HINDUJA HOUSING FINANCE

03-08-2026

BSE Limited
Department of Corporate Services
Phiroze Jeejeeboy Towers
1st Floor, Dalal Street
Mumbai – 400 001

Through BSE Listing Centre

Dear Sir / Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company

We submit herewith a copy of the notice circulated to our shareholders regarding the Extra-ordinary General Meeting (EGM) of the Company to be held on **Tuesday, 25th August 2026 at 05.00 P.M.** at the Registered Office of the Company at 27-A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the businesses specified in the notice as enclosed herewith.

The above information will also be available on the website of the Company at https://hindujahousingfinance.com/

We kindly request you to take the above submission on record.

Yours truly,

For Hinduja Housing Finance Limited

SRINIVAS RANGARAJAN

Digitally signed by SRINIVAS RANGARAJAN
Date: 2026.08.03 18:13:43 +05'30'

Srinivas Rangarajan
Company Secretary & Compliance Officer

CC:

Vardhman Trusteeship Private Limited

Encl: a/a

NOTICE TO MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Hinduja Housing Finance Limited will be held on **Tuesday, the 25th August 2026 at 05.00 P.M** at the Registered Office of the Company at No 27- A, Developed Industrial Estate, Guindy, Chennai – 600032 to transact the following business and if thought fit, to pass the following resolutions.

SPECIAL BUSINESS:

1) **To consider and approve the extension in benefits of HHFSOP scheme to the employees/ directors of the holding company:**

To consider and if thought fit to pass the following resolution as **Special Resolution**.

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ["Companies Act"], relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of EMPLOYEE STOCK OPTION SCHEME 2026 (HHFSOP-2026) ("Scheme") including the grant of Employee Stock Options ("Options") and issuance of the Equity Shares ("Shares") thereunder, to such Employees and Directors of the Holding Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted pursuant to the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

2) **To consider and approve the enhancement in the Borrowing Limits of the company**

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

"RESOLVED THAT in supersession to the resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 27th February, 2026 and pursuant to the provisions of Section 180(1)(C) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to borrow from time to time whether in Indian rupees or foreign currency (including foreign currency term loans, external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, refinance, Commercial papers, loans, debentures, bonds or other securities whether convertible into equity / preference shares and / or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity / preference shares to bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body (ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital, free reserves and securities premium of the Company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed amounts as detailed below.

S. No	Particulars	Limits *(Rs. in Crores)*
1	**Overall borrowing limit**	**14,000**
2	Non-Convertible Debentures (including Subordinated Debts and Perpetual Debt Instruments) *	3,000
3	Commercial Papers*	1,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

3) To consider and approve the Sale, Mortgage or Creation of Charge on the assets of the Company

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

"RESOLVED THAT in supersession to the resolution passed by the shareholders of the Company at the Extra-Ordinary General Meeting held on 27th February, 2026 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Memorandum and Articles of Association of the company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to the board to sell, mortgage and / or create charge in addition to the mortgages / charges created / to be created by the company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the company and / or the interest held by the company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the company, in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the company availed / to be availed by way of loan(s), refinance and securities (comprising non-convertible debentures, bonds or other debt instruments), issued / to be issued by the company, from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the company and the lender(s), agent(s) and / or trustee(s).

RESOLVED FURTHER THAT the board of directors of the company (including any committee thereof), be and is hereby authorised to finalize and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution."

By Order of the Board

For Hinduja Housing Finance Limited

-sd-

Srinivas Rangarajan

Company Secretary

Place: Chennai

Date: 03rd August 2026

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 03rd August 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.

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

Item no 1: To consider and approve the extension of the benefits of the Employee Stock Option Plan 2026 (HHFSOP-2026) to the employees and directors of the Holding Company.

The philosophy of Employee Stock Option Plans (ESOPs) within the Hinduja Group, as well as in the broader market, has evolved to incorporate performance-based criteria that align management incentives with long-term shareholder value creation. The Company is currently at a stage of growth where attracting, retaining, and incentivizing key talent is critical to achieving its long-term business objectives and enhancing shareholder value.

