

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10th ANNUAL GENERAL MEETING OF HOME FIRST FINANCE COMPANY INDIA LIMITED SHCHEDULED TO BE HELD ON WEDNESDAY, 12th JUNE, 2019 AT 10 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI EAST, MUMBAI - 400059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

Adoption of the Financial Statements

1. To receive, consider and adopt the audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement with notes forming part thereof, the Directors' Report (along with all the annexures) and Auditors report for the financial year ended 31st March 2019.

Ratification of Appointment of Auditor for FY 2019-20

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

"RESOLVED THAT pursuant to Sections 139 and any other applicable provision of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, having ICAI registration number (FRN: 001076N/N500013), as Statutory Auditors of the Company be and is hereby ratified for the financial year 2019-20 and the Board of Directors be and are hereby authorized to fix the remuneration in consultation with the auditors."

SPECIAL BUSINESS

Borrowing Powers

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, 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 include a duly constituted Committee/ sub-committee), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate etc. notwithstanding that the

monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 5,000 crores (Rupees Five Thousand Crores only) over and above the aggregate of the then paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the KMP's of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem 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."

Charge on Assets

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, 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 include a duly constituted Committee/ sub-committee) for creation of charge / mortgage / pledge / hypothecation on security in addition to existing charge(s) / mortgage / pledge / hypothecation created by the Company in favour of the lenders, in such form and manner and with such ranking and at such time and on such terms as may be agreed between the Board and the lender(s), on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company wherever situated, as the case may be in favour of the Lender(s), Agent(s), Trustee(s) etc, for securing the borrowings availed / to be availed by the Company by way of loan(s) or in any other form (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing

various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or KMP's of the Company be and is hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement

5. 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 Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provisions of Memorandum of association and Articles of association of the Company and subject to the approval /consent of such appropriate authorities, as may be required, under any statute for time being in force, the approval of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly constituted Committee/ sub-committee)to make offer(s) or invitation(s) to subscribe for redeemable/ non-convertible debentures on private placement for an amount aggregating up to Rs.400 Crores (Rupees Four Hundred Crores), whether listed/unlisted, secured / unsecured or otherwise, in one or more series / tranches to financial institution(s)/bank(s)/mutual fund(s)/body corporate(s) / company(ies)/any other entities/persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including timing/s of the issue of the said Debentures be issued, the consideration for the issue, coupon /interest, utilization of the issue proceeds and all matters connected with or incidental thereto and that this resolution shall be effective and valid till one year from the date of passing this resolution.

RESOLVED FURTHER THAT any of the Directors or KMP's of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be required to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company."

Approval to increase the options in current ESOP policy defined as ESOP II

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

“RESOLVED THAT in partial modification of the earlier resolution passed by the Members on February 28, 2018 and in accordance with the provisions of the Section 62 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, if any, ESOP II scheme of the Company, which was approved by the shareholders at the general meeting held on February 28, 2018 and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations (including any statutory amendment, modification or re-enactment to the Act or the regulation for the time being in force) and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed by any authority while granting such approval(s), permission(s) and sanction(s) the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which shall deemed to include any committee) to increase the existing pool of ESOPs to be granted to the eligible employees under ESOP II by 137510 (One Lakh Thirty Seven Thousand Five Hundred Ten) options.

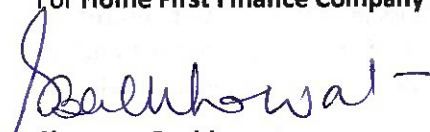
RESOLVED FURTHER THAT together with the existing and increased pool the aggregate of total number of options in ESOP II stands at 825058 while other terms and conditions of the scheme remains constant.

RESOLVED FURTHER THAT for the purpose of giving effect to the intent of this resolution, any of the Directors or the KMP’s be and is hereby severally authorized on behalf of the Company, to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper and to settle all questions, difficulties or doubts at any stage without requiring the Board to obtain any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or any Officer(s) of the Company.”

By order of the Board of Directors,

For Home First Finance Company India Limited



Shreyans Bachhawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: May 20, 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 INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for other shareholder.
3. The Explanatory Statement for the proposed Special Businesses pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts is annexed hereto.
4. 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.
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, authorizing their representative together with their specimen signature(s) to attend and vote at the Meeting.
6. Attendance slip, Proxy form and route map of the venue of the meeting are annexed thereto.
7. 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.
8. 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.
9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. 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 Computershare Private Limited Add: Karvy Selenium, Tower B, Plot No 31-32, Gachibowli, Nanakramguda, Hyderabad – 500 032. Phone: 040 6716 1563.
11. AGM Notice will also be available on the website of the Company www.hffc.in.

