HeroHousing Finance

October 13, 2026

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Subject: Submission of corrigendum to the notice of Extraordinary General Meeting ('EGM') pursuant to Regulations 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of Hero Housing Finance Limited ('the Company')

Dear Sir/Madam,

Pursuant to Regulation 50(2) of the Listing Regulation, as amended from time to time, We wish to inform that the EGM is being rescheduled due to certain unavoidable circumstances and will now commence at **06:00 P.M. (IST) today**, instead of the earlier scheduled time of **05:00 P.M. (IST).** In this regard, please find enclosed the revised documents w.r.t. Extraordinary General Meeting ('EGM') of Hero Housing Finance Limited

The revised documents are being circulated electronically today to those shareholders whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent, or Depository Participant(s).

- Notice of Extraordinary General Meeting (EGM) scheduled to be held **on Tuesday, October, 13 2026 at 06:00 P.M. (1800 Hours IST)** through Video Conferencing/ Other Audio-Visual Means; and

The Notice of the EGM is also available on the website of the Company at www.herohousingfinance.com.

Please take the above information in your records.

Thanking You,

Yours faithfully

For Hero Housing Finance Limited

ANJALI SINGH
Digitally signed by ANJALI SINGH
Date: 2026.10.13 14:00:17 +05'30'

Anjali Singh
Company Secretary & Compliance Officer
M. No.: A56345

Encl: A/a

CC:
Vistra ITCL (India) Limited
The Qube, 2nd floor, A wing, 202, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai, Marol Naka, Mumbai, Maharashtra, India, 400059

HERO HOUSING FINANCE LIMITED
Registered Office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057
Tel: 011-49487150
Website: www.herohousingfinance.com, **Email**: investors@herohfl.com
CIN: U65192DL2016PLC301481

NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the shareholders of **Hero Housing Finance Limited** will be held at **shorter notice** on **Tuesday, October 13, 2026** at 6:00 P.M., through **Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"),** to transact the following business:

ITEM NO. 1

APPROVAL FOR ENHANCEMENT IN THE LIMIT OF BORROWINGS

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions, if any, and subject to maximum permissible regulatory threshold as prescribed under the relevant Act/Regulation/Directions issued for Housing Finance Companies, the consent of the members be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof to borrow either domestic or offshore at its discretion, either from the Company's Bank or any other Bank(s), Financial Institution(s), National Housing Bank and/or any other Lending Institutions or persons whether Indian or Foreign, from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit which may exceed the aggregate of the paid-up share capital and free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 9,000 crore (Rupees Nine thousand crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion may deem necessary or desirable and their decision shall be final and binding.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Chief Financial Officer or Chief Compliance Officer or Company Secretary of the Company, may be furnished to any concerned person(s) /authority (ies) as may be required."

ITEM NO. 2

APPROVAL FOR PROVIDING THE SECURITY FOR SECURING THE BORROWING

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any

law for the time being in force or required from any other concerned Authorities and subject to maximum permissible regulatory threshold as prescribed under the relevant Act/Regulation/Directions issued for Housing Finance Companies, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include Committee of Directors) to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the company wheresoever situate, present and future such charge to rank either Specific exclusive charge, or pari-passu with and/or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks, National Housing Bank and other Lending Institution, and/ or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Refinance, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriated authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors/ any committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 9,000 crore (Rupees Nine Thousand Crore only).

RESOLVED FURTHER THAT in connection with foregoing resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to Indian or Foreign Financial Institutions, Banks, National Housing Bank or other Lending Institution(s), Trustee(s) and/or to such other persons, if any, for the holders of Debentures/bonds/ other instruments, to secure any rupee loans, foreign currency loans and/or the issue of Debentures/Bonds whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Chief Financial Officer or Chief Compliance Officer or Company Secretary of the Company, may be furnished to any concerned person(s) /authority(ies) as may be required."

ITEM NO. 3

TO APPROVE VARIABLE PAY TO MR. APUL NAYYAR (DIN: 01738973) AS DIRECTOR (WHOLE TIME DIRECTOR – EXECUTIVE) & CEO FOR THE FY 2025-26

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Section 198 and Schedule V, as applicable and all other provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, in line with Nomination and Remuneration Policy of the Company, basis of approval and recommendation of Nomination & Remuneration Committee & Board of Directors of the Company and applicable regulations/circulars issued by Reserve Bank of India or any other statutory authorities from time to time, Consent of the shareholders of the Company be and is hereby accorded to approve payment of variable pay of Rs. 3,43,61,605/- to Mr. Apul Nayyar as the

Director (Whole Time Director – Executive) & CEO of the Company, for the FY'26.

