

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 Tuesday June 17, 2025, at 5:30 P.M. (IST) at its corporate office at 9th Floor, Sigma, Hiranandani Business Park, Technology Street, Powai, Mumbai – 400076 to transact the following business in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

Special Business:**1. GRANT OF STOCK OPTIONS OF 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 an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of applicable laws and regulations, and subject to such terms and conditions as may be prescribed while granting necessary approvals, consents, permissions, or sanctions, and pursuant to the Hiranandani Financial Services – Employee Stock Option Plan 2025 (“ESOP Plan 2025”) as approved and the recommendation of the ESOP Committee, the consent of the Members of the Company be and is hereby accorded to grant stock options aggregating to 1% (one percent) or more of the issued share capital of the Company during the financial year 2025-26, to the following eligible employees:

Name and Designation of Eligible Employee	Number of Options to be granted
Mr. Uday Suvarna Chief Executive officer	1,10,00,000 (1.5 percentage of the current issued shares)

RESOLVED FURTHER THAT any of the Directors, Chief Executive Officer, Chief Financial Officer and 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 in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Director of the Company or 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

Ketaki Prasad Satam
Company Secretary & Compliance Officer
M. No.: A28476

Date : June 16, 2025
Place : Mumbai
Registered Office : 514, Dalamal Towers, 211, FPJ Marg, Nariman Point, Mumbai – 400021

Hiranandani Financial Services Private Limited

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 convening the Extra-Ordinary General Meeting of the Company ("Notice"), is annexed hereto and forms part of the Notice.
2. The Ministry of Corporate Affairs (MCA) has issued General Circular No. 09/2024 on September 19, 2024, extending the option for companies to conduct Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until September 30, 2025.
3. Pursuant to the aforementioned general circular, the physical presence of the members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted and hence the Proxy Form and Attendance Slips are not annexed to the Notice. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting.
4. The Company is pleased to inform that the EGM will be held through Video Conferencing Facility and the members can dial-in the below details to join the meeting:

Link: <https://us06web.zoom.us/j/83760173618?pwd=OQ9StcVhMNMvpOHdsj5PaCGUujBfaz.1>

The login -id and password for participation at the meeting has been separately provided along with this Notice.
5. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number: 022 6209 3477
7. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
9. The relevant documents referred to in the Notice and the Explanatory Statement and statutory registers are available for inspection by the members through electronic mode. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at ketaki.satam@hfs.in.
10. In case of any doubts or clarification, the members are requested to contact Ms. Ketaki Prasad Satam, Company Secretary of the Company through e-mail: ketaki.satam@hfs.in.
11. Since the EGM will be held through VC/ OAVM, the road map to the venue is not annexed to this Notice.

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) - 6209 3493, CIN: U65999MH2017PTC291060

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

ITEM NO. 1: GRANT OF STOCK OPTIONS OF 1% OR MORE OF THE ISSUED SHARE CAPITAL OF THE COMPANY:

The ESOP Committee, in its meeting held on May 30, 2025, approved the grant of options under the ESOP Plan 2025. These options shall vest over the period of five years from the date of grant, with 20% vesting each year. The first 20% will vest upon completion of one year from the grant date, followed by 20% vesting every subsequent year thereafter.

The Committee recommended the grant of ESOPs to employees based on their responsibilities, contributions, and ongoing efforts in management. To support the Company's business expansion, it is proposed to grant options to selected employees that will amount to, or exceed, 1% of the Company's current issued share capital.

Further, the ESOP Committee recommended the grant of ESOPs under the plan to the Chief Executive Officer, Mr. Uday Suvarna. This recommendation takes into account the significant progress achieved under his leadership, his contributions to the overall growth of the organization, and alignment with the Company's future strategic objectives. Accordingly, the Committee approved and recommended to the Board the grant of 1,10,00,000 stock options to Mr. Suvarna.

As per Clause 3.6 of the ESOP Plan 2025, prior shareholder approval is required if the grant of options to any identified employee in a financial year equals or exceeds 1% of the issued capital of the Company at the time of the grant. Therefore, it is hereby recommended Item No. 1 for approval by the shareholders.

Brief detail of the same is as follows:

Name and Designation of Identified Employee	Number of Options to be granted
Mr. Uday Suvarna Chief Executive Officer	1,10,00,000 (1.5 percentage of the current issued shares)

The Board at its meeting held on June 16, 2025, has approved the aforesaid grant of stock options and recommends the same to the members for consideration.

Your Directors requests Resolution for your consideration and approval.

The Directors, Key Managerial Personnel(s) except Mr. Uday Suvarna, the Chief Executive Officer 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**

Ketaki Prasad Satam
Company Secretary & Compliance Officer
M. No.: A28476

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