

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF HOME FIRST FINANCE COMPANY INDIA LIMITED (“COMPANY”) WILL BE HELD ON SHORTER NOTICE ON WEDNESDAY, 30th OCTOBER, 2019 AT 10.00 A.M. AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI (EAST) MUMBAI – 400059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. Increase in investment limits for Non-resident Indians and Overseas citizens of India:

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 applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by the Non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, in the equity shares of face value of ₹ 10 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary is authorized to certify the true copy of the aforesaid resolutions.”

2. Sub-Division of face value of Equity shares:

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

“RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and the applicable provision of the articles of association of the Company, the consent and approval of the Shareholders be and is hereby accorded to, the proposal of sub-division of 25,000,000 fully paid up equity shares of face value of ₹ 10 each in the share capital of the Company into 125,000,000 equity shares of face value of ₹ 2 each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including the Companies (Incorporation) Rules, 2014, as amended) (collectively referred to as the “Companies Act”), the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause V of the memorandum of association of the Company (“Memorandum of Association”) with the following clauses:

“V. The Authorized Share Capital of the Company is ₹ 250,000,000/- (Rupees Twenty Five Crore only) divided into 125,000,000 (Twelve Crore Fifty Lakh) equity shares of ₹ 2/- (Rupees Two only) with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or by the Company in General Meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorized to take all the necessary steps for giving effect to the foregoing resolution, including issue corporate action form to the depositories, issue of new share certificate in lieu of the existing issued share certificate in terms of the foregoing resolutions, issue allotment letters, if required, incur necessary expenses including payment of stamp duty, if any, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, each share shall rank in all respects with the existing fully paid-up Equity Shares of ₹ 10 each of the Company.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary is authorized to certify the true copy of the aforesaid resolutions.”

3. Appointment of Mr. Deepak Satwalekar as a Non-Executive Independent Director:

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

“RESOLVED THAT Mr. Deepak Satwalekar (DIN: 00009627), who was appointed by the Board of Directors as an Additional Director of the Company effective October 23, 2019 and who holds office up to the date of this General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act as amended from time to time, Mr. Deepak Satwalekar, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors/ Chief Financial Officer or the Company Secretary be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary is authorized to certify the true copy of the aforesaid resolutions.”

4. Increase in investment limits for Foreign Portfolio Investors:

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

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), the limit of investment by foreign portfolio investors in the equity shares of face value of ₹ 2 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 24% to 49% of the paid-up equity share capital of the Company, provided however that the shareholding of each foreign portfolio investor in the Company

shall not exceed 10% or such other limit as may be stipulated by RBI in each case, from time to time.”

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

RESOLVED FURTHER THAT the Company Secretary is authorized to certify the true copy of the aforesaid resolutions.”

By order of the Board of Directors,
For **Home First Finance Company India Limited**

Shreyans Bachawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: October 25, 2019

Notes:

1. **A MEMBER ENTITLED TO ATTEND, AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts is annexed hereto.
3. In pursuance to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, Proxies in Form MGT-11, in order to be valid and effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the date of the meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send at the Registered Office of the Company a certified copy of their Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 or Power of Attorney, if any, authorizing their representative together with their specimen signature(s) to attend and vote at the Meeting.
6. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.
10. EGM Notice along with the Attendance Slip, Proxy Form and Shorter Notice Consent is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.
11. The Shareholders may choose to hold the Ordinary Shares of the Company in the demat mode. The ISIN as allotted by **NSDL is INE481N01017**. In case of any query, you may please get in touch with the Company or the Registrar & Transfer Agent i.e. Karvy Fintech Private Limited Add: Karvy Selenium, Tower B, Plot No 31-32, Gachibowli, Nanakramguda, Hyderabad – 500 032. Phone: 040 6716 1563.
12. EGM Notice will also be available on the website of the Company www.hffc.in.
13. Shorter notice consent is attached with this notice for approval of members to call this meeting at shorter notice than required under the Companies Act, 2013 and the Articles of the Company. Members are requested to send the same to enable the Company to hold the meeting on 30th October, 2019, (if the consent is received from majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the Company as gives a right to vote at the meeting) as required under section 101 of the Companies Act 2013.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to all the businesses mentioned in the accompanying Notice.

Item No. 1

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the “**FEMA Rules**”), the Master Direction – Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the “**FEMA Laws**”), the Non-resident Indians (“**NRI**”) and the Overseas Citizens of India (“**OCI**”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of a listed Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders of the Indian company and followed by necessary filings with Reserve Bank of India. In light of the proposed listing of the Equity Shares, the Board of Directors of the Company has, at its meeting held on September 19, 2019 (“**Board Resolution**”), proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs to 24% of the paid up equity share capital of the Company.

Further, please note that the FEMA Rules came into force on October 17, 2019, post the date of the Board Resolution, in supersession of, inter alia, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (“**FEMA 20(R)**”). Accordingly, references to FEMA20(R) should be read as references to the FEMA Rules.

None of the directors or the key managerial personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Item No. 1 of the accompanying Notice for your approval as a special resolution.