In view of the above, the members may kindly note that the Board of Directors at its meeting held on 26th March, 2026 and Shareholders at the Extra-ordinary General meeting held on 27th April, 2026 had considered and approved the Employee Stock Option Plan 2026 (HHFSOP-2026) for the employees of the company. It is now proposed to extend the benefits of the said scheme to the eligible employees and directors of its Holding Company (i.e.) Hinduja Leyland Finance Limited.

The Nomination Remuneration Committee vide circular resolution dated 28th July, 2026 and the Board at their meeting held on and 29th July, 2026 had approved and recommended the same for the shareholders approval.

The members may kindly note that there is no change in the salient features or other details of the Employee Stock Option Plan 2026 (HHFSOP-2026), placed pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, under Chapter IV of the Companies Act, 2013, and which was approved by the members on 27th April 2026, except that the scheme is being extended to the directors and employees of the holding company. The members may kindly take note of the below given details,

1. **The total number of stock options to be granted:**

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme proposed shall not exceed 23,86,774 (1% the total paid-up capital as on date of approval of scheme by shareholders). Options shall be convertible into equal number of shares not exceeding 23,86,774 (Twenty-three lakh eighty-six thousand seven hundred and seventy-four) Equity Shares having face value of Rs. 10/- each.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, shall be added back to the pool and shall be available for re-grant under the Scheme unless otherwise determined by the Board, in accordance with the Applicable Laws. Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of Corporate Action.

2. Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:

a. Permanent employee of the Company who has been working in India or outside India; or

b. A Director of the Company or its holding company, whether a Whole Time Director or not, but excluding an Independent Director.

c. An employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company

but does not include:

a. An Employee who is a Promoter or a Person belonging to the Promoter Group;
or
b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity Shares of the Company.

3. The appraisal process for determining the eligibility criteria of employees to the Employees Stock Option Scheme:

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant and decide upon the quantum of Options under the Scheme and the terms and conditions thereof:

Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

4. **The requirements of vesting and period of vesting:**

Options Granted under the Plan would vest over a period of 4 (Four) years from the date of Grant of such Options ("Vesting Period").

Unless otherwise determined by the Committee, the specific Vesting schedule for any Grant whether to the existing Employees or to the Employees in connection with their joining shall be as follows,

Vesting Structure

Vesting shall occur subject to the following conditions:

1) 50% (Fifty percent) of the Options shall vest upon successful completion of the defined tenure, in accordance with the approved vesting schedule

and

2) The remaining 50% (Fifty percent) of the Options shall vest based on the achievement of overall organizational milestones and/or proportionate accomplishment of individual KRAs, as evaluated for the respective performance year ("Performance-based Vesting").

Vesting Schedule

Year	**Vesting of tenure options**	**Vesting of performance options**
End of Year 1	10% of option granted	10% of option granted
End of Year 2	10% of option granted	10% of option granted
End of Year 3	15% of option granted	15% of option granted
End of Year 4	15% of option granted	15% of option granted

*Performance-based vesting shall be subject to achievement of organizational milestones and/or individual KRAs, as determined by the Committee for each applicable performance year.

5. **The maximum period within which the Options shall be vested:**

The Options granted under this Scheme shall vest over a maximum period of four (4) years from the date of grant, in accordance with the vesting schedule determined by the Company.

6. **The Exercise Price or the formula for arriving at the same.**

Under this Scheme, the exercise price will be based upon the Fair Market Value of the Company as on the date of grant of Options.

Further, the Nomination and Remuneration Committee at its sole discretion may provide a suitable discount on such price as arrived above. However, in any case, the exercise price of the Option shall not go below the face value of the Share of the Company.

