

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, MARCH 18, 2020 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. **APPROVAL FOR AMENDMENT TO EMPLOYEE STOCK OPTIONS SCHEME 2012 POLICY AND ESOP STOCK OPTION PLAN II POLICY.**

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

“RESOLVED THAT pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, for the time being in force and subject to the SEBI (Share Based Employee Benefits) Regulations, 2014 read with the SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (**“SEBI SBEB Regulations”**) for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the **“Applicable Law”**) and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include a committee constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded for the amendment in the terms and conditions of the “Employee Stock Option Scheme 2012 Policy” and “ESOP Stock Option Plan II Policy” as detailed in the explanatory statement thereto.

RESOLVED FURTHER THAT to give effect to the above resolution any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalize and execute all documents and writings as may be necessary.

RESOLVED FURTHER THAT the any of the Directors or the Chief Financial Officer or the Company Secretary of the Company is authorized severally to certify the true copy of 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: March 16, 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 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 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.
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 **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: 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.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 18th March, 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.

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

ITEM NO 1

The Members are apprised that the Employee Stock Option Scheme 2012 Policy and ESOP Stock Option Plan II Policy requires necessary amendment for the smooth functioning and implementation in the interest of the option holders. The proposed amendment is required to be approved by the Shareholders of the Company by way of special resolution and accordingly the same is being placed before the Shareholders for their approval. **The amended schemes come into effect from 01st March, 2020.**

The Board of Directors vide Circular Resolution passed on March 14, 2020 has approved the amendment proposed in the Schemes.

DETAILS OF AMENDMENT TO SCHEMES:

The details of the amendment of schemes are as under:

(i) ESOP 2012 Policy:

Clause 7.2 (2) of ESOP 2012 Policy – exercise in the event of Resignation / Termination (other than due to misconduct or breach of company policy/ Terms of employment)	Current Policy	Proposed Amendment
	<p>All the vested options as on the date of resignation / termination of employment can be exercisable by the option grantee within six months from the last working day.</p> <p>Provided that after the expiry of six months, the vested option shall lapse, if not exercised.</p>	<p>All the vested options as on the date of resignation / termination of employment can be exercisable by the option grantee within six months from the last working day.</p> <p>Provided that after the expiry of six months, the vested option shall lapse, if not exercised.</p> <p><i>Provided further that the Board/ Nomination & Remuneration Committee of the Company may extend the exercise period further as it deems fit.</i></p>

(ii) ESOP II Policy:

Clause 7.1 (b) (2) of ESOP II Policy – exercise in the event of Resignation / Termination (other than due to misconduct or breach of company policies/ Terms of employment)	Current Policy	Proposed Amendment
	<p>All the vested options as on the date of resignation / termination of the employment shall be exercisable by the option grantee after the expiry of a period 3 (three) months and within 6 (six) months from the last working day of such employee with the Company (“Post Termination Exercise Period”)</p> <p>Provided that after the expiry of six months, the vested option shall lapse, if not exercised, in accordance with applicable law.</p>	<p>All the vested options as on the date of resignation / termination of the employment shall be exercisable by the option grantee after the expiry of a period 3 (three) months and within 6 (six) months from the last working day of such employee with the Company (“Post Termination Exercise Period”)</p> <p>Provided that after the expiry of six months, the vested option shall lapse, if not exercised, in accordance with applicable law.</p> <p><i>Provided further that the Board / Nomination & Remuneration Committee of the Company may extend the exercise period further as it deems fit.</i></p>

The Members are further informed that the complete amended schemes are available for inspection at the Company’s registered office between 11:00 am to 5:00 pm on all working days from date hereof up to the date of the Meeting.

The approval of Members is being sought by way of Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing schemes.

The Executive Director and the Key Managerial Personnel of the Company may be deemed to be concerned or interested to the extent of the stock options granted to them. Other than mentioned above none of the Directors or the relatives of the Directors and Key Managerial Personnel of the Company are interested, financially or otherwise, in the said resolution.

The Board recommends the resolutions set out at Item No. 1 of the 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: March 16, 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:

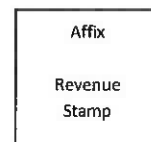
1. Name:
Address:
Email Id:
Signature:failing him/her
2. Name:
Address:
Email Id:
Signature:failing him/her

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 Wednesday, 18th March, 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
	SPECIAL BUSINESS:
1.	Approval for amendment to Employee Stock Options Scheme 2012 Policy and ESOP Stock Option Plan II Policy.

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 Telephone: 022 6694 0386

Website: www.homefirstindia.com

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING DATED 18th March, 2020**

Folio No./DP ID-Client Id:

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

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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, March 18, 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 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 March 18, 2020 is attached herewith

