



**HINDUJA  
HOUSING FINANCE  
NOTICE TO MEMBERS**

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the members of Hinduja Housing Finance Limited will be held on **Monday, the 22<sup>nd</sup> day of June, 2026 at 03:00 P.M.** at the Registered Office of the Company situated at No 27A, Developed Industrial Estate, Guindy, Chennai – 600 032 to transact the following businesses:

**ORDINARY BUSINESS:**

- 1) To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2026 along with the Board's Report and Auditors Report thereon.**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2026 together with the Board's Report and the Independent Auditors' Report thereon be and are hereby considered, approved and adopted.”

- 2) To re-elect Mr. Sudip Basu (DIN: 09743986), who retires by rotation as a Director of the Company.**

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

**“RESOLVED THAT** Mr. Sudip Basu (DIN: 09743986), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS:**

- 3) To consider and approve the remuneration payable to Mr. Sachin Pillai**

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

**“RESOLVED THAT** pursuant to the provisions of the Sections 196(4) and 197 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation of the Nomination and Remuneration Committee

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and by Board of Directors of the Company in their respective meetings held on 12<sup>th</sup> May, 2026 & 13<sup>th</sup> May, 2026, consent of the members be and is hereby accorded for payment of a one-time remuneration of Rs. 1.00 crore to Mr. Sachin Pillai (DIN 06400793), Managing Director of the Company for FY 2026-27.

**RESOLVED FURTHER THAT** besides the aforesaid remuneration, the Board of Directors be and is hereby authorised to issue, offer, grant 2,00,000 (Two Lakhs only) options under EMPLOYEE STOCK OPTION PLAN 2026 (HHFSOP-2026) ["Scheme"] to Mr. Sachin Pillai, each option would be exercisable for one equity share of Rs. 141/- per equity share on payment of requisite exercise price to the Company. The perquisites arising consequent to the exercise of Employee Stock Options shall be over and above the foregoing remuneration."

**By Order of the Board  
For Hinduja Housing Finance Limited**

**Place: Chennai**

**Date: 30<sup>th</sup> May 2026**

**-sd-  
Srinivas Rangarajan  
Company Secretary**

### **HINDUJA HOUSING FINANCE LIMITED**

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**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES TO BE VALID SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE GENERAL MEETING.**
- 2) Notice of general meeting is being sent to those Members / beneficial Members whose name appeared in the register of Members as on 29<sup>th</sup> May, 2026.
- 3) Corporate Member(s), are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 4) Members / Proxies should bring duly filled attendance slip sent herewith for attending the meeting.
- 5) Information as required under Secretarial Standard on general meetings in relation to appointment / re-appointment of directors is annexed and forms a part of the Notice.
- 6) The relevant records and documents connected with the businesses, referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company, on all working days from the date hereof up to the date of the Meeting.
- 7) Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH13, duly filled with the Company.

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

**Item no 3: Consideration and approval of remuneration payable to Mr. Sachin Pillai**

Mr. Sachin Pillai's reappointment as Managing Director was approved by the Board on 26<sup>th</sup> March, 2026 and subsequently by the shareholders for a period of 1 year from 1<sup>st</sup> April, 2026 with **Nil** remuneration.

In recognition of Mr. Sachin Pillai's invaluable contribution towards achieving the Company's objectives, it was proposed to provide Mr. Sachin Pillai with a one-time remuneration of Rs. 1.00 Crore for FY2026-27. The Nomination and Remuneration Committee and Board of Directors at their meetings held on 12<sup>th</sup> May, 2026 & 13<sup>th</sup> May, 2026 respectively had considered and recommended to the Members for their approval regarding the remuneration of Rs. 1.00 Crore. Subject to the approval of the shareholders, the Nomination and Remuneration Committee and Board of Directors at the same meeting approved the grant of 2,00,000 (Two Lakhs only) options under the EMPLOYEE STOCK OPTION PLAN 2026 (HHFSOP-2026) ["Scheme"], and each option would be exercisable for one equity share of Rs. 141/- per equity share on payment of requisite exercise price to the Company.

Except Mr. Sachin Pillai, none of the directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 3 of the notice to the shareholders' meeting.

The Board recommends the Ordinary Resolution as set out in Item No.3 of this notice for approval by the members of the Company.

