

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that, the **Sixth Annual General Meeting** (“AGM”) of the Members of **Hiranandani Financial Services Private Limited** (“Company”) will be held on **Friday, September 29, 2023 at 05:30 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:

- 1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2023 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, 2023 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Special Business:

- 2. Appointment of Mr. Anil Kaul (DIN: 00644761) as an Independent Director of the Company**

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

“**RESOLVED THAT Mr. Anil Kaul (DIN: 00644761)**, who was appointed as an Additional Director on the Board of the Company with effect from August 24, 2023 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 (“Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014 & Schedule IV 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), **Mr. Anil Kaul (DIN: 00644761)** who has signified his consent and who is eligible for appointment as an Independent Director under Section 149 of the Act, be and hereby appointed as Independent Director on the Board of the Company for a term of 5 years i.e. August 24, 2023 to August 23, 2028;

RESOLVED FURTHER THAT pursuant to Sections 197 and 198 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and such approvals, permission and sanctions, if any, approval of the Members of the Company be and is hereby accorded to pay sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting or such other fees as permissible under applicable laws to Mr. Anil Kaul for attending Board and Committee Meetings respectively;

Hiranandani Financial Services Private Limited

RESOLVED FURTHER THAT pursuant to Sections 197 and 198 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & Schedule V and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time and such other approvals, permission and sanctions of regulatory authorities, required if any, approval of the Members of the Company be and is hereby accorded to pay remuneration to Mr. Anil Kaul in form of monthly/quarterly/half-yearly/yearly payment subject to condition that the overall payment to him in form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) per annum, excluding out of pocket expenses/reimbursement of expenses;

RESOLVED FURTHER THAT that subject to the applicable provisions of the Act read with Schedule V and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time, approval of the Members of the Company be and is hereby accorded that the Company may pay the aforesaid remuneration to Mr. Anil Kaul, even if, there are no profits or its profits are inadequate in any financial year during his tenure;

RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Ms. Neha S. Hiranandani, Directors of the Company, Mr. Uday Suvarna, Chief Executive Officer, Mr. Rajesh Rajak, Chief Financial Officer and Ms. Richa Arora, Company Secretary 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 or Company Secretary of the Company be and are hereby severally authorized 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 & Chief Compliance Officer
M. No. A42906

Date : September 06, 2023
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) - 2576 3690, CIN: U65999MH2017PTC291060

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 sixth Annual General Meeting of the Company ("AGM Notice"), is annexed hereto and forms part of the AGM notice.**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SIXTH AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3. THE PROXY FORM SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 1 HOUR BEFORE THE COMMENCEMENT OF THE AGM.**

Pursuant to the provisions of Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Further, the proxy holder will be required to carry a valid proof of identity at the AGM.

4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the AGM.
5. The Members who hold shares in dematerialized form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the AGM.
6. The Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act.
- 7. THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE AGM.**
- 8. THE DOCUMENTS REFERRED TO IN THE PROPOSED RESOLUTION ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.**
9. Members are to join the meeting using the below link:

Meeting Link	https://us06web.zoom.us/j/89885170654?pwd=OS9EU3dBRDlLeVpQlJYSUNkNUtaQT09
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The login -id and password for participation at the meeting has been separately provided along with this notice.

10. Additional information of Director seeking appointment at the ensuing AGM, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed to the Notice.
11. The route map showing directions to reach the venue of the sixth AGM is annexed.

Hiranandani Financial Services Private Limited

ANNEXURE TO THE NOTICE

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

ITEM NO. 2

Appointment of Mr. Anil Kaul (DIN: 00644761) as an Independent Director of the Company

The Board of Directors of the Company had appointed Mr. Anil Kaul as an Additional Director (Non-Executive and Independent) with effect from August 24, 2023. In accordance to the provisions of Section 161 of the Companies Act, 2013, Mr. Anil Kaul shall hold the office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a written consent to act as Director from Mr. Anil Kaul along with a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder. Mr. Anil Kaul has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

<p>Brief Profile of Mr. Anil Kaul</p>	<p>Mr. Anil Kaul held the highly acclaimed position of Managing Director at Tata Capital Housing Finance Limited prior to conclusion of his term in July, 2023. He is part of the banking and insurance industry since 1989 in various capacities and was associated with marquee names such as Citi Bank, Standard Chartered Bank, ICICI Bank, Tata Capital and so on. During his association, he specialized in building and scaling up business, managing large teams and handled major organizational changes. He has a passion for mentoring others.</p> <p>Mr. Kaul earned a first-place finish in his MBA in Finance after graduating with a B.Sc. (Physics). He has also completed the Leadership Perspectives Program at the University of Pennsylvania's Wharton School and the Columbia Business School's Emerging Leader Development Program.</p>
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Copy of letter of appointment of Mr. Anil Kaul setting out the terms and conditions of appointment is available at the registered office of the Company during business hours for inspection by the Members.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Anil Kaul, accordingly recommends the Special Resolution set forth in Item No. 2 of this Notice for approval of the Members.