RESOLVED FURTHER THAT the Board (including Nomination and Remuneration Committee and/or any other Committee of Directors) or any of the Key Managerial Personnel of the Company be and are hereby authorised to take such steps and actions as may be required for the purpose of implementation of the aforesaid resolution.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Compliance Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things as necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to intimation to statutory/regulatory authorities, filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Compliance Officer and Company Secretary be and are hereby severally authorized to issue certified copy of this resolution."

ITEM No. 4

TO APPROVE THE REVISION IN REMUNERATION OF MR. APUL NAYYAR, (DIN: 01738973), DIRECTOR (WHOLE TIME DIRECTOR – EXECUTIVE) & CEO, FOR FY 2026-27 AND 2027-28.

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Section 198 and Schedule V, as applicable and all other provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, in line with Nomination and Remuneration Policy of the Company basis of approval and recommendation of Nomination & Remuneration Committee & Board of Directors of the Company and applicable regulations/circulars issued by Reserve Bank of India or any other statutory authorities from time to time, Consent of the shareholders of the Company be and is hereby accorded to approve the remuneration of Mr. Apul Nayyar as the Director (Whole Time Director – Executive) & CEO of the Company, for the FY'27 & FY'28, which shall be payable even in the event the Company has no profits or has inadequate profits during the stated period and with authority to the Board of Directors and on the recommendation of Nomination & Remuneration Committee, to alter, vary, increase, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions during his tenure from time to time as authorized by the shareholder and including such periodical increase in his remuneration and on such other terms and conditions as may be mutually decided between the Company and Mr. Apul Nayyar, Director (Whole Time Director - Executive) & CEO of the Company.

I. Basic Salary: Rs. 1,91,74,344 per annum.
II. Variable Amount: Rs. 2,82,82,152 per annum.
III. Perquisites, allowances and facilities: In addition to the above Basic Salary and Annual Performance Variable pay, details of Perquisites, allowances and facilities such as -
    a. Special Allowance – Rs. 40,41,840 per annum (on actual basis as per Company policy)
    b. House Rent Allowance – Rs. 1,24,63,320 per annum (on actual basis as per Company policy)
    c. Personal Accident / Life / Mediclaim Insurance policy - Rs. 1,29,552 per annum (on actual basis as per Company policy)
    d. Leave & Leave encashment – As applicable
    e. Contribution to Provident Fund, Superannuation or Annuity Funds – Rs. 23,00,916 per annum (on actual basis as per Company policy)
    f. Gratuity - As applicable
    g. LTA, Education Allowance, Meal Coupon, Special expenses - Rs. 60,24,552 (on actual basis as per Company policy)

h. Car & Related benefits – Rs. 38,01,324 (on actual basis as per Company policy)
i. Grant of stock options – 67,50,000 (quantum of options as allocated on actual basis as per Company policy.

Cost to Company (CTC) for FY'27 & FY'28 shall be up to Rs. 7,62,18,000/- per year encompassing indicative Variable Pay as part of the CTC, governed by the Company's Variable Pay policy, and shall be based on the performance of Mr. Apul Nayyar and his contribution towards the growth and performance of the Company. The Variable Pay payout may exceed the indicative amount included in the aforesaid CTC, subject to the terms of the applicable Variable Pay Policy (upto 160% depending upon Company's overall rating & his individual rating) and relevant approvals, wherever required. The revised remuneration shall remain in force until any further revision is proposed by the Board on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to approve an increase in remuneration of up to 10% per annum, as may be deemed appropriate and recommended by the NRC from time to time, till FY'28.

RESOLVED FURTHER THAT the Board (including Nomination and Remuneration Committee and/or any other Committee of Directors) or any of the Key Managerial Personnel of the Company be and are hereby authorised to take such steps and actions as may be required for the purpose of implementation of the aforesaid resolution.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Compliance Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things as necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to intimation to statutory/regulatory authorities, filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Compliance Officer and Company Secretary be and is hereby severally authorized to issue certified copy of this resolution."

