

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF HOME FIRST FINANCE COMPANY INDIA LIMITED (“COMPANY”) SCHEDULED TO BE HELD ON SHORTER NOTICE FRIDAY, OCTOBER 9, 2020 AT 10.00 AM AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI (EAST) MUMBAI – 400059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS:**

- 1. Approval for increase in overall Managerial Remuneration payable to Mr. Manoj Viswanathan, Managing Director & CEO (DIN:01741612) of the Company.**

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 August 25, 2020, pursuant to the provision of 197, 198 of Companies Act, 2013 and rules made thereunder read with Schedule V including any statutory modifications thereof, on recommendation of the Nomination and Remuneration Committee and Board, the consent of the Shareholders be and is hereby accorded for increase in the overall managerial remuneration payable to Mr. Manoj Viswanathan, Managing Director & CEO (DIN: 01741612) including gains from exercising of stock options, performance linked incentive and other benefits during the period of his appointment to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed Rs.30 Crores in any financial year of his tenure for a period not exceeding three years with effect from August 1, 2020.

**RESOLVED FURTHER THAT** all the other existing terms and conditions of his appointment and remuneration payable thereof approved vide resolution dated August 25, 2020 shall remain in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or Key Managerial Personnel or Mr. Ramakrishna V, Head- Human Resource be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

- 2. Approval for payment of profit related commission to Mr. Deepak Satwalekar, Chairman and Independent Director (DIN:00009627) of the Company.**

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

“**RESOLVED THAT** in accordance with the provision of Section 149, 197 and 198 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time including any statutory modifications, on recommendation of Nomination and Remuneration Committee and Board, the consent of the Shareholders be and is hereby accorded to make payment of profit related commission from financial year 2020-21 to Mr. Deepak Satwalekar (DIN: 00009627), Chairman and Independent Director of the Company as may be decided by the Board of

Directors from time to time during his tenure, provided that the total commission payable to him during any financial year shall not exceed one percent of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies, Act, 2013 excluding the sitting fees paid under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for attending the meetings of the Board or Committees thereof.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

### 3. Approval for the issue of Equity Shares 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 Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (“the Act”); (ii) the Memorandum of Association and the Articles of Association of the Company; (iii) the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“NDI Rules”), the Consolidated Foreign Direct Policy, 2017 dated August 28, 2017 (“FDI Policy”) read with the circular, rules, regulations, notifications and guidelines issued under FEMA (including any re-enactment(s) or modification(s), thereof for the time being in force); and (iv) such other rules, regulations, guidelines, laws and acts as applicable in this regard; and subject to approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies including but not limited to Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) thereof constituted by the Board for the time being to exercise the powers conferred on the Board by this resolution), consent of the Shareholders of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, up to 22,40,639 (Twenty Two Lacs Forty Thousand Six Hundred and Thirty Nine Only) fully paid-up equity shares of face value of INR 2/- (Rupees Two Only) per equity share (“Equity Shares”), for cash, at a premium of INR 332.726/- (Rupees Three Hundred Thirty Two and Seven Hundred Twenty Six Paise only) per equity share, which is not less than the fair market value of such share determined on the basis of the valuation report issued by a SEBI Registered Category – I Merchant Banker and a Registered Valuer, aggregating up to INR 75,00,00,129.91 (Rupees Seventy-Five Crores One Hundred Twenty Nine and Ninety One Paise Only), to the following person (hereinafter referred to as the “Proposed Allottee”) by way of a private placement (“Issue”), free and clear of all encumbrances, on the terms and conditions as will be set out in the Form PAS-4 Offer Letter, and on such terms and conditions as the Board may deem fit:

Sr. No	Proposed Allottee	No. of Equity Shares proposed to be issued
1.	Orange Clove Investments B.V.	22,40,639

**RESOLVED FURTHER THAT** subject to the provisions of the Articles of Association of the Company, the equity shares to be allotted pursuant to the Issue shall rank *pari passu* with the existing equity shares of the Company in all respects;

**RESOLVED FURTHER THAT** Private Placement Offer Letter in form of PAS 4 as placed before the Board be and is hereby approved.

