



## NOTICE TO MEMBERS

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the members of Hinduja Housing Finance Limited will be held on **Saturday, the 30<sup>th</sup> November, 2024 at 3.00 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 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** in supersession to the earlier resolutions passed by the Board and Shareholders in their meeting held on 14<sup>th</sup> May, 2024 and 27<sup>th</sup> June, 2024 respectively, and 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 Extra – Ordinary General Meeting for an amount not exceeding Rs.5,000 crores (Rupees Five 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

### **HINDUJA HOUSING FINANCE LIMITED**

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## HINDUJA HOUSING FINANCE

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.

**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**

*-sd-*

**Srinivas Rangarajan  
Company Secretary**

**Place: Chennai**

**Date: November, 5 2024**

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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 5<sup>th</sup> November, 2024
- 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: - Issuance of Non – Convertible Debentures including Perpetual Debt Instruments**

The company proposes to issue Perpetual Debt Instruments. The benefit of issuing a Perpetual Debt Instrument is that, it adds up in the Tier I Capital and would improve the capital adequacy ratio of the company.

In this regard, The Board of Directors granted approval for the issuance of Non-Convertible Debentures (NCDs) on May 14, 2024, followed by Shareholder's approval on June 27, 2024. However, due to proposed changes in the terms of the NCDs that include the addition of Perpetual Debt Instruments for issuance, we are now required to seek fresh approval from the Shareholders. At the Extraordinary General Meeting held on June 27, 2024, shareholders provided consent to create, offer, and issue securities to raise funds through capital market debt instruments, specifically secured non-convertible debentures and unsecured non-convertible debentures/subordinated debt. This approval is valid for one year, until June 27, 2025.

Considering the aforesaid requirements, it is now proposed to seek the shareholders' approval at this Extra-Ordinary General meeting for issue of non-convertible debentures including perpetual debt instruments without any change in the overall limit, i.e., not exceeding Rs. 5,000 Crores. This resolution enables the Board of Directors of the Company (including any committee constituted by the Board for the time being thereof) to offer or invite subscription for non-convertible debentures including perpetual debt instruments not exceeding Rs. 5,000 Crores, as may be required by the Company, from time to time for a period of one year from the date of approval of the members at the ensuing general meeting.

Accordingly, the board recommends the resolution for consideration and approval of members.

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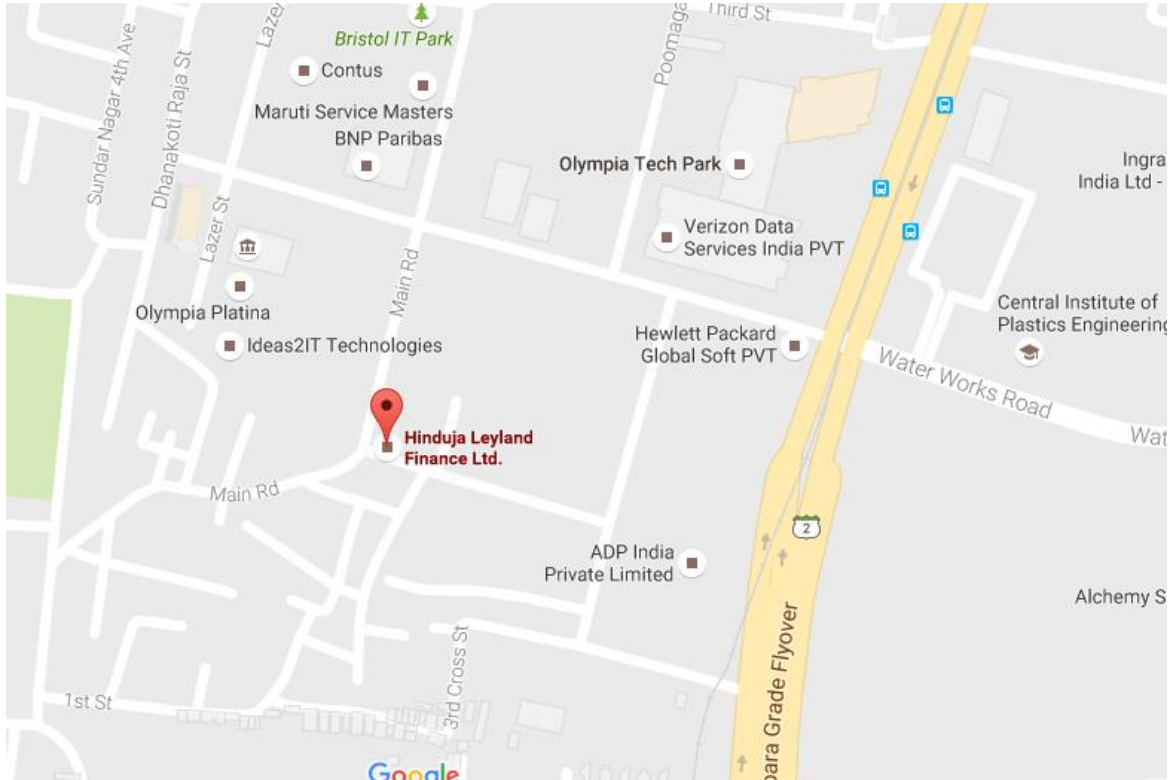
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## HINDUJA HOUSING FINANCE

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 resolutions.

### ROUTE MAP



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