

HIRANANDANI FINANCIAL SERVICES PRIVATE LIMITED
(Formerly known as Dobra Finance Private Limited)

Registered office: 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai -400021;
CIN: U65999MH2017PTC291060; **Phone:** +91 22 2576 3623;
E-mail: wecare@hfs.in; **Website:** www.hfs.in

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that, the **Third Annual General Meeting** ("AGM") of the Members of **Hiranandani Financial Services Private Limited** (Formerly known as Dobra Finance Private Limited) will be held at a shorter notice on **Wednesday, September 9, 2020** at **05:30 P.M.** At 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited financials statement for the financial year ended on March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. **Appointment of the Statutory Auditors**

(A) To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP, Chartered Accountants

To consider and, if thought fit, to pass, the following Resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act"), read with Companies (Audit and Auditors) Rules, 2014 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), approval of the Members of the Company be and is hereby accorded for appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as Statutory Auditors of the Company with effect from September 9, 2020 to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP, Chartered Accountants (FRN:101720W/W100355), to hold the office until the conclusion of this Annual General Meeting (Third AGM) of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment of Statutory Auditors including remuneration (plus applicable taxes) and out of pocket/reimbursement expenses, as may be determined by the Board of Directors (including any Committee thereof) in consultation with the Auditors;

RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Mr. G. S. Lodha, Directors of the Company, Mr. Uday Suvarna, Chief Executive Officer, Mr. Vivekanand Ramachandran, Chief Financial Officer and Mr. Ankit Kumar Jain, 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

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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 of the Company or Mr. Ankit Kumar Jain, Company Secretary of the Company be and are hereby authorized to issue and authenticate a Certified True Copy of this Resolution wherever required.”

(B) To appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company for a period of five years

To consider and, if thought fit, to pass, the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 of the Companies Act, 2013 (“Act”), read with Companies (Audit and Auditors) Rules, 2014 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), M/s. Walker Chandiook & Co LLP, Chartered Accountants (FRN: 101720W/W100355), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the Third Annual General Meeting (“AGM”) till the conclusion of the Eighth AGM of the Company to be held in the year 2025;

“**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment of Statutory Auditors including remuneration (plus applicable taxes) and out of pocket/reimbursement expenses, as may be determined by the Board of Directors (including any Committee thereof) in consultation with the Auditors;

RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Mr. G. S. Lodha, Directors of the Company, Mr. Uday Suvarna, Chief Executive Officer, Mr. Vivekanand Ramachandran, Chief Financial Officer and Mr. Ankit Kumar Jain, 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 of the Company or Mr. Ankit Kumar Jain, Company Secretary of the Company be and are hereby authorized to issue and authenticate a Certified True Copy of this Resolution wherever required.”



Special Business:**3. Appointment of Mr. Utpal Sheth (DIN: 00081012) as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Utpal Sheth (DIN: 00081012), who was appointed as an Additional Director on the Board of the Company with effect from January 14, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting 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. Utpal Sheth (DIN: 00081012) 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. January 14, 2020 to January 13, 2025;

RESOLVED FURTHER THAT Mr. Harsh S. Hiranandani and Mr. G. S. Lodha, Directors of the Company, Mr. Uday Suvarna, Chief Executive Officer, Mr. Vivekanand Ramachandran, Chief Financial Officer and Mr. Ankit Kumar Jain, 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 of the Company or Mr. Ankit Kumar Jain, Company Secretary of the Company be and are hereby 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
(Formerly known as Dobra Finance Private Limited)**

Ankit
**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : September 9, 2020
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
FPJ Marg, Nariman Point,
Mumbai - 400021

Note:-

1. **The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRD ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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. **SINCE THE MEETING IS CALLED AT SHORTER NOTICE, SHORTER NOTICE CONSENT IS ENCLOSED WITH THE NOTICE.**
8. **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.**
9. **THE DOCUMENTS REFERRED TO IN THE PROPOSED RESOLUTION ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.**
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 Third AGM is annexed.



ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE****ITEM 2(A) & 2(B)****Appointment of the Statutory Auditors**

(The explanation for this item is given for the information of the Members, though strictly not required as per Section 102 of the Companies Act, 2013)

The Members of the Company at the First Annual General Meeting (“AGM”) held on September 28, 2018, had appointed M/s. Chaturvedi & Shah LLP, Chartered Accountants (FRN:101720W/W100355), as the Statutory Auditors of the Company for a term of five years, till the conclusion of the Sixth AGM to be held in the year 2023.

M/s. Chaturvedi & Shah LLP has since tendered their resignation as the Statutory Auditors of the Company, resulting in a casual vacancy in the office of the Statutory Auditors of the Company, with effect from August 24, 2020, as per Section 139(8) of the Companies Act, 2013 (“Act”).

In accordance with the aforesaid provisions of the Act, the casual vacancy caused due to resignation of Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company in a general meeting within three months.

Accordingly, the Board of Directors has recommended to the Members of the Company for their approval at the Annual General Meeting by way of passing an Ordinary Resolution, the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants:

- A. To fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP, Chartered Accountants, who shall hold the office upto the conclusion of Third AGM; and
- B. For a period of five years, from the conclusion of the Third AGM till the conclusion of the Eighth AGM of the Company to be held in the year 2025.

M/s. Walker Chandiook & Co LLP, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that their appointment, if approved by the Members, would be within the limits prescribed under the Act.