**RESOLVED FURTHER THAT** the Valuation Report as obtained from a SEBI Registered Category I Merchant Banker and a Registered Valuer, be and is hereby approved;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution(s), the Board or the Key Managerial Personnel be and are hereby severally authorized, for and on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose (including sub-delegating its powers to any committee / officials of the Company), including but not limited to: (i) recording the name of the Proposed Allottee in the form PAS-5 (ii) finalization of the terms of Issue, to modify, accept and give effect to any modifications to the terms of the Issue including the draft of the private placement offer letter (PAS-4); (ii) approving the appointment of depositories, intermediaries, consultants, attorneys, lawyers and other agencies; (iii) executing any and all deeds, documents, writings, letters, agreements, applications and forms for and on behalf of the Company; (iv) settling all questions, difficulties or doubts that may arise in connection with the Issue including pricing, allotment of the aforementioned equity shares, utilization of the subscription amount/monies and other related matters; (v) doing all such acts, deeds or things which may be necessary, incidental, consequential, relevant or ancillary in connection with the Issue; (vi) making the necessary filings with the Registrar of Companies; (vii) filing the Form FC-GPR to report the Issue in accordance with the NDI Rules, and signing and execution of any declaration to be annexed thereto; (viii) providing the Certified True Copy of this resolution(s) to any entity / regulator and the Proposed Allottee; and/or (ix) doing all such acts, deeds or things as may be required to give effect to the aforementioned 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 8, 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 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 to attend and vote at the Meeting.
6. All relevant documents referred to in the EGM Notice and the Explanatory Statement 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 Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
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. 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 Members 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 please get in touch with 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.
12. EGM Notice will also be available on the website of the Company [www.homefirstindia.com](http://www.homefirstindia.com).
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 October 9, 2020, (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 Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned in the accompanying Notice dated October 8, 2020:

### **Item No. 1**

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 10, 2020 had approved the appointment of Mr. Manoj Viswanathan as the Managing Director of the Company and re-designated him as the Managing Director and CEO of the Company and approved the terms of the remuneration of Mr. Manoj Viswanathan and the same was subsequently approved by the Shareholders in their Meeting held on August 25, 2020.

The members had empowered the Board to vary or increase the remuneration, even in the event of no profit or where the profits of the Company are inadequate, which shall include gain from exercising stock options and other benefits during the period of his appointment to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed Rs.10 Crores in any financial year of his tenure for a period not exceeding three years.

Mr. Viswanathan has expressed his desire to exercise options granted to him resulting in crossing of the overall limit of Rs. 10 Crores to be paid in one financial year as approved by the Members therefore on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on October 8, 2020 had approved to increase the said limit of Rs.10 Crores to Rs.30 Crores as the overall managerial remuneration to be paid to Mr. Manoj Viswanathan in compliance with Section 197 of Companies Act, 2013 read with Schedule V, which shall include perquisites including gain from exercising stock options, performance linked incentive and other benefits and the same is recommended to the Shareholders for their approval.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

All relevant documents referred to in the EGM Notice and the Explanatory Statement 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 Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Mr. Manoj Viswanathan, being appointee and his relatives are deemed to be interested in the said resolution. None of the other 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. 1 of the Notice.

**The information required to be provided in terms of Schedule V of the Companies Act, 2013 is given hereunder:**

#### **I. GENERAL INFORMATION:**

1) **Nature of Industry:** The Company belongs to Housing finance Industry. It is one of the leading technology driven affordable housing finance Company in India.

2) **Date of Commencement of Commercial Production:** The Company was incorporated on February 03, 2010.

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 indicator:**

(Amount in Crores)

Particulars	FY 2019-20	FY 2018-19
Total Income	419.67	271.02
Less: Total Expenses	312.34	205.74
Profit/ (Loss) before tax	<b>107.33</b>	<b>65.28</b>
Less: Current tax	23.19	16.05
Deferred tax	4.59	3.51
<b>Profit after Tax</b>	<b>79.55</b>	<b>45.72</b>
Other Comprehensive Income	(0.16)	(0.10)
Transfer of Statutory Reserve (u/s 29C of NHB Act, 1987)	(16.24)	(8.50)
<b>Balance carried to Balance Sheet</b>	<b>63.16</b>	<b>37.12</b>
Earnings per Share (Face Value Rs.2)		
Basic (Rs.)	10.81	7.91
Diluted (Rs.)	10.57	7.74

5) **Foreign investments or collaborations, if any:** The Company has received investments from Aether (Mauritius) Limited, Promoter and Bessemer India Capital Holdings II Ltd, Investor and as on March 31, 2020 they hold 2,39,98,045 Equity Shares and 1,27,44,235 Equity Shares respectively in the Equity Share Capital of the Company.

#### **INFORMATION ABOUT THE APPOINTEE:**

##### **1) Background Details:**

Mr. Manoj Viswanathan, aged 50 years, holds a bachelor's degree in electrical and electronics engineering from the Birla Institute of Technology and Science, Pilani and a post graduate diploma in business management from XLRI, Jamshedpur. He has over 23 years of experience in consumer lending. Previously, he was associated with Computer Garage Private Limited, Asian Paints India Limited, Citibank and CitiFinancial Consumer Finance India Limited as vice president of personal loans.

##### **2) Past remuneration:**

During previous financial year FY 2019-20, Mr. Viswanathan was paid managerial remuneration of Rs. 1.21 Crores (including performance linked incentive for FY 2018-19).