By Order of the Board
For Hero Housing Finance Limited

ANJALI SINGH Digitally signed by ANJALI SINGH

Anjali Singh
Company Secretary
M. No. A56345

Date: September 18, 2026
Place: Gurugram

Registered Office:
9, Community Centre, Basant Lok,
Vasant Vihar, New Delhi- 110057,
CIN: U65192DL2016PLC301481
Phone: 011-49487150
Email Id: investors@herohfl.com
Website: www.herohousingfinance.com

HeroHousing Finance

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its Circular dated 08th April, 2020, 13th April, 2020, 15th June, 2020, September 28, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022 and 28th December, 2022, 25th September 2023, 19th September, 2024, September 22, 2025 (collectively referred to as 'MCA Circulars') and any amendment/notification thereof issued by MCA, allowed companies to conduct their EGMs till the further order by MCA in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the Extra Ordinary General Meeting of the Company (hereinafter referred as "EGM") will be conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the EGM shall be the Registered Office of the Company.

2. **AS THE MEETING IS BEING HELD VIA AUDIO VISUAL MEANS, THE PHYSICAL ATTENDANCE OF THE SHAREHOLDERS HAVE BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY TO APPOINT A PROXY BY THE SHAREHOLDERS WILL NOT BE AVAILABLE FOR THE EGM. THEREFORE, THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

3. Attendance of shareholders present through Audio Visual Means shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013 read with Secretarial Standard-2 issued by the Institute of Companies Secretaries of India ("**Secretarial Standards**").

4. In accordance with aforesaid MCA Circulars, the Notice of EGM are being sent only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- Shareholders holding shares in dematerialized form, are requested to register/update their email addresses with the Depository Participants with whom the demat account is maintained.

5. Copies of the documents available for inspection shall be available at the Registered Office of the Company and electronically for inspection of the shareholders during business hours between 10:00 a.m. and 6:00 p.m. on all working days, except Saturdays and Sundays.

6. The Chairperson for the Meeting shall be appointed in accordance with the section 104 of the Act read with Secretarial Standards.

7. In terms of the provisions of Section 112 and 113 of the Act read with Secretarial Standards along with the said MCA Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the EGM through VC/OAVM on their behalf and participate thereat. Such Corporate Shareholders are required to send the certified copy of the Board resolution authorizing their representative to attend the EGM through VC/OAVM and vote on their behalf to anjali.singh@herohfl.com before the commencement of EGM.

8. In accordance with the aforementioned MCA circulars, the Notice of calling the EGM is available on the website of the Company at https://www.herohousingfinance.com/financial-performance.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standards which sets out details relating to special business to be transacted at the EGM is annexed hereto.

10. **INSTRUCTIONS FOR JOINING THE MEETING THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIOVISUAL MEANS (OAVM)**

Shareholders can join the meeting through VC/OAVM facility by following the steps below:

1. Shareholders are required to download Zoom application in their systems and to click on "Join a meeting" option as shown at the top of the Home page of that application. Enter the meeting Id, passcode and click on 'Join' option for joining the meeting or click on meeting invite link as mentioned in the point no. 2

below.

2. Joining through the Meeting link as mentioned below Meeting ID (Click to follow link):

   https://us06web.zoom.us/j/86132094176?pwd=4jpsWPMx4VTb3a6GbRlrrUkRY4JDnr.1

   Meeting ID: 861 3209 4176
   Passcode: 654331

3. Further, Shareholders will be required to use Internet with a good bandwidth to avoid any disturbance during the meeting.

4. Shareholders are requested to use stable Wi-Fi or LAN connection to mitigate any kind of technical glitches.

In case of any queries regarding Audio Visual facility before or during the meeting, Shareholders may write to anjali.singh@herohfl.com to receive a response. Shareholders desiring any assistance relating to joining the meeting are requested to write to us at least 24 hours before the meeting to enable us to assist you effectively.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, read with Secretarial Standards the following Explanatory Statement sets out all material facts relating to the special business under Item No. 1 mentioned in the accompanying Notice.

ITEM NO. 1 & 2

In view of the expected growth in the business of the Company, it is necessary for the Company to borrow from various sources and to enhance the existing borrowing limit from Rs. 7,500 crore to Rs. 9,000 crore. The Board in their meeting dated July 28, 2026 has approved the proposal of enhance the limit to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves & security premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 9,000 crore (Rupees Nine Thousand crore only).