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**ANNEXURE TO THE NOTICE**

**Item No. 2: PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS**

|  |  |
|--|--|
| <b>Name of the Director</b>  | Mr. Sudip Basu   |
| <b>DIN</b>   | 09743986   |
| <b>Date of Birth</b>   | 10-01-1959   |
| <b>Age</b>   | 67 Years   |
| <b>Relationship with directors and KMPs of the Company</b>   | Not related to other Directors and Key Managerial Personnel of the Company.  |
| <b>Qualification</b>   | Mechanical Engineering from IIT Kharagpur and PGDM in Marketing and Finance from IIM, Bangalore  |
| <b>Experience and Expertise in specific functional areas</b>   | With more than four decades of experience of which 21 years were with Citibank, 19 years in the field of Risk Management, where he had handled diverse client segments. His risk experience covers a whole range of Asset Classes including Commercial vehicles, Real Estate, Financial Assets and Unsecured Cash Flow lending. He has worked in India, Singapore 31/158 & Hong Kong and handled Pan-Asia portfolio. Prior to financial services, Mr. Basu had spent 10 years in the Automotive sector with Tata Motors, Bajaj Auto and managed Suzuki's distributor in Muscat, Oman |
| <b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.</b> | Director liable to retire by rotation and eligible for re-appointment. Sitting Fees as applicable to the Directors and Commission.   |
| <b>Remuneration last drawn</b>   | 2025-26<br>1. Sitting Fees: Rs. 7,50,000<br>2. Commission: Rs. 25,00,000   |
| <b>Date of first appointment on the Board</b>  | 14-05-2024   |
| <b>Shareholding in the Company</b>   | -  |
| <b>Number of meetings of the Board attended during the year</b>  | Six Board Meetings During the FY 2025-26   |
| <b>Board membership of companies as on March 31, 2026</b>  | Details given  |

**HINDUJA HOUSING FINANCE LIMITED**



## HINDUJA HOUSING FINANCE

|  |   |
|--|---|
| <b>Chairman/Member of the Committee of the Board of directors as on March 31, 2026</b> | Details given   |
| <b>Directorships, Memberships / Chairpersonship of Committees of other Boards</b>      | <b>Board membership of companies as on March 31, 2026</b>   |
|  | Hinduja Housing Finance Limited   |
|  | IndusInd Bank Limited   |
|  | Samhita Social Ventures Private Limited   |
|  | Cyqurex Systems Private Limited   |
|  | <b>Chairman/Member of the Committee of the Board of directors as on March 31, 2026</b>  |
| <b>IndusInd Bank Limited</b>   |   |
|  | <ol style="list-style-type: none"><li>1. Committee of Directors – Member</li><li>2. Customer Service Committee of the Board – Member</li><li>3. Risk Management Committee – Member</li><li>4. Special Committee of the Board for Monitoring and Follow-up of cases of Frauds – Member</li><li>5. Vigilance Committee - Member</li></ol> |

### Item No. 3: - PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS

#### Brief Profile of Mr. Sachin Pillai

|  |  |
|--|--|
| <b>Name</b>  | Mr. Sachin Pillai  |
| <b>DIN</b>   | 06400793   |
| <b>Date of Birth / Age</b>   | 06-06-1972   |
| <b>Age</b>   | 54 years   |
| <b>Relationship with directors and KMPs of the Company</b>                           | Not related to other Directors and Key Managerial Personnel of the Company.  |
| <b>Qualification, Experience and Nature of expertise in specific functional area</b> | Mr. Sachin holds a bachelor's degree in business administration (marketing) from Sardar Patel University and a master's degree in business administration from Chakravarti Rajagopalachari Institute of Management. He has Several years of experience in the field of financial services. |
| <b>Terms and conditions of appointment or re-appointment</b>                         | Reappointed as Managing Director for a period of 1 year from 1 <sup>st</sup> April 2026 – 31 <sup>st</sup> March, 2027 in the EGM held on 27 <sup>th</sup> April, 2026.  |
| <b>Details of remuneration sought to be paid</b>                                     | Rs. 1.00 crore   |
| <b>Date of first appointment on the Board</b>  | 15-04-2015   |
| <b>Shareholding in the Company</b>   | 1(One) equity share  |

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## HINDUJA HOUSING FINANCE

|  |  |
|--|--|
| <b>Number of meetings of the Board attended during the year</b>                        | Six Board Meetings During the FY 2025-26   |
| <b>Board membership of companies as on March 31, 2026</b>                              | Details given  |
| <b>Chairman/Member of the Committee of the Board of directors as on March 31, 2026</b> | Details given  |
| <b>Other Directorships, Memberships / Chairmanship of Committees of other Boards</b>   | <b>Board membership of companies as on March 31, 2026</b>  |
|  | HLF Services Limited   |
|  | Hinduja Leyland Finance Limited  |
|  | NDL Ventures Limited   |
|  | Gaadi Mandi Digital Platforms Limited  |
|  | Gro Digital Platforms Limited  |
|  | <b>Chairman/Member of the Committee of the Board of directors as on March 31, 2026</b>   |
|  | <b>Hinduja Leyland Finance Limited</b><br>1) Asset Liability Management Committee - Chairman<br>2) Credit Committee - Member<br>3) Capital Raising Committee - Member<br>4) Stakeholders Relationship Committee – Member |
| <b>NDL Ventures Limited</b><br>1) Risk Management Committee – Member                   |  |

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**HINDUJA  
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PROXY FORM**

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

|                        |  |      |  |
|------------------------|--|------|--|
| CIN:                   | U65922TN2015PLC100093  |      |  |
| Name of the Company:   | HINDUJA HOUSING FINANCE LIMITED                                |      |  |
| Registered Office:     | No 27A, Developed Industrial Estate, Guindy, Chennai – 600 032 |      |  |
| Name of the member(s): |  |      |  |
| Registered address:    |  |      |  |
| E-mail Id:             |  |      |  |
| Folio No. /Client Id*  |  | DPID |  |