##### **3) Recognition or Awards:** None

##### **4) Job Profile and his Suitability:**

Mr. Manoj Viswanathan devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. He has more than 23 years of experience in the consumer lending in line with the business of the Company which is compatible with the organizational

requirements. He has been associated with the Company since incorporation and the Company will continue to be benefited from his leadership and guidance.

**5) Remuneration Proposed:**

The details of the proposed remuneration are presented in the resolution set out in Item No.1 of the Notice.

**6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration payable excluding the gains from exercise of employee stock options has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the housing finance industry and has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on August 06, 2020. The profile of Mr. Manoj Viswanathan, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration and commensurate with the remuneration packages paid to their similar counterparts in other companies.

**7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel:**

Mr. Manoj Viswanathan is currently the Managing Director and CEO of the Company and is holding 10,22,900 (1.31%) as on March 31, 2020 in the Equity Share Capital of the Company in his personal capacity. The Company has also granted 6,90,680 employee stock options under the ESOP 2012 and 6,50,000 under ESOP II Scheme formulated by the Company.

Mr. Manoj Viswanathan has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration as Managing Director and CEO and as mentioned above.

**III. OTHER INFORMATION:**

**1) Reasons of loss or inadequate profits:** The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013 however since gain on exercising stock options is treated as perquisites under the Income Tax Act, 1961 the Company is required to approve the limit under Schedule V.

**2) Steps taken or proposed to be taken for improvement:** Refer point no 1 above

**3) Expected increase in productivity and profits in measurable terms:** Refer point no 1 above

**IV. DISCLOSURES:**

The disclosures on remuneration package of each Director and details of all elements of remuneration package, details of fixed components and stock options details etc. were given in the Board's Report.

## ANNEXURE

Details of Directors seeking Appointment vide this Notice pursuant to Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI):

Sr no	Particulars	Details
1.	Name of Director	Mr. Manoj Viswanathan
2.	Date of Birth	April 4, 1970
3.	DIN	01741612
4.	Age	50 years
5.	Qualification	Bachelor's degree in electrical and electronics engineering from the Birla Institute of Technology and Science, Pilani and a Post Graduate Diploma in Business Management from XLRI, Jamshedpur.
6.	Brief resume and experience	Mr. Viswanathan has over 23 years of experience in consumer lending. Previously, he was associated with Computer Garage Private Limited, Asian Paints India Limited, Citibank and CitiFinancial Consumer Finance India Limited as vice president of personal loans.
7.	Terms and conditions of appointment	Copy of the appointment letter, setting out terms and conditions of his appointment is available for inspection as per details mentioned in note no. 6
8.	Remuneration proposed to be paid	Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members.
9.	Date of first appointment on Board, last drawn remuneration and number of board meetings attended	Mr. Viswanathan is associated with the Company as a Director since June 28, 2010. During previous financial year FY 2019-20, Mr. Viswanathan was paid managerial remuneration of Rs. 1.21 Crores and Rs. 50 lakhs as performance incentive for FY 2019-20. During the financial year FY 2019-20, 9 (Nine) Board Meetings were convened and held and Mr. Viswanathan has attended all the 9 (Nine) Board Meetings. During the financial year FY 2020-21, 4 (four) Board Meetings were convened and held and Mr. Viswanathan has attended all the 4 (four) Board Meetings
10.	Relationships with other directors and Key Managerial Personnel inter-se	None
11.	Directorship or Membership/ Chairmanship held in other Companies Boards.	Nil
12.	No. of Equity shares held in the Company (As on March 31, 2020)	10,22,900 Equity Shares.



## **Item No 2**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on October 8, 2020 had approved payment of profit related commission to Mr. Deepak Satwalekar (DIN: 00009627) Chairman and Independent Director for sharing his valuable expertise and experience for developing the business strategy of the Company and facilitating the efficient decision making of the Board subject to the approval of the Shareholders.

Pursuant to Section 197 of the Companies Act, 2013 read with rules made thereunder, the Company shall not pay its Non-Executive Directors remuneration exceeding 1% of the Net Profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies, Act, 2013 excluding the sitting fees paid under Section 197 (5) of the Companies Act, 2013. However, pursuant to Section 149(9) of the Companies Act, 2013 payment of profit related commission to Independent Directors shall not be made unless approved by the Members.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

All relevant documents referred to in the EGM Notice and the Explanatory Statement 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 Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

Mr. Deepak Satwalekar is deemed to be interested in the said resolution. None of the other 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. 2 of the Notice.