Save and except Mr. Anil Kaul being the appointee, none of the Directors (otherwise than as members), Key Managerial Personnel or their relatives is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

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Details of Director seeking appointment at the Annual General Meeting pursuant to the Secretarial Standard on General Meetings (SS-2)

Name	Mr. Anil Kaul
Age	58 Years
Date of first Appointment	August 24, 2023
Qualification	<ul style="list-style-type: none"> • B.Sc. (Physics) • Leadership Perspectives Program at the University of Pennsylvania's Wharton School and • Emerging Leader Development Program from the Columbia Business School.
Experience/Brief Profile	As mentioned in the explanatory statement.
Terms and Conditions of Appointment	Appointed for a period of 5 years w.e.f. August 24, 2023
Remuneration to be paid	Please refer the resolution proposed for appointment of Mr. Anil Kaul as Independent Director
Remuneration last drawn	N.A.
No. of Board Meetings attended during the year	N.A.
Directorship in other Companies	None
Membership/ Chairmanship of Committees of other companies	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of shares held in the Company	None

Hiranandani Financial Services Private Limited

The Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:																					
1	Nature of industry	Financial Services. The Company is Non-Banking Financial Company and registered with RBI as NBFC-ND-SI.																			
2	Date or expected date of commencement of commercial production	The Company was incorporated on February 10, 2017 and received RBI Certificate in June 2018																			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																			
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>March 31, 2023 (₹ in lakhs)</th> <th>March 31, 2022 (₹ in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>131.09</td> <td>44.04</td> </tr> <tr> <td>Total Expenditure</td> <td>99.92</td> <td>52.92</td> </tr> <tr> <td>Profit / (Loss) before taxation</td> <td>31.17</td> <td>(8.87)</td> </tr> <tr> <td>Provision for taxation (net)</td> <td>7.84</td> <td>(2.23)</td> </tr> <tr> <td>Profit / (Loss) for the year</td> <td>23.33</td> <td>(6.63)</td> </tr> </tbody> </table>	Particulars	March 31, 2023 (₹ in lakhs)	March 31, 2022 (₹ in lakhs)	Total Income	131.09	44.04	Total Expenditure	99.92	52.92	Profit / (Loss) before taxation	31.17	(8.87)	Provision for taxation (net)	7.84	(2.23)	Profit / (Loss) for the year	23.33	(6.63)	
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Profit / (Loss) for the year	23.33	(6.63)																			
5	Foreign investments or collaborations, if any.	None																			
II. INFORMATION ABOUT THE APPOINTEE:																					
1	Background details	<p>Mr. Anil Kaul held the highly acclaimed position of Managing Director at Tata Capital Housing Finance Limited prior to conclusion of his term in July, 2023. He is part of the banking and insurance industry since 1989 in various capacities and was associated with marquee names such as Citi Bank, Standard Chartered Bank, ICICI Bank, Tata Capital and so on. During his association, he specialized in building and scaling up business, managing large teams and handled major organizational changes. He has a passion for mentoring others.</p> <p>Mr. Kaul earned a first-place finish in his MBA in Finance after graduating with a B.Sc. (Physics). He has also completed the Leadership Perspectives Program at the University of Pennsylvania's Wharton School and the Columbia Business School's Emerging Leader Development Program.</p>																			
2	Past remuneration	NIL																			
3	Recognition or awards	-																			
4	Job profile and his suitability	Independent Director, refer details as specified against point no. (1) above																			
5	Remuneration proposed	Rs. 25 Lakhs per annum including sitting fees, for details please refer resolution proposed for appointment of Mr. Anil Kaul as Independent Director.																			

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6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is taking into consideration the size of the Company and the profile, knowledge, experience and skills of Mr. Anil Kaul.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None
III. OTHER INFORMATION:		
1	Reasons of loss or inadequate profits	-
2	Steps taken or proposed to be taken for improvement	-
3	Expected increase in productivity and profits in measurable terms	-
IV. DISCLOSURES:		
1	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Please refer the resolution proposed for appointment of Mr. Anil Kaul as Independent Director. There is no performance linked incentives. He shall be paid sitting fees as mentioned in the proposed resolution.
2	Details of fixed component and performance linked incentives along with the performance criteria;	There is no severance fees proposed to be paid and further there is no notice period.
3	Service contracts, notice period, severance fees; and	
4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	None

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ANNEXURE TO THE NOTICE

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No :

DP ID & Client ID :

I/We, being the Member(s) of shares of the above named company, hereby appoint:

- (1) **Name** :,
Address :,
E-mail ID :, or failing him/her
- (2) **Name** :,
Address :,
E-mail ID :, or failing him/her
- (3) **Name** :,
Address :,
E-mail ID :

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **sixth Annual General Meeting (“AGM”)** of the Company, to be held on **Friday, September 29, 2023 at 05:30 p.m. (IST)** at its corporate office at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2023 together with the Reports of Board of Directors and Auditors thereon.

Special Business:

- Appointment of Mr. Anil Kaul (DIN: 00644761) as an Independent Director of the Company.