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the all the businesses mentioned in the accompanying Notice dated May 20, 2019:

Item No. 3& 4

The Members of the Company at its Annual General Meeting held on 7th July, 2018, approved by the way of special resolution under section 180(1)(c) of the companies Act, 2013 and authorized the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies up to Rs. 3000 crores (Rupees Three thousand crores). Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013(the "Act") to an amount not exceeding Rs.5000 Crores (Rupees Five Thousand Crores)over and above the then paid up capital.

The borrowings by the Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Consent of the Shareholders are required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings up to the limits as propose to be approved under section 180(1)(c).

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the Notice.

The special resolutions as set out in item nos. 3 and 4 of this Notice are accordingly recommended for your approval.

Item No. 5

In view to leverage the fund requirements of the Company and to augment the capital base of the Company, the Company is proposing to raise funds through the issuance of Non-Convertible Debentures (NCDs) whether listed/unlisted, secured/unsecured or otherwise, in one or more series / tranches on private placement, issuable / redeemable at par in accordance with the provisions of the Companies Act, 2013.

Section 42 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules") specifies that a company making a private placement of its securities is required to obtain the approval of the Members by way of a Special Resolution for each offer or

invitation. However, 2nd proviso to Rule 14(2) of the Rules states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, it shall be sufficient if the company passes special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, *inter alia*, the ongoing working capital requirement and for general corporate purposes, the Company, in accordance with its fund requirement, may require offering or inviting subscription for redeemable non-convertible debentures listed/unlisted, secured /unsecured or otherwise, in one or more series / tranches on private placement, issuable / redeemable at par.

This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time and is valid for a year from the conclusion of this Annual General Meeting.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. The Company believes in rewarding its employees including the directors and management of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. Further, as compared to the last year the total employee base of the Company has almost doubled. The total number of employees as at 31st March 2019 were 675. In order to motivate the employees and align them with the long-term growth and financial success of the Company and to retain the best of talent the Company intends to increase the ESOP pool by adding further 137510 (One Lakh Thirty-Seven Thousand Five Hundred Ten) options. The other terms and conditions of the original scheme shall remain constant/unchanged.

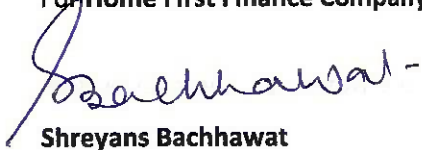
It is to be further informed that there were 1,12,250 options available as on date and together by adding the increased options the total number of options available in ESOP II shall stand at 249760. Further, such number of options would be available for grant to the eligible employees of the Company under ESOP II, in one or more tranches and the total exercisable options under ESOP II shall not be more than 825058 equity shares of the Company at a face value of Rs.10/- each fully paid-up. Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP II, within the overall ceiling.

The grant date for the options shall be determined by the Board or the Board may delegate the authority to any Committee or Director or Officer of the Company. There will be a minimum period of 1 (one) year between the grant of options and the vesting of options.

The above proposal is in the interest of the Company and the directors recommend the resolution to be passed as special resolution by the members.

Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution set out at Item No. 6 of the Notice.

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



Shreyans Bachhawat
Company Secretary
Mem No A26700

Place: Mumbai
Date: May 20, 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 10th Annual General Meeting of the Company to be held on Wednesday, June 12, 2019 at 10.00 am 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
	ORDINARY BUSINESS
1.	To receive, consider and adopt audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement along with Directors' Report (along with all the annexures) and Auditors report for the financial year ended 31 st March 2019
2.	Ratification of Appointment of Statutory Auditors for FY 2019-20
	SPECIAL BUSINESS
3.	Approval to borrow money
4.	Approval to create charge / pledge / mortgage on security
5.	Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement
6.	Approval to increase the options in current ESOP II

Signed this _____ day of _____ 2019

Signature of Shareholder:



Note: Sign across the revenue stamp affixed herein above

Signature of Proxy holders (s):

Note: 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
Telephone 022 6742 5118 Website www.hffc.in

ATTENDANCE SLIP
Annual General Meeting dated 12th June, 2019
(Please complete this attendance slip and hand it over at the entrance of the Venue)

Folio No./DP ID-Client Id:

Full Name of the Shareholder/ 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 Tenth (10th) Annual General Meeting of Home First Finance Company India Limited will be held on Wednesday, June 12, 2019 at the Registered Office of the Company at 511, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059.