## **Item No 3**

Members are requested to note that towards undertaking the business activities of the Company from time to time, it is prudent to infuse funds in the Company from the investors who would provide inputs for the operations of the Company from time to time. Accordingly, the Share Subscription and Share Purchase Agreement ("SSPA") dated October 1, 2020 entered between True North Fund V LLP, Aether (Mauritius) Limited, Bessemer India Capital Holdings II Limited, Mr. P.S. Jayakumar, Mr. Manoj Viswanathan, Mr. Bhaskar Chaudhry, Orange Clove Investment B.V.(an affiliate of Warburg Pincus LLC, a leading global private equity firm focused on growth investing) and the Company, wherein Orange Clove Investment B.V. shall infuse capital by way of fresh issue on the terms and conditions as specified in SSPA subject to all the Regulatory Approvals.

Members are requested to note that for achieving the abovementioned objective of undertaking capital infusion, the Board of Directors of the Company at their meeting held on October 8, 2020, accorded their approval for the issue of up to 22,40,639 fully paid-up equity shares having face value of INR 2/- per equity share at a premium of INR 332.726/- per equity share aggregating to INR 75,00,00,129.91/- by way of private placement, subject to the approval of the Members of the Company.

Members are requested to note that in terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the FDI Policy, the Company if it is authorized by way of a Special Resolution from its members, can offer shares to any persons for cash if the price of such shares is determined by the valuation report by an independent Merchant Banker registered with Securities and

Exchange Board of India (SEBI) and by a Registered Valuer as appointed under Section 247 of the Companies Act, 2013.

Members are requested to note that in terms of the FDI Policy, Foreign Direct Investment up to 100% in the share capital of the Company being an NBFC engaged in “Housing Finance” is permissible under automatic route; and hence, subscription by non-resident investors to equity shares proposed to be issued by the Company shall not require approval of Department of Industrial Policy and Promotion / Government of India.

Members are requested to note that the approval of the Members of the Company is sought in terms of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for the proposed further issue of equity shares by way of allotment on a private placement basis.

All relevant documents referred to in the EGM Notice and the Explanatory Statement 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 Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

The relevant details of the proposed offer under the issue and other material facts in connection thereto, as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are provided hereunder:

Sr No	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution.	Issuance of Equity Shares through Private Placement vide Board Resolution dated October 8, 2020
2.	Kinds of securities offered and the price at which security is being offered.	Equity Shares of Face Value Rs.2/- at price of Rs. 334.726/-
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	The issue price of INR 334.726/- per equity share is determined based on the valuation report received from a Registered Valuer a SEBI Registered Category - I Merchant Banker, which is not less than the fair market value per equity share as determined in the valuation report.
4.	Name and address of valuer who performed valuation.	Fedex Securities Limited 305, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East), Mumbai 400 099  Harsh Chandrakant Ruparelia (IBBI Registration No. IBBI/RV/05/2019/11106 and Membership No. ICMAI RVO/S&FA/00054) B-702 Jyoti Tower, Kandivali Jyoti Park CHS. Ltd. Opp Anand Ashram

		S.V Road, Kandivali West, Mumbai 400067
5.	Amount which the company intends to raise by way of such securities.	INR 75,00,00,129.91/- (Rupees Seventy-Five Crores One Hundred Twenty-Nine and paise ninety-one only)
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer.	The Equity Shares shall rank pari-passu with the existing equity shares of the Company. The time schedule for the issue is within sixty days from the date of receipt of the application money. The purpose or the object of the offer is Capital Infusion in the Company.
7.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.	The promoters, directors or key managerial personnel do not intend to subscribe to the offer.
8.	Principle terms of assets charged as securities.	Not Applicable as the proposed issue pertains to capital infusion and no assets of the Company has been charged.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

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 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: October 8, 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:

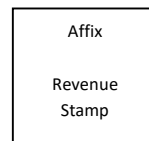
1. Name:  
 Address:  
 Email Id:  
 Signature: .....failing him/her
2. Name:  
 Address:  
 Email Id:  
 Signature: .....failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, October 9 , 2020 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
	<b>SPECIAL BUSINESS:</b>
1.	Approval for increase in overall Managerial Remuneration payable to Mr. Manoj Viswanathan, Managing Director & CEO (DIN:01741612) of the Company.
2.	Approval for payment of profit related commission to Mr. Deepak Satwalekar, Chairman and Independent Director (DIN:00009627) of the Company.
3.	Approval for the issue of Equity Shares 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:**

- 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: [corporate@homefirstindia.com](mailto:corporate@homefirstindia.com) Telephone: 022 28241485 Website: [www.homefirstindia.com](http://www.homefirstindia.com)

**ATTENDANCE SLIP  
EXTRA ORDINARY GENERAL MEETING DATED OCTOBER 9, 2020**

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 Friday, October 9, 2020 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 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 Extra Ordinary General Meeting of Home First Finance Company India Limited to be held on October 9, 2020 is attached herewith**