Brief Profile of M/s. Walker Chandiook & Co LLP, Chartered Accountants is as follows:

Walker Chandiook & Co LLP (“WCC LLP”) is registered with the Institute of Chartered Accountants of India as well as the PCAOB (US Public Company Accounting Oversight Board). WCC LLP licenses audit software as well as audit methodology from Grant Thornton. For multinational companies and other organisations with international operations or interests, WCC LLP has access to Grant Thornton member firms in other countries that adopt the same rigorous standards, and utilise the same tools and methodologies.

Consent/approval of the Members is therefore sought in connection with the aforesaid appointment(s).

None of the Directors (otherwise than as members), Key Managerial Personnel and their relatives is concerned or interested this Item.

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ITEM 3
Appointment of Mr. Utpal Sheth (DIN: 00081012) as an Independent Director of the Company

The Board in line with Company's strategy to ensure the highest level of corporate governance to balance the interest of all stakeholders and to bring in thought leaders that will help the growth of the Company, had appointed Mr. Utpal Sheth (DIN: 00081012) as an Additional Director on the Board of the Company with effect from January 14, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013 ("**Act**"). Mr. Utpal Sheth holds office as a Director upto the date of this Annual General Meeting and subject to approval of the shareholders, for a term of five years.

A brief profile of Mr. Utpal Sheth:	<p>A Commerce Graduate, Grad. CWA and Member of Institute of Chartered Financial Analysts of India (ICFAI), Mr. Utpal's Business Acumen and Rich experience provides perspective for long term growth of the Company and also helps in ensuring the highest level of corporate governance to balance the interest of all stakeholders.</p> <p>Mr. Utpal is Chief Executive Officer and Senior partner of Rare Enterprises and he is also the Founder and Mentor of Trust Group and Chanakya Wealth Creation.</p> <p>He is also on the Board of several public and private companies.</p>
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In the opinion of the Board, Mr. Utpal Sheth fulfils the conditions specified in the Act and he is independent of the Management and for the information of Members, the Company has received a necessary declaration(s) from Mr. Utpal Sheth including a declaration that he is not disqualified to be appointed as an Independent Director under the Act.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Utpal Sheth, accordingly recommends the Ordinary Resolution set forth in Item No.3 of the Notice for approval of the Members.

Save and except Mr. Utpal Sheth being the appointee, none of the Directors (otherwise than as members), Key Managerial Personnel and their relatives is concerned or interested this Item.



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

Particulars	Mr. Utpal Sheth
Age	49 Years
Date of first Appointment	January 14, 2020
Qualification	Commerce Graduate, Grad. CWA and Member of Institute of Chartered Financial Analysts of India (ICFAI)
Experience/Brief Profile	As mentioned in the explanatory statement.
Terms and Conditions of Appointment	Appointed for a period of 5 years w.e.f. January 14, 2020
Remuneration to be paid	Entitled for sitting fees, if any for attending Meetings of Board & Committees and commission, if any.
Remuneration last drawn	N.A.
No. of Board Meetings attended during the year	N.A.
Directorship in other Companies	Aptech Limited Metro Brands Limited NCC Limited Concord Biotech Limited Star Health and Allied Insurance Company Limited Insight Asset Management (India) Private Limited HRS Insight Financial Intermediaries Private Limited Chanakya Corporate Services Private Limited Trust-Plutus Wealth Managers (India) Private Limited Trust Capital Holdings Private Limited Trust Plutus Family Office & Investment Advisers (India) Private Limited Chanakya Wealth Creation Private Limited Inventurus Knowledge Solutions Private Limited Trust Asset Management Private Limited
Membership/ Chairmanship of Committees of other companies	<p>A. Metro Brands Limited</p> <ol style="list-style-type: none"> Allotment & Transfer Committee - Member IPO Committee - Member <p>B. Aptech Limited</p> <ol style="list-style-type: none"> Strategy Committee - Member Nomination & Remuneration Committee - Member

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	<p>C. NCC Limited</p> <p>1. Nomination & Remuneration Committee – Member</p> <p>D. Star Health and Allied Insurance Company Limited</p> <p>1. Policyholders Protection Committee - Chairman</p> <p>2. Investment Committee – Member</p> <p>3. Risk Management Committee – Member</p> <p>4. Nomination and Remuneration Committee – Member</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of shares held in the Company	None



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[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 **Third Annual General Meeting ("AGM")** of the Company, to be held on **Wednesday, September 9, 2020** at **05:30 P.M.** 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:

1. To receive, consider and adopt the audited financials statement for the financial year ended on March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. Appointment of the Statutory Auditors
 - (A) To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP, Chartered Accountants;
 - (B) To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company for a period of five years.

Special Business:

3. Appointment of Mr. Utpal Sheth (DIN: 00081012) as an Independent Director of the Company.

Affix
revenue
stamp of
Re.1

Signed this.....day of..... 2020

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.

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ATTENDANCE SLIP

THIRD ANNUAL GENERAL MEETING - WEDNESDAY, SEPTEMBER 9, 2020 AT 05:30 P.M
(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 Third Annual General Meeting of the Company being held on **Wednesday, September 9, 2020** at **05:30 P.M.** 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

ROUTE MAP OF THE VENUE OF THIRD ANNUAL GENERAL MEETING

