

HIRANANDANI FINANCIAL SERVICES 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 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra-Ordinary General Meeting** ("EGM") of the Members of **Hiranandani Financial Services Private Limited** will be held at a Shorter Notice on **Wednesday, February 2, 2022** at **05:00 P.M.** at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 to transact the following business: -

Special Business:**1. TO APPROVE OVERALL BORROWING POWERS 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 in accordance with the provision of Section 179, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and Rules issued therein, Guidelines issued by Reserve Bank of India (including any statutory modification(s), re-enactment thereof, for the time in force), as amended from time to time, read with the Memorandum and Articles of Association of the Company, subject to Rules, Regulations, Guidelines and Circulars issued by any Regulatory Authorities, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred as "**Board**" which term shall include any person authorised or Committee constituted by the Board Directors) to borrow, from time to time, such sums of monies, in one or more tranches, from banks, financial institutions, insurance companies, mutual funds, venture capital funds, Development Financial Institutions or other eligible lenders or eligible investors, by various means including but not limited to overdraft facilities, cash credit, loans, bill discounting, issue of non-convertible debentures/bonds, commercial papers, long/short term loans, suppliers credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, other eligible lenders, other eligible investors or any other person, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeding the aggregate of the paid-up capital of the Company, its free reserves, and securities premium, provided that the sums so borrowed together with the money already borrowed by the Company shall not, at any time, exceed Rs. 1,000 Crore (Rupees One Thousand Crore Only);

RESOLVED FURTHER THAT the Board of Directors (or any person authorised or Committee constituted by the Board Directors) be and is hereby severally authorized on behalf of the Company to sign, execute, circulate, deliver, authenticate and file any forms, returns, papers applications, intimations and other documents with regulatory authorities and other concerned authorities/stakeholders (including Registrar of Companies & Reserve Bank of India), as applicable, and appoint advisor, consultant and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution;

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RESOLVED FURTHER THAT the Board of Directors (or any person authorised or Committee constituted by the Board Directors) be and is hereby severally authorized on behalf of the Company to take all such steps and to do all such acts, deeds, and things, as the Board may in its absolute discretion consider necessary, expedient, usual, proper or desirable or incidental to give effect to this resolution and settle any question, remove any difficulty or doubt that may arise from time to time in relation to the resolution and to take such actions or give such directions as the Board may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable as the Board may deem fit;

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.”

2. TO GRANT POWERS TO CREATE CHARGES, MORTGAGES AND HYPOTHECATIONS ON THE ASSETS 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 in accordance with the provision of Section 179, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules issued therein, Guidelines issued by Reserve Bank of India (including any statutory modification(s), re-enactment thereof, for the time in force), as amended from time to time, read with the Memorandum and Articles of Association of the Company, subject to Rules, Regulations, Guidelines and Circulars issued by any Regulatory Authorities, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred as “**Board**” which term shall include any person authorised or Committee constituted by the Board Directors) to create charges (including floating charge), mortgages, hypothecations, lien, pledge on the Company’s assets, licenses and properties of every nature and kind whatsoever, whether movable and immovable, both present and future, and in such manner as the Board may deem fit, in favor of Banks, Financial Institutions, any Lending Agencies or bodies/ Debenture Trustees, Security Trustees/Agents or any other person, for the purpose of securing any borrowing, loans, securities (including debentures) and/or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other money payable by the Company to the concerned parties, up to a sum of Rs. 1,000 Crore (Rupees One Thousand Crore Only);

RESOLVED FURTHER THAT the Board of Directors (or any person authorised or Committee constituted by the Board Directors) be and is hereby severally authorized on behalf of the Company to sign, execute, circulate, deliver, authenticate and file any forms, returns, papers applications, intimations and other documents with regulatory authorities and other concerned authorities/stakeholders (including Registrar of Companies & Reserve Bank of India), as applicable, and appoint advisor, consultant and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the Board of Directors (or any person authorised or Committee constituted by the Board Directors) be and is hereby severally authorized on behalf of the Company to take all such steps and to do all such acts, deeds, and things, as the Board may in its absolute discretion consider necessary, expedient, usual, proper or desirable or incidental to give effect to this resolution and settle any question, remove any difficulty or doubt that may arise from time to time in relation to the resolution and to take such actions or give such directions as the Board may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable as the Board may deem fit;

