



**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 **Thursday, the 24th August, 2023 at 11.00 a.m.** at the Registered Office of the Company at 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 amend Board of Directors clause of the Articles of Association of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 14 of the Companies Act, 2013, read with Reg. 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions, the Articles of Association of the Company be and is hereby altered in the following manner: After Article 65(ii), the following Article shall be inserted:

65(iii) Subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Board of Directors shall appoint the person nominated by the Debenture Trustee(s) in accordance with Reg. 15(1) (e) of the SEBI (Debenture Trustees) Regulations, 1993, as a Nominee Director on the Board.

By Order of the Board
For Hinduja Housing Finance Limited

Srinivas Rangarajan
Company Secretary



Place: Chennai

Date: 2nd August, 2023

HINDUJA HOUSING FINANCE LIMITED

No: 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. | Ph: 044-2242 7545
Email: compliance@hindujahousingfinance.com | CIN: U65922TN2015PLC100093

www.hindujahousingfinance.com



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 13th July, 2023.
- 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.

HINDUJA HOUSING FINANCE LIMITED



HINDUJA HOUSING FINANCE

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

Item 1: Amendment to Board of Directors clause of the Articles of Association of the Company

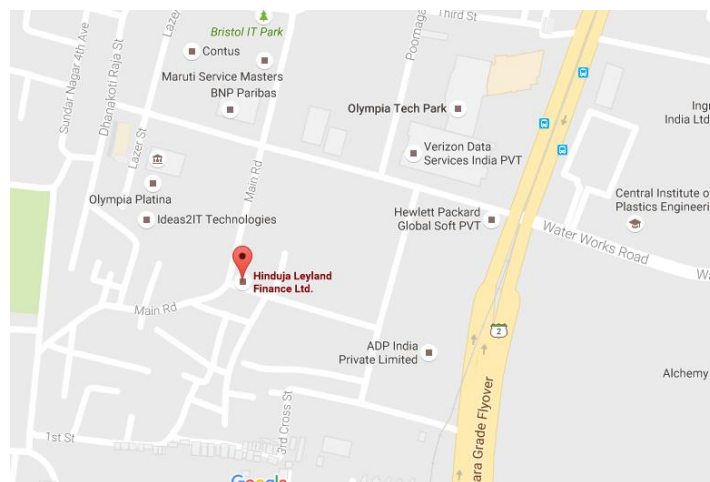
Reg. 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, provides that the duties of the debenture trustee shall include appointment of a nominee director on the Board of the company, which is an issuer of debt securities, in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

The Securities and Exchange Board of India has, vide notification dated 2nd February, 2023, amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, requiring a company who is an issuer of debt securities, to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of Reg.15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors. For this purpose, it is proposed to amend the Articles of Association of the Company by inserting Article 65(iii) after Article 65(ii), with the approval of the Shareholders.

Accordingly, the Special Resolution is submitted for your consent and the Board recommends that the Resolution be passed. None of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the resolution.

Route map



HINDUJA HOUSING FINANCE LIMITED

No: 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. | Ph: 044-2242 7545
Email: compliance@hindujahousingfinance.com | CIN: U65922TN2015PLC100093

www.hindujahousingfinance.com