7. Exercise period and process of Exercise:

The vested Options can be exercised within such time period as given under the Scheme, wholly or partially by submitting an exercise application, in the mode and manner as prescribed by the Board from time to time. The mode and manner of the exercise shall be directly communicated to the grantee individually by the Board from time to time.

8. Lock in period:

The Shares allotted pursuant to the exercise of the Options shall not be subject to any lock-in period from the date of allotment, except where such exercise is pursuant to the listing of the Equity Shares of the Company.

9. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 23,86,774 (1% the total paid-up capital). Options shall be convertible into equal number of Shares not exceeding 23,86,774 (Twenty-three lakh eighty-six thousand seven hundred and seventy-four) having face value of Rs. 10/- each.

The options granted to an eligible employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

The Nomination and Remuneration Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders by special Resolution.

10. The method which the company shall use to value its options:

The Company shall value the Options using the Intrinsic Value method.

HINDUJA HOUSING FINANCE

11. **The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:**

The conditions under which Options vested in employees may lapse are:

- Failure to exercise the Options in accordance with the terms and conditions of the Scheme, including within the specified time period in the event of death, permanent incapacity, resignation or termination (not due to misconduct or ethical/compliance violations).
- Termination due to misconduct.
- Abandonment of Scheme

12. **The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee:**

In the event of cessation of employment due to Resignation or Termination (not due to misconduct or ethical/ compliance violations).

a) All Unvested Options, on the cessation date, shall lapse and stand terminated with effect from that Cessation Date, in accordance with the clause 11 of the scheme.
b) All the Vested Options as on date of cessation can be exercised by the Option Grantee within such period, manner and extent as specified under Clause 12 of the scheme.

Provided that, the treatment of Options in cases of death, permanent incapacity, superannuation, or termination for misconduct shall be governed specifically by Clauses 11 and 12 of the Scheme, as applicable.

13. **Statement to the effect that the Company shall comply with the applicable accounting standards:**

The Company shall conform to the accounting policies regarding options prescribed and applicable to it, from time to time.

The company shall issue new shares on exercise of stock options in the scheme.

None of the Directors, Key Managerial Personnel of the Company, or any relatives of such Director, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of Equity Shares held by them in the Company or the Options those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolution as set out at Item No. 1 for the approval of the Members.

EMPLOYEE STOCK OPTION PLAN 2026 (HHFSOP-2026) and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

Item no 2 & 3: Enhancement in the Borrowing Limits of the company and Creation of charge on the assets of the company

Pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power with the consent of the shareholders of the Company by passing a special resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of paid-up capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Accordingly, pursuant to the resolutions passed by the Board of Directors on 24th January, 2026 and Shareholders of the Company on 27th February 2026 at their respective meetings, the officials of the Company were authorised to borrow any sum or sums of monies which together with the monies already borrowed by the Company subject to an amount not exceeding an overall amount of Rs.13,500 Crores (Rupees Thirteen Thousand Five Hundred Crores Only) remaining outstanding at all any point of time.

In this regard, considering the proposed business plan of the Company, it is now proposed to enhance the limits as per the as follows;

			Rs. in Crores
S. No.	Particulars	Existing limit	Proposed limit (approval sought for)
1	**Overall borrowing limit**	**13,500**	**14,000**
2	By issue of Non-Convertible Debentures (including Subordinated Debts and Perpetual Debt Instruments)	3,000	3,000
3	By issue of commercial papers	1,000	1,000
Note: 2 and 3 forming part overall borrowing limit of the Company			

In terms of the above, a proposal to enhance the borrowing limits from the existing Rs. 13,500 crores to Rs. 14,000 crores was placed for the Board's consideration and recommendation to the shareholders for their approval. Accordingly, considering the business plan, the shareholders to consider passing a special resolution to increase the borrowing limits of the Company under section 180(1)(c) and to create charges, mortgages and hypothecations on movable and immovable properties under section 180(1)(a), in excess of the paid-up capital and free reserves of the Company.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolution as set out at Item No. 2 and 3 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolution no. 2 and 3.