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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**

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



Date : February 2, 2022
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
FPJ Marg, Nariman Point,
Mumbai - 400021

Note:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with Rules issued thereunder in respect of the businesses under the items set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") IS 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 DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 1 HOUR BEFORE THE COMMENCEMENT OF THE EGM**

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 the 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 a proxy for any other person or Member.

4. Members/Proxies/Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.
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 EGM.
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 required consents of Members have been obtained to hold the EGM on shorter notice as per provisions of the Act.
8. The relevant documents referred to in the Notice and the Explanatory Statement and statutory registers are available for inspection by the members at the Registered Office of the Company upto the time of the Meeting during the Business Hours. The aforesaid documents shall also be available for inspection at the EGM.
9. Attendance Slip, Proxy Form and the Route Map including landmark showing directions to reach the venue of the EGM are annexed hereto.



ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE****ITEM NO. 1:****TO APPROVE OVERALL BORROWING POWERS OF THE COMPANY:**

The Members are informed that to meet its financial requirements, Company intends to borrow money from external sources such as Banks, Financial Institutions and Other Lenders by various means such as Term Loans, Overdraft Facilities, Cash Credit, Working Capital Loan and Issuance of Non- convertible Securities or Commercial Papers.

It is therefore, proposed to obtain the approval of the members authorising the Board of Directors of the Company (which term shall be deemed to include any person authorised or Committee constituted by the Board Directors) to borrow monies in one or more tranches notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Bankers of the Company in the ordinary course of business) together with the sums already borrowed, may exceed at any time the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however that the sums so borrowed from time to time shall not, at any time, exceed Rs. 1,000 Crore (Rupees One Thousand Crore Only).

Further, the members may note that as per provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the consent of the members of Company by way of special resolution.

The Board recommends the passing of the Special Resolution set out in Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnels and their relatives are in any way, concerned or interested in this item of business.



ITEM NO. 2:**TO GRANT POWERS TO CREATE CHARGES, MORTGAGES AND HYPOTHECATIONS ON THE ASSETS OF THE COMPANY:**

The Members are informed that as the Company proposes to borrow money from external sources and in order to facilitate the secured borrowing made by the Company, it would be necessary to create charges, mortgages, lien, pledge and hypothecations of / on the assets or whole or part of the undertaking of the Company.

It is therefore, proposed to obtain the approval of the members authorising the Board of Directors of the Company (which term shall be deemed to include any person authorised or Committee constituted by the Board Directors) to create charges, mortgages, lien, pledge and hypothecations of / on the assets or whole or part of the undertaking of the Company for the borrowing up to Rs. 1,000 Crore (Rupees One Thousand Crore Only).

Further, the members may note that as per provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the members of Company by way of special resolution.

The Board recommends the passing of the Special Resolution set out in Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnels and their relatives are in any way, concerned or interested in this item of business.

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


**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : February 2, 2022
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
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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 **Extra-Ordinary General Meeting ("EGM")** of the Company, to be held on **Wednesday, February 2, 2022 at 05:00 P.M.** at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076, at shorter notice and at any adjournment thereof in respect of such resolution as are indicated below:

Special Business:

1. To approve Overall Borrowing Powers of the Company
2. To grant powers to create charges, mortgages and hypothecations on the assets of the Company

Affix
revenue
stamp of
Re.1

Signed this.....day of..... 2022

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 EGM.

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(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 Extra - Ordinary General Meeting of the Company being held at shorter notice on **Wednesday, February 2, 2022** at **05:00 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

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ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



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