\* Applicable for investors holding shares in Electronic form

I/We, being the member (s) holding.....shares of the  
above-named Company, hereby appoint

|    |                      |  |           |  |
|----|----------------------|--|-----------|--|
| 1. | Name                 |  |           |  |
|    | Address              |  |           |  |
|    | E-mail ID            |  | Signature |  |
|    | Or failing him / her |  |           |  |
| 2. | Name                 |  |           |  |
|    | Address              |  | Signature |  |
|    | E-mail ID            |  |           |  |
|    | Or failing him / her |  |           |  |
| 3. | Name                 |  |           |  |
|    | Address              |  |           |  |
|    | E-mail ID            |  | Signature |  |
|    | Or failing him / her |  |           |  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, the 22<sup>nd</sup> day of June, 2026 at 03:00 P.M. at the Registered Office of the Company situated at No 27A, Developed Industrial Estate, Guindy, Chennai – 600 032 and at any adjournment thereof in respect of such resolutions as indicated below:

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**Sr. No. Resolution**

**ORDINARY BUSINESS:**

- 1) To consider and adopt the Audited Financial Statements for the year ended 31st March, 2026 along with the Board's Report and Auditors Report thereon.
- 2) To re-elect Mr. Sudip Basu (DIN: 09743986), who retires by rotation as a Director of the Company.

**SPECIAL BUSINESS:**

- 3) To consider and approve the remuneration payable to Mr. Sachin Pillai

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of Member (s) \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix Revenue  
Stamp Re.1/-

**Note:**

- 1) This Proxy form, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting on Monday the 22<sup>nd</sup> day of June, 2026

Full name of the members attending \_\_\_\_\_ (In block capitals)

Ledger Folio No./ DP & Client ID\* No. \_\_\_\_\_

No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy / authorised representative for the registered shareholder of the Company.

I / We hereby record my / our presence at the Annual General Meeting of Hinduja Housing Finance Ltd, held on Monday, the 22<sup>nd</sup> day of June, 2026 at 03:00 P.M. at the Registered Office of the Company situated at No 27A, Developed Industrial Estate, Guindy, Chennai – 600 032.

\*Applicable for shareholders holding shares in electronic form

\_\_\_\_\_  
(Member's /Proxy's Signature)

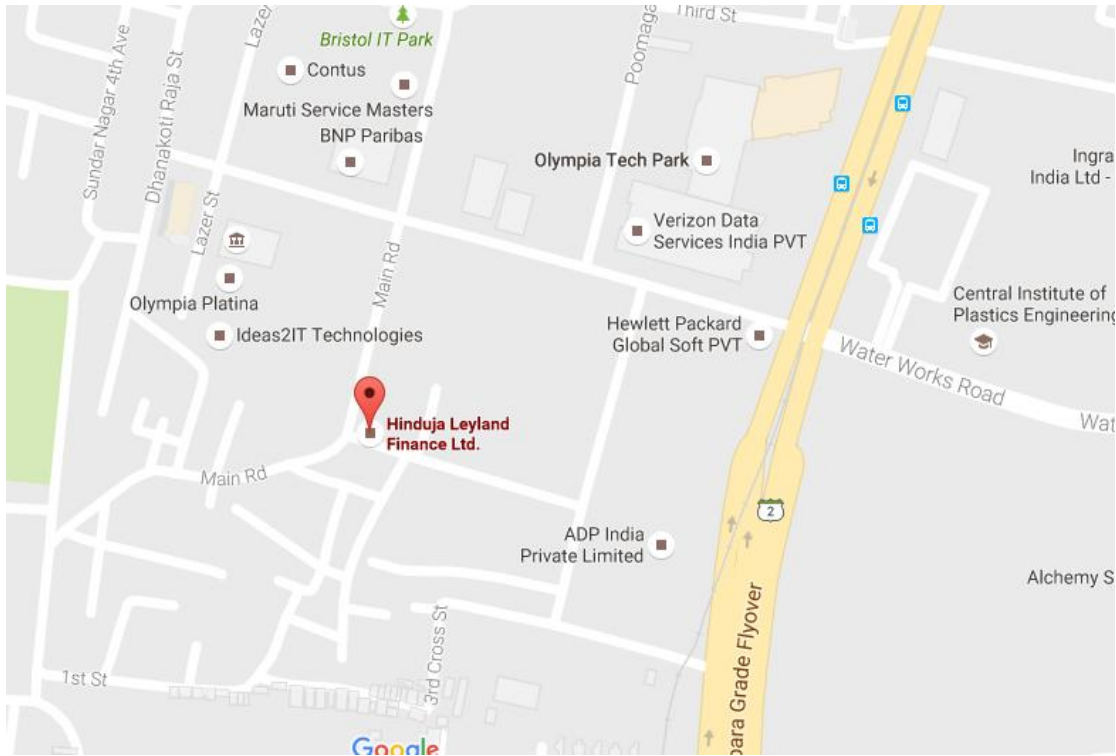
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# HINDUJA HOUSING FINANCE ROUTE MAP



## HINDUJA HOUSING FINANCE LIMITED

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