Item No.2

The Company proposes a sub-division of the Company’s equity shares having a face value of ₹ 10 (Rupees Ten only) each into equity shares having a face value of ₹ 2 (Rupee Two only) each subject to regulatory approvals, if any. Further, in view of the sub-division of face value of equity shares of the Company, and the notification of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, the memorandum of association of the Company is required to be altered. Accordingly, the existing Clause V of the memorandum of association of the Company, are proposed to be substituted with the following:

“V. The Authorized Share Capital of the Company is ₹ 250,000,000/- (Rupees Twenty Five Crore only) divided into 125,000,000 (Twelve Crore Fifty Lakh) equity shares of ₹ 2/- (Rupees Two only) with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or by the Company in General Meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.”

A copy of the amended memorandum of association of the Company will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in memorandum of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested financially or otherwise in the said resolution except to the extent of their shareholding.

The board of directors of the Company recommends the resolution set out at Item No. 2 of the accompanying Notice for your approval as an ordinary resolution.

Item No. 3

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Deepak Satwalekar, as an Additional (Non-Executive Independent) Director of the Company, not liable to retire by rotation, effective October 23, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Satwalekar will hold office up to the date of the ensuing General Meeting and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, along with the requisite deposit of ₹1,00,000/-, proposing the candidature of Mr. Satwalekar for the office of Director.

The Company has received from Mr. Deepak Satwalekar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Satwalekar as a Non-Executive Independent Director of the Company for a period commencing October 23, 2019. Mr. Satwalekar, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Satwalekar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mr. Satwalekar as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Except Mr. Satwalekar, None of the directors or the key managerial personnel of the Company or the relatives of the aforementioned persons are interested financially or otherwise in the said resolution.

The Board recommends the resolutions set out at Item No. 3 of the accompanying Notice for your approval as an ordinary resolution.

Item No. 4

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the “**FEMA Rules**”), the Master Direction – Foreign Investment in India issued by RBI through Master Direction No. 11/2017-18 and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the “**FEMA Laws**”), the foreign portfolio investors registered with the Securities and Exchange Board of India (“**SEBI**”) can acquire and hold up to an aggregate limit of 24% of the paid up equity share capital of a listed Indian company. Further, in terms of the FEMA Rules, the FPI limit will automatically increase to the applicable sectoral limit with effect from April 1, 2020, which can be decreased to a lower limit, as prescribed under the FEMA Rules, by a special resolution to that effect by the shareholders prior to March 31, 2020. Considering the proposal of intending to get the shares of the Company listed, the board of directors of the Company (“**Board**”) has, at its meeting held on September 19, 2019 (“**Board Resolution**”), proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of foreign portfolio investor to 49% of the paid up equity share capital of the Company.

Further, please note that the FEMA Rules came into force on October 17, 2019, post the date of the Board Resolution in supersession of, inter alia, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended.

None of the directors or the key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions set out at Item No. 4 of the accompanying Notice for your approval as a special resolution.

By order of the Board of Directors,
For **Home First Finance Company India Limited**

Shreyans Bachhawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: October 25, 2019

FORM No. MGT – 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65990MH2010PLC240703
Name of the company: Home First Finance Company India Limited
Registered office: 511, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400059

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No	
*DP ID// Client Id:	

(* Applicable for Members holding share(s) in electronic form)

I/We, being a Member (s) of shares of the above-named company, hereby appoint:

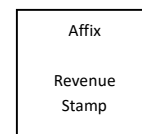
1. Name:
Address:
Email Id:
Signature:failing him/her
2. Name:
Address:
Email Id:
Signature:failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 30th October, 2019 at 10.00 A.M. at 511, Acme Plaza, Andheri Kurla Road, Andheri (East) Mumbai - 400 059 and at any adjournment(s) thereof in respect of such resolution as are indicated below:

Sr. No.	Particulars
	SPECIAL BUSINESS:
1.	Increase in investment limits for Non-resident Indians and Overseas citizens of India.
2.	Sub-Division of face value of Equity shares.
3.	Appointment of Mr. Deepak Satwalekar as a Non-Executive Independent Director.
4.	Increase in investment limits for Foreign Portfolio Investors.

Signed this _____ day of _____ 2019

Signature of Shareholder:



Note: Sign across the revenue stamp affixed herein above

Signature of Proxy holders (s):

Note:

1. This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Home First Finance Company India Limited
(CIN: U65990MH2010PLC240703)

Registered Office: 511, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059
Email: loanfirst@homefirstindia.com Telephone: 022 28241485 Website: www.hffc.in

ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING DATED 30th October, 2019

Folio No./DP ID-Client Id:

Full Name of the Member/Authorized Representative in Block Letters:

.....

Name of Joint Member(s), if any:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

I/We certify that I/We am/ are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of Home First Finance Company India Limited being held on Wednesday, October 30, 2019 at 10.00 A.M. at 511, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059

Signature of the Shareholder/Proxy/Representative

Signature of 1st Joint Holder

Signature of 2nd Holder

Note-

- 1. (Please complete this attendance slip and hand it over at the entrance of the Venue)**
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

Route map of Venue of Extra Ordinary General Meeting of Home First Finance Company India Limited to be held on October 30, 2019 is attached herewith

