

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 11<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) OF HOME FIRST FINANCE COMPANY INDIA LIMITED (“COMPANY”) SHCHEDULED TO BE HELD ON SATURDAY, JUNE 20, 2020 AT 11.00 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:**

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### Ordinary Business:

**1. Adoption of the Audited Financial Statements:**

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 31<sup>st</sup> March 2020.

**2. Ratification of Appointment of Statutory Auditors of the Company for FY 2020-21:**

“**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 2020-21 and the Board of Directors be and are hereby authorized to fix the remuneration in consultation with the statutory auditors.”

**3. Rotation of Director:**

To appoint a Director in place of Mr. Maninder Singh Juneja (DIN:02680016) who retires by rotation, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

**4. Approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures and/or any other hybrid instruments of the Company on private placement basis.**

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, the Companies (Share Capital and Debentures) Rules, 2014 the Housing Finance Companies issuance of Non- Convertible Debentures on private placement basis (NHB) Directions, 2014 the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 (“NCDs) and/ or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II Capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010 on private placement for an amount aggregating up to Rs.600 Crores (Rupees Six 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 provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments will be within the overall limit of borrowing as approved by the Members of the Company , from time to time.”.

**RESOLVED FURTHER THAT** any of the Directors or KMP’s of the Company be and are 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.”

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 26, 2020

## 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. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
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. All relevant documents referred to in the AGM Notice and the Explanatory Statement and other Statutory Registers will be available for inspection by the Members at the registered office of the Company between 11:00 am and 5:00 pm on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the AGM and during the continuance of the AGM.
7. The Notice of AGM will be sent to those Members /beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on Friday, May 22, 2020.
8. Annual Report for FY 2019-20 and AGM Notice along with Attendance slip, Proxy form and route map of the venue of the meeting annexed hereto 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.
9. 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.
10. 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.
11. 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.
12. The Shareholders may choose to hold the Ordinary Shares of the Company in the demat mode. The ISIN as allotted by **NSDL is INE481N01025**. In case of any query, you may contact the Company or the Registrar & Transfer Agent i.e. KFin Technologies Private Limited Add: Selenium, Tower B, Plot No 31-32, Gachibowli, Nanakramguda, Hyderabad – 500 032. Phone: 040 6716 1563.
13. AGM Notice will also be available on the website of the Company [www.homefirstindia.com](http://www.homefirstindia.com).

## **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 business mentioned in the accompanying Notice dated May 26, 2020:

### **Item No. 4**

In view to leverage the funding requirements of the Company and to augment the capital base of the Company, the Company is proposing to raise funds through the issuance of Redeemable Non-Convertible Debentures (NCDs) and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II Capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010 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, 2<sup>nd</sup> proviso to Rule 14(1) 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 previous 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 and/or any other hybrid instruments, 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 redeemable non-convertible debentures and/or any other hybrid instruments, 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 recommends the Special Resolution set out at Item No. 4 of the Notice for approval of 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. 4 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 26, 2020

**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:

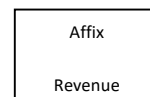
1. Name:  
Address:  
Email Id:  
Signature: .....failing him/her
2. Name:  
Address:  
Email Id:  
Signature: .....failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, June 20, 2020 at 11.00 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
	<b>ORDINARY BUSINESS</b>
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 <sup>st</sup> March 2020.
2.	Ratification of Appointment of Statutory Auditors of the Company for FY 2020-21.
3.	To appoint a Director in place of Mr. Maninder Singh Juneja (DIN:02680016) who retires by rotation, being eligible, offers himself for re-appointment.
	<b>SPECIAL BUSINESS</b>
4.	Approval of offer or invitation to subscribe to Non-Convertible Debentures and/or any other hybrid instruments of the Company on private placement basis.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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**  
Email: corporate@homefirstindia.com Telephone: 022 28241485 Website: www.homefirstindia.com

**ATTENDANCE SLIP**

**Annual General Meeting dated June 20, 2020**

(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 Eleventh (11<sup>th</sup>) Annual General Meeting of Home First Finance Company India Limited will be held on Saturday, June 20, 2020 at 11:00 A.M. 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 1<sup>st</sup> Joint Holder

Signature of 2<sup>nd</sup> 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 11<sup>th</sup> Annual General Meeting of Home First Finance Company India Limited to be held on June 20, 2020 is attached herewith**

