



**HINDUJA
HOUSING FINANCE
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 **Friday, the 27th February, 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 Revision of 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 Annual General Meeting held on 16th June, 2025 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	13,500
2	By issue of Non-Convertible Debentures (including Subordinated Debts and Perpetual Debt Instruments)	3,000
3	By issue of commercial papers	1,000

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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.

2) 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 Annual General Meeting held on 16th June, 2025 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

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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.

3) To consider and to approve the issuance of Non-Convertible Debentures including Perpetual Debt Instruments:

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

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Master Direction - Non- Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 issued by Reserve Bank of India including any statutory modification(s) or reenactment(s) 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 of the Company be and is hereby accorded to offer, issue and allot secured / unsecured redeemable non-convertible debentures including Perpetual Debt Instruments (hereinafter Debentures include Perpetual Debt Instruments also), (including sub-ordinated debt), in one or more series / tranches, secured and unsecured non-convertible debentures (including sub-ordinated debts) on a private placement basis during a period of one year from the date of this General Meeting for an amount not exceeding Rs.3,000 crores (Rupees Three Thousand Crores only) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the Board of Directors of the Company (Hereinafter referred to as "the Board" which term shall be deemed to include any Committee / authorised officials of the Company, which the Board may constitute / authorise for this purpose), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the Board may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.

HINDUJA HOUSING FINANCE LIMITED

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and give such directions and execute such documents, deeds, instruments and take such steps as may be necessary, proper 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 to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects.

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

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**Srinivas Rangarajan
Company Secretary**

**Place: Chennai
Date: 05th February, 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 February, 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 1, 2 & 3: Revision of the Borrowing Limits of the company, Creation of charge on the assets of the company and Issuance of Non – Convertible Debentures including Perpetual Debt Instruments

During the supervisory inspection held during FY 25, the National Housing Bank had advised the Company to revise its borrowing limits in line with the provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. Pursuant to the Directions, “no Housing Finance Company shall have deposits, including public deposits, the aggregate amount of which, together with the amounts, if any, referred to in clauses (iii) to (vii) of sub-section (bb) of Section 45-I of the Reserve Bank of India Act, 1934, as also loans or other assistance from NHB, in excess of twelve times of its Net Owned Funds”.

Accordingly, pursuant to the resolutions passed by the Board of Directors on 24th January, 2026, the revised borrowing limits as given below are being placed before the members for their approval.

Rs. in Crores			
S. No.	Particulars	Existing limit	Revised limit (approval sought for)
1	Overall borrowing limit	30,000	13,500
2	By issue of Non-Convertible Debentures (including Subordinated Debts and Perpetual Debt Instruments)	5,000	3,000
3	By issue of commercial papers	1,500	1,000
4	DA/Securitization	8000	Proposing to separate it from borrowing – revised limit is 6500
Note: 2 and 3 forming part overall borrowing limit of the Company			

Considering the NHB advisory and board recommendations, the shareholders to consider passing the following special resolutions:

- (1) to revise the borrowing limits of the Company under section 180(1)(c);
- (2) 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 and
- (3) to Issuance of Non – Convertible Debentures including Perpetual Debt Instruments.

None of the Directors or key managerial personnels of the Company or their relatives are, in any way, concerned or interested, financial or otherwise in above mentioned Special Resolutions.

The Board recommends the Special Resolution as set out in Item No.1, 2 & 3 of this notice for approval by the members of the Company.

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