

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 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, the **Extra-Ordinary General Meeting** ("EGM") of the Members of **Hiranandani Financial Services Private Limited** (Formerly known as Dobra Finance Private Limited) will be held at a Shorter Notice on **Monday, June 8, 2020** at **11:00 A.M.** At 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 to transact the following business: -

Special Business:**1. APPROVAL OF HFS EMPLOYEES STOCK OPTION SCHEME 2020 (ESOP 2020):**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof, constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement "**HFS Employees Stock Option Scheme 2020**" ("**ESOP 2020**") and to create, grant, offer, issue and allot, at any time, to eligible employees and / or directors of the Company and any other individuals / entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "**employees**"), up to 1,70,00,000 (One Crore and Seventy Lakhs) Employees Stock Options, having face value of INR 10/- (Rupees Ten only) per equity share, at such price or prices, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in such manner as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2020, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2020, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2020;

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares 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 issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

HFS_EGM Notice | 1

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RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, 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 shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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 including at the time of listing of securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee or 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;

RESOLVED FURTHER THAT a certified copy of this resolution be provided to the concerned authority(s) under the hand of a Director or Company Secretary of the Company.”

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

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company is hereby accorded to create, offer and grant from time to time such number of Stock options which may equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option to the following permanent employees of the Company:

Name and Designation of Eligible Employee	Number of Options to be granted
Uday Suvarna, Chief Executive officer	50,00,000 (6.67 percent of the current issued capital)
Kartik Nagda, Chief Business Officer	60,00,000 (8 percent of the current issued capital)



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

RESOLVED FURTHER THAT a certified copy of this resolution be provided to the concerned authority(s) under the hand of a Director or Company Secretary of the Company."

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited**
(Formerly known as Dobra Finance Private Limited)

Ankit Jain

**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : June 3, 2020
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”) setting out material facts in respect of special business 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 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 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 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 EGM.

4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending 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. 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 EGM.**
9. **THE DOCUMENTS REFERRED TO IN THE PROPOSED RESOLUTION ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.**



EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

APPROVAL OF HFS EMPLOYEES STOCK OPTION SCHEME 2020 (ESOP 2020):

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognizing and rewarding them. Therefore, the Company is intending to issue employee stock options under HFS Employee Stock Option Scheme 2020 (“**ESOP 2020**”) to the employees of the Company whether existing or future by enabling them to participate in the ownership of the Company.

The Board at its meeting held on June 3, 2020, inter-alia approved the detailed terms and conditions of the said scheme subject to the approval of the members.

The Company seeks approval of the members for launch of ESOP 2020 and for grant of stock options to the employees of the Company as may be decided by Board (Including Committee, if any) from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

The salient features of ESOP 2020 are as under:

Sr. No.	Particulars	Particulars
a.	Total number of stock options to be granted	A maximum of 1,70,00,000 (One Crore and Seventy Lakhs) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees / Directors or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the ESOP 2020.
b.	identification of classes of employees entitled to participate in the Employees Stock Option Scheme;	Below shall be eligible: 1. A permanent employee of the Company working in India or outside India; 2. A director of the Company, whether whole time director or not but excluding an independent director; 3. An employee, as defined above, of a subsidiary company, in India or outside or of a holding company of the Company.



		<p>Below shall not be eligible:</p> <ol style="list-style-type: none"> 1. An employee who is a Promoter or belongs to the Promoter Group; 2. Director who either by himself or through his relatives or through any-body corporate, directly or indirectly holds more than 10 (ten) percent of the outstanding Equity Shares of the Company.
c.	the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;	As may be deemed fit by the Board or ESOP Committee, from time to time, in accordance with the ESOP 2020.
d.	the requirements of vesting and period of vesting	<p>As determined by the Board or ESOP Committee, in accordance with the ESOP 2020.</p> <p>Provided that there shall be a minimum period of one year between the grant of options and vesting of options.</p>
e.	the maximum period within which the options shall be vested	The options granted shall vest in not more than 5 (five) years from the date of grant of such options.
f.	the exercise price or the formula for arriving at the same	<p>As determined by the Board or ESOP committee, in accordance with the ESOP 2020.</p> <p>The exercise price per option shall not be less than the face value of the shares of the Company as on date of grant.</p>
g.	the exercise period and process of exercise	As per ESOP 2020
h.	the Lock-in period, if any	As per ESOP 2020
i.	the maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board or ESOP Committee, in accordance with the ESOP 2020.
j.	the method which the company shall use to value its options	As per ESOP 2020
k.	the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	As per ESOP 2020
l.	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	As per ESOP 2020

Members are requested to note that the Company shall comply to the Accounting Policies as applicable to the Company, from time to time.



As the ESOP 2020 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of an ordinary resolution.

A copy of the ESOP 2020 is available for inspection by the Members of the Company at the Registered Office of the Company during officer hours on all working days up to the date and time of the Meeting. The aforesaid documents are also available for inspection at the EGM.

Your Directors recommend the Ordinary Resolution for your consideration and approval.

The Directors and Key Managerial Personnel(s) of the Company are concerned or interested in the above resolution only to the extent to their eligibility for grant of the options in terms of the ESOP Scheme of the Company. However, the relative of the Directors and KMP's, are not interested in the said resolution.



ITEM NO. 2:

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

The Members are appraised that considering the responsibilities, contribution and on-going efforts of Management of the Company, and to encourage for expansion scale of business of the Company, it is proposed to grant options to identified employees, which will be equivalent to or exceeding 1% of the current issued share capital of the Company.

Brief detail of the same is as follows:

Name and Designation of Identified Employee	Number of Options to be granted
Uday Suvarna, Chief Executive officer	50,00,000 (6.67 percent of the current issued capital)
Kartik Nagda, Chief Business Officer	60,00,000 (8 percent of the current issued capital)


The Members are requested to note that as per the provisions of Companies Act, 2013 and rules framed thereunder, approval of shareholders by way of separate resolution is required in case of grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.

The Board at its meeting held on June 3, 2020, has approved the aforesaid grant of stock options and recommends the members for consideration.

Your Directors requests Resolution for your consideration and approval.

The Directors, Key Managerial Personnel(s) of the Company are concerned or interested in the above resolution only to the extent to their eligibility for grant of the options in terms of the ESOP Scheme of the Company. However, the relative of the Directors and KMP's, are not interested in the said resolution.

**By Order of the Board of Directors
For Hiranandani Financial Services Private Limited
(Formerly known as Dobra Finance Private Limited)**


**Ankit Kumar Jain
Company Secretary
ACS 21893**



Date : June 3, 2020
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211,
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Mumbai - 400021

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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 **Monday, June 8, 2020 at 11.00 A.M.** at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai - 400076 and at any adjournment thereof in respect of such resolution as are indicated below:

Special Business:

1. Approval of HFS Employees Stock Option Scheme 2020 (ESOP 2020).
2. Grant of Stock Options 1% or more of the Issued Share Capital 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 EGM.

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – MONDAY, JUNE 8, 2020 AT 11.00 A.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 Extra - Ordinary General Meeting of the Company being held on **Monday, June 8, 2020 at 11.00 A.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 EXTRA-ORDINARY GENERAL MEETING

The Company is an Unlisted Private Limited Company and its directors (excluding IDs) are only Members of the Company; hence Route Map is not required.