Signature of the Shareholder/Proxy/Representative

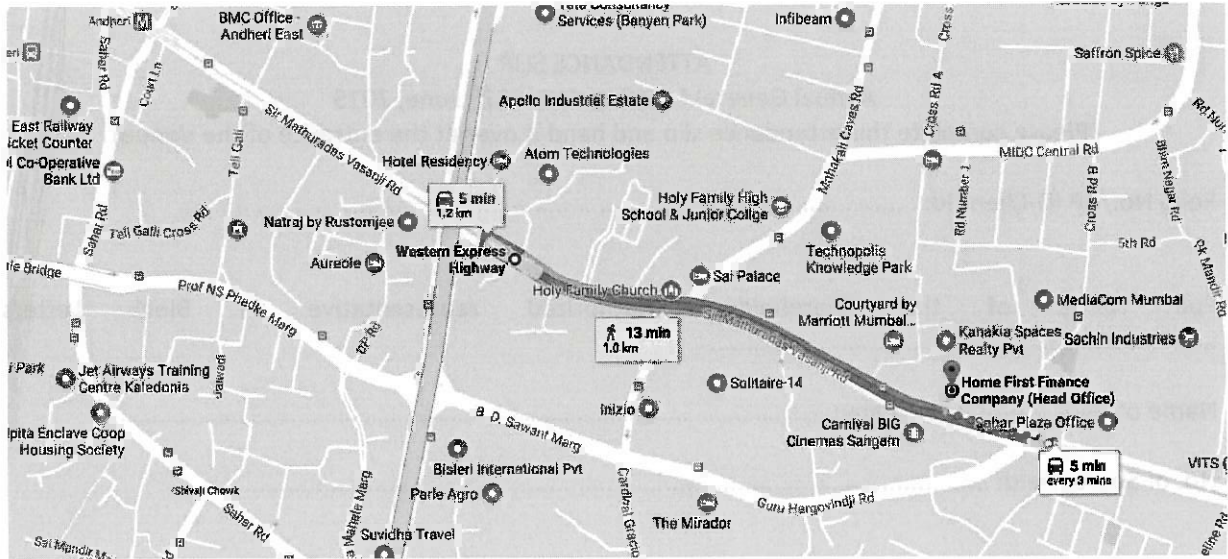
Signature of 1st Joint Holder

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 10th Annual General Meeting of Home First Finance Company India Limited to be held on June 12, 2019 is attached herewith



SUPPLEMENTARY NOTICE

THIS SUPPLEMENTARY NOTICE OF THE 10TH ANNUAL GENERAL MEETING (AGM) OF HOME FIRST FINANCE COMPANY INDIA LIMITED IS ISSUED TO TRANSACT THE FOLLOWING ADDITIONAL SPECIAL BUSINESS AT THE AGM SCHEDULED ON WEDNESDAY, 12th JUNE, 2019, AT 10 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI EAST, MUMBAI – 400059 AND SHALL FORM A PART OF THE NOTICE OF THE AFORESAID AGM DATED 20TH MAY, 2019

Special Business:

7. INCREASE IN AUTHORIZED CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 & Section 61 of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of Rs.10/- each to Rs. 25,00,00,000 (Rupees Twenty-five Crores only) divided into 2,50,00,000 Equity Shares of Rs.10/- and which shall rank pari passu with the existing shares of the Company.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty-Five Crores Only) divided into the following classes:


- (i) 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each

with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, and privileges as may be determined in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT any one of the Director(s) of the Company, be and is hereby authorized to execute, sign (whether physical or digital) such documents, forms etc. and undertake all such acts, deeds and matters as may be necessary, proper or expedient to give effect to the aforesaid 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: June 04, 2019

Notes:

1. This Supplementary Notice is issued at shorter period before the AGM than as required under Section 101 of Companies Act, 2013 ('the Act'). The shareholders are requested to provide their consent, pursuant to the aforesaid Section of the Act, for such shorter notice by writing to the Company Secretary before the commencement of the AGM.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 forms part of this Notice.

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

Item No. 7 relating to increase in Authorized Share Capital

The present Authorized Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 Equity Shares of Rs.10/- each.

As such, to facilitate further issuance of Share capital of the Company from time to time, it is proposed to increase the Authorized Share Capital of the Company and hence, Capital Clause of the Memorandum of Association (MOA) needs to be altered in the manner as provided in the Ordinary Resolution at Item No. 7.

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013, alteration in the MOA, by way of increase in Authorized Share Capital of the Company, requires approval of members of the Company by way of a resolution. Hence, the ordinary resolution at Item No. 7 is placed for approval of the members.

The MOA after incorporating the proposed amendment as above, is available for inspection at the meeting and during the business hours at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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



Shreyans Bachhawat
Company Secretary
Mem. No: A26700

Place: Mumbai
Date: June 04, 2019