Hiranandani Financial Services Private Limited

Affix
revenue
stamp of
Re.1

Signed this.....day of..... 2023

Signature of Member

.....
Signature of first
Proxy Holder

.....
Signature of second
Proxy Holder

.....
Signature of third
Proxy Holder

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than one hour before the commencement of the AGM.

Hiranandani Financial Services Private Limited

ATTENDANCE SLIP

SIXTH ANNUAL GENERAL MEETING – Friday, September 29, 2023 at 05:30 p.m. (IST)
(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. :

DP ID & Client ID :

Name :

Name of Joint :

Member(s), if any

Registered Address :

.....

No. of Shares held :

I/We certify that I/We am/are a registered Member(s)/Proxy for the registered Member(s) of the Company.

I/we hereby record my/our presence at the **sixth Annual General Meeting** of the Company being held on **Friday, September 29, 2023 at 05:30 p.m. (IST)** at its corporate office at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai – 400076.

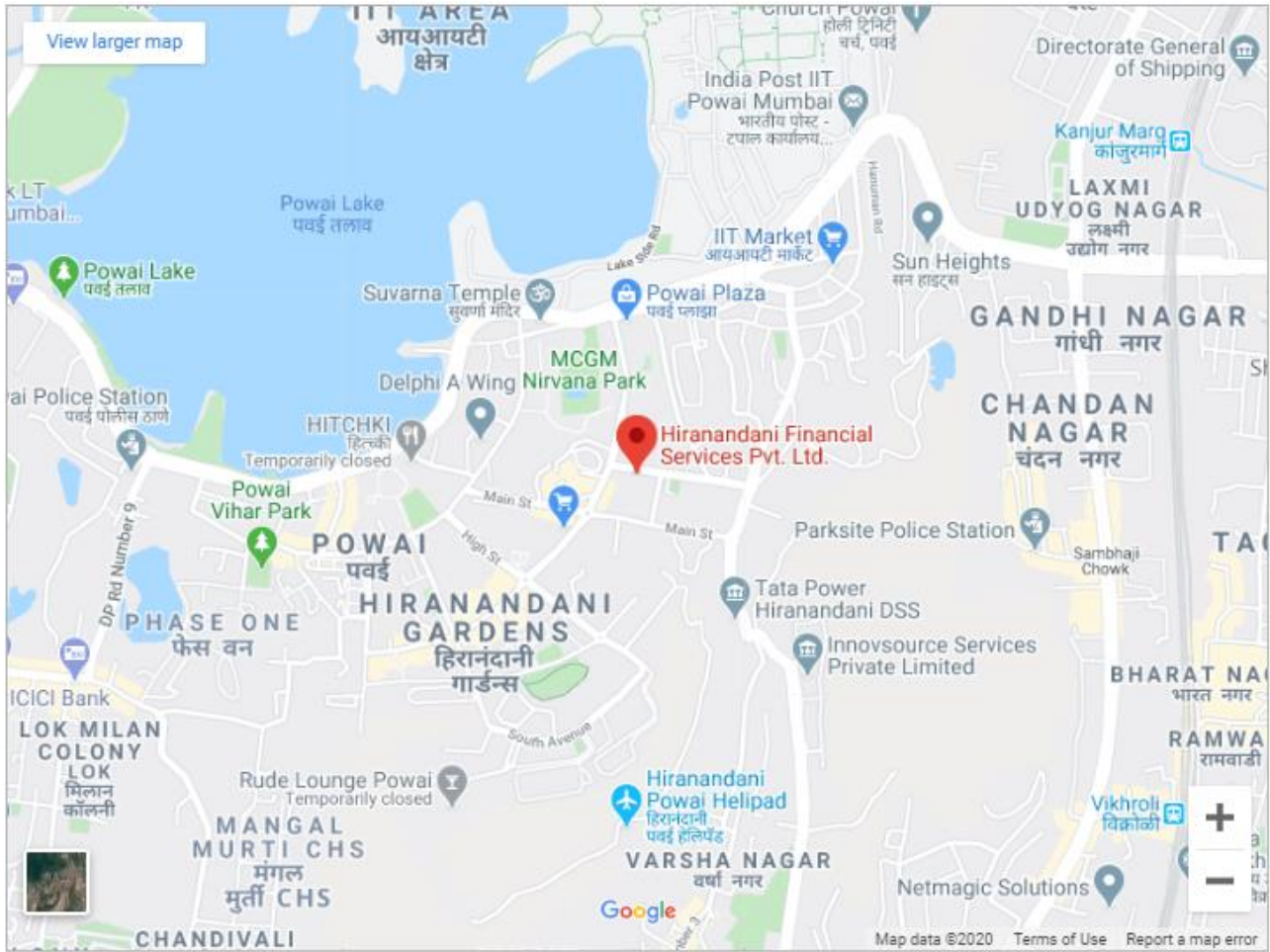
.....
First / Sole Holder/
Proxy/Authorised
Representative

.....
Second Joint Holder /
Proxy

.....
Third Joint Holder /
Proxy

Hiranandani Financial Services Private Limited

ROUTE MAP OF THE VENUE OF SIXTH ANNUAL GENERAL MEETING



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) - 2576 3690, CIN: U65999MH2017PTC291060