The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time. Further, the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 require that such a Resolution be passed by way of a Special Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are in anyway

concerned or interested (financially or otherwise) in the special resolution(s) set out at Item No. 1 & 2.

ITEM NO.03

TO APPROVE VARIABLE PAY TO MR. APUL NAYYAR (DIN: 01738973) AS DIRECTOR (WHOLE TIME DIRECTOR – EXECUTIVE) & CEO FOR THE FY 2025-26

Mr. Apul Nayyar, Whole-time Director (Executive) and Chief Executive Officer of the Company, has played a pivotal role in the Company's business growth, strategic development, operational excellence and overall performance during the Financial Year 2025–26. Under his leadership and guidance, the Company witnessed significant progress across key business and financial parameters, resulting in substantial growth in operations and a considerable improvement in profitability during the year under review.

In recognition of his exemplary leadership, sustained efforts, and significant contribution towards the achievement of the Company's strategic and financial objectives, the Nomination and Remuneration Committee, after evaluating his performance against the approved performance parameters and considering the overall performance of the Company, has recommended to the Board the payment of Variable Pay aggregating to Rs. 3,43,61,605/- for the Financial Year 2025–26 to Mr. Apul Nayyar, Director (Whole-time Director – Executive) and Chief Executive Officer of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee and considering the exceptional contribution made by Mr. Apul Nayyar towards the Company's growth and enhanced profitability, approved the same and recommends the resolution set out in the accompanying Notice for approval of the Members.

Having regard to the above, the resolution set out at item No. 3 have been proposed and the Board of Directors recommended the same for approval of shareholders as Special Resolution based on the recommendations of the Nomination and Remuneration Committee.

Except Mr. Apul Nayyar and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

TO APPROVE THE REVISION IN REMUNERATION OF MR. APUL NAYYAR, (DIN: 01738973), DIRECTOR (WHOLE TIME DIRECTOR – EXECUTIVE) & CEO, FOR FY 2026-27 AND 2027-28.

The members may please note that Mr. Apul Nayyar as Director (Whole Time Director – Executive) & CEO was appointed w.e.f. June 9, 2023 for a period of five years.

Mr. Apul Nayyar is not disqualified from being appointed as the Director (Whole Time Director – Executive) & CEO of the Company in accordance with the Companies Act, 2013 ("Companies Act") and satisfies the 'Fit and Proper' criteria based on the policy adopted by the Company as mandated by the Reserve Bank of India for the directors of Housing Finance Companies under the Reserve Bank of India (Housing Finance Companies) Directions, 2025.

The Board, on the basis of recommendation of NR Committee and subject to approval of members in this general meeting by way of special resolution, has also considered and approved the remuneration of Mr. Apul Nayyar, Director (Whole Time Director – Executive) & CEO for the FY'27 & FY'28.

Having regard to the above, the resolution set out at item No. 4 have been proposed and the Board of Directors recommended the same for your approval as Special Resolution based on the recommendations of the Nomination and Remuneration Committee.

The following additional information as required under Schedule V of the Companies Act, 2013 for Item No. 4 is given below.

It is noted that the Company had commenced its operations in April, 2018 and currently is in the phase of expansion. In view of the same, the payment of the managerial remuneration for the said year(s) may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013. Further, by passing of Special Resolution in general meeting, the Company may provide the remuneration in excess of limits mentioned in Schedule V of the Companies Act, 2013.

The information required under Part I and Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows -

I. General information:

(1) Nature of industry - Housing Finance Company registered with National Housing Bank (NHB) vide Certificate of Registration No. 07.0159.17 dated August 21, 2017.

(2) Date or expected date of commencement of commercial production – The Company had commenced its operations in the month of April, 2018.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

(4) Financial performance based on given indicators - During the financial year ended March 31, 2026, the Company had earned a total income of Rs. 843.94 crore with a profit after tax of Rs. 80.49 crore.

(5) Foreign investments or collaborations, if any. - The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last five financial years.

II. Information about the appointee:

(1) Background details - Mr. Apul Nayyar brings over 21 years of experience in the financial services industry. A Chartered Accountant by qualification, he has previously served as Executive Director on the Board of Capital First Limited and has held leadership positions with Citigroup, Merrill Lynch and India Infoline (IIFL). He is also alumen from Ross School of Business, University of Michigan under the Global Program for Management Development (GPMD).

