class B Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights and Class C Equity Shares of Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of Rs. 10/- each with differential voting rights by the creation of additional 25,00,00,000 (Twenty-Five Crores) Class A equity shares of Rs. 10 (Rupees Ten only) each ranking pari passu with the existing Class A equity shares in the Company.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V(A) of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V(A) of the Memorandum of Association of the Company requires members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013.

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

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association shall be available for inspection by the members during the Company's office hours till up to the date of EoGM.

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 recommend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

ITEM NO. 2

APPROVAL OF THE 'HIRANANDANI FINANCIAL SERVICES - EMPLOYEE STOCK OPTION PLAN 2026' ("ESOP 2026"/ "PLAN"):

The Company has always believed in rewarding its employees for their long-term association, continuous hard work, dedication and support which has led the Company on a growth path. Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Company has introduced the **'HIRANANDANI FINANCIAL SERVICES - EMPLOYEE STOCK OPTION PLAN 2026' ("ESOP 2026"/ "PLAN")** which shall be approved by the members by passing of Special Resolution in the EoGM. Based on the recommendation made by - Nomination & Remuneration Committee (NRC), the Board of Directors in their meeting held on October 28, 2026, accorded their approval **ESOP 2026,** subject to the approval of the members of the Company. Accordingly, the

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

consent of the members of the Company is sought for the adoption and implementation of the ESOP 2026. The copy of the draft ESOP 2026 is available for the inspection by the members during the Company's office hours up to the date of EoGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives *(to the extent of their shareholding in the Company, if any)* are concerned or interested, financially or otherwise in the resolution set out at Item no. 2 of the Notice, except to the extent of the Stock Options that may be offered to them under ESOP Plan. In view of the above, the Board recommends the passing of the Special Resolution set out in Item No. 2 of the Notice.

Details with respect to adoption of **'HIRANANDANI FINANCIAL SERVICES - EMPLOYEE STOCK OPTION PLAN 2026' ("ESOP 2026"/ "PLAN")** is mentioned below:

Sr. No	Particulars	Disclosures
1.	Brief Description of the Scheme	This Employee Stock Option Plan shall be called the 'Hiranandani Financial Services – Employee Stock Option Plan 2026'.
2.	Total number of Stock Options to be granted under the Scheme/Plan	3,50,00,000
3.	Identification of classes of employees entitled to participate in Scheme/Plan	1) a permanent employee of the Company who has been working in India or outside India; or 2) a Director of the Company, whether a whole time Director or not but excluding an Independent Director.
4.	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme/Plan	The broad criteria for selection may include parameters like designation, tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc. For new joiners, it can be basis prior work experience, skills & job role. The specific Employees to whom the Option would be granted based on their Eligibility Criteria shall be determined by the Committee.
5.	Requirement of Vesting and period of Vesting	Options granted under the Plan shall vest not earlier than the minimum period of 1 [One] year and not later than maximum period of 5 [Five] years from the date of Grant.
6.	The maximum period within which the options shall be vested	Options granted under the Plan shall vest not earlier than the minimum period of 1 [One] year and not later than maximum period of 5 [Five] years from the date of Grant. The Committee shall determine the specific Vesting period ranging between minimum and maximum period as mentioned above and Vesting schedule which may be different for selected Employees or class thereof at the time of Grant.
7.	The exercise price or the formula for arriving at the same	The Exercise Price per Option shall not exceed the Fair Market Value of the Share as on the date of Grant and shall not be less than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the letter of Grant at the time of Grant.
8.	The exercise period and process of exercise	The Vested Options can be exercised by the Option Grantees only in connection with or upon the happening of a Liquidity Event or as approved by the Committee or Board and within such period as

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED

		prescribed by the Committee or Board in this regard.
9.	The Lock-in period, if any	The Shares arising out of Exercise of Vested Options would not be subject to any lock-in period after such Exercise except such restrictions as prescribed under the Applicable Laws.
10.	The maximum number of options to be granted per employee and in aggregate	The maximum number of Options under the Plan that may be granted to any Employee in any year and in aggregate shall not exceed 1,25,00,000 Options at the time of Grant of Option.
11	The method which the company shall use to value its options.	The Company shall follow the rules/regulations applicable to accounting of Options with reference to fair value as on date of Grant. The rules/regulations to be followed shall include but not limited to the IND AS/ Guidance Note on Accounting for employee share-based payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.
12	The conditions under which option vested in employees may lapse.	The Vested Options not exercised within the respective Exercise Period as prescribed in Clause 8 of the plan shall lapse and be deemed to be cancelled on expiry of such Exercise Period. The Option Grantee shall have no right or recourse over such lapsed/ cancelled Options.
13	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and	Unless the Committee at its sole discretion, allows for cash settlement of Vested Options pursuant to Clause 10 of the Plan as applicable, the Options can be exercised by the Option Grantee as detailed in the plan.
14	A statement to the effect that the company shall comply with the applicable accounting standards	The Company shall follow the rules/regulations applicable to accounting standards.

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 : October 28, 2026
Place : Mumbai
Corporate Office : 9th Floor, Sigma Building, Hiranandani Business Park, Technology Street, Powai, Mumbai-400076