(2) Past remuneration – During the Financial Year 2025-26, Rs. 8.63 crore (including variable pay for FY 2023-24 and 2024-25 were paid during the year) was paid as remuneration to Mr. Apul Nayyar.

(3) Recognition or awards – Mr. Nayyar has won numerous accolades and awards including the prestigious BFSI leader of the year award in 2012 and Udhyog Rattan award 2014. He is considered as a thought-provoking leader, leading voice and driving force in the growth of the MSME sector in India for driving innovative financial products supporting the growth of this segment.

(4) Job profile and his suitability – The Board believes that the Company will benefit from professional expertise and rich experience of Mr. Apul Nayyar as Director (Whole Time Director – executive) & CEO of the Company.

Mr. Apul Nayyar as Director (Whole Time Director – executive) & CEO of the Company has devoted his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the

Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board. Given he is well known in the industry for his illustrious career in leadership positions across functions including Product Development, Marketing, Sales & Distribution, Risk Management, Product Portfolio Management, Treasury Management and Insurance. In his former role with IDFC First Bank, Mr. Nayyar was Heading Retail Assets, Retail Liabilities, Rural Banking, Digital Banking, Product & Marketing, Strategic Alliances and Business Credit functions with business size of more than 50,000 crore.

(5) Remuneration proposed - Details of proposed remuneration is presented above in the Resolution.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) – The current remuneration being paid to the Executive Director (looking at the profile of the position and person is equal or lower than the remuneration being paid by the companies' comparable size in the industry in which the Company operates.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. – Besides the remuneration proposed to be paid to Mr. Apul Nayyar, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other information:

(1) Reasons of loss or inadequate profits if any – In case of loss or inadequate profits that may occur during the aforesaid period may be due to new business with focus on increasing distribution and expansion of the Company.

(2) Steps taken or proposed to be taken for improvement - Leveraging distribution coupled with technology and innovative products

(3) Expected increase in productivity and profits in measurable terms - The Company is cognizant about improvement in performance and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Annexure A

INFORMATION, PURSUANT TO THE STANDARD 1.2.5 OF SECRETARIAL STANDARD – 2, ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA, ABOUT THE DIRECTOR INCLUDING EXECUTIVE DIRECTOR PROPOSED TO BE APPOINTED OR RE-APPOINTED

Name of Director	Mr. Apul Nayyar
Age	August 07, 1972 (54 Years)
Qualification	B. Com (Hons) and CA
Experience	Project Development, Marketing, Sales & Distribution, Risk Management, Product Portfolio Management, Treasury Management and Insurance.
DIN	01738973
Terms & Condition of appointment/ reappointment	As per the terms and conditions as approved by Board /Shareholder
Details of remuneration sought to be paid	As mentioned in the resolution
Remuneration last drawn	During the Financial Year 2025-26, Rs. 8.63 crore (including variable pay for FY 2023-24 and 2024-25 were paid during the year) was paid as remuneration to Mr. Apul Nayyar.
Date of first appointment on the Board	9th June, 2020
Shareholding in the Company	6,75,000 Equity Shares.
Relationship with Directors, Manager and other Key Managerial Personnel	There is no relationship with Directors and other Key Managerial Personnel.
No. of meetings of the Board attended during the financial year 2025-26	5
Directorship in other Companies	No Directorship in other Companies.
Chairmanship / membership of Committees of other Boards	NA

The approval of the members is sought for the remuneration payable to Mr. Apul Nayyar, Director (Whole Time Director - Executive) & CEO, for the FY'27 & FY'28 by way of special resolution.

Except Mr. Apul Nayyar, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3.

Your directors recommends the passing of the Special Resolution(s) proposed at Item No. 4 of this Notice

By Order of the Board
For Hero Housing Finance Limited

ANJALI SINGH Digitally signed by ANJALI SINGH

Anjali Singh

Company Secretary
M.No. A56345

Date: September 18, 2026
Place: Gurugram

Registered Office:
9, Community Centre, Basant Lok,
Vasant Vihar, New Delhi- 110057,
CIN: U65192DL2016PLC301481
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Email Id: investors@herohfl.com
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