

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 AT SHORTER NOTICE ON FRIDAY, 22nd NOVEMBER 2019 AT 10.00 A.M. AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI (EAST) MUMBAI – 400059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

RESOLUTION NO. 1: ADOPTION OF NEW ARTICLES OF ASSOCIATION

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

“RESOLVED THAT subject to the approval of the shareholders of the Company and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and subject to the applicable provisions of any other applicable law, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the amended set of articles of association of the Company, as placed before the board of directors of the Company, and the same be adopted as new articles of association of the Company

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.”

RESOLUTION NO. 2: APPROVAL OF AMENDMENTS TO THE EMPLOYEE STOCK OPTION SCHEME II

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

“RESOLVED THAT pursuant to Section 62(l)(b) of the Companies Act, 2013 read with 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 to amend the Employee Stock Option Scheme II, for compliance with the requirements under Applicable Laws.

RESOLVED FURTHER THAT to give effect to the above resolutions, 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 to certify the true copy of the aforesaid resolutions.”

RESOLUTION NO 3: APPROVAL OF AMENDMENTS TO THE EMPLOYEE STOCK OPTION SCHEME 2012

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

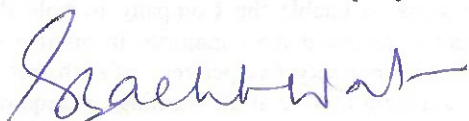
“**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, 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 to amend the Employee Stock Option Scheme 2012, for compliance with the requirements under Applicable Laws.

RESOLVED FURTHER THAT to give effect to the above resolutions, 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 notwithstanding anything contained in this Scheme, for the avoidance of doubt, it is hereby clarified that grants already made under this Scheme prior to any amendment to ESOP 2012, and other actions taken pursuant to ESOP 2012 prior any amendment to ESOP 2012, will not be considered invalid or require any further action under the amended Scheme.

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

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



Shreyans Bachhawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: November 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 ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts is annexed hereto.
3. In pursuance to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, Proxies in Form MGT-11, in order to be valid and effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the date of the meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send at the Registered Office of the Company a certified copy of their Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 or Power of Attorney, if any, authorizing their representative together with their specimen signature(s) to attend and vote at the Meeting.
6. Members/Proxies/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company
8. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.
10. EGM Notice along with the Attendance Slip and Proxy Form 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. Karvy Fintech Private Limited Add: Karvy Selenium, Tower B, Plot No 31-32, Gachibowli, Nanakramguda, Hyderabad – 500 032. Phone: 040 6716 1563.
12. EGM Notice will also be available on the website of the Company www.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 22nd November, 2019, (if the consent is received from majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the Company as gives a right to vote at the meeting) as required under section 101 of the Companies Act 2013.

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

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

Item No. 1

The articles of association of the Company (“**Articles of Association**”) is required to be altered in view of (i) sub-division of face value of equity shares of the Company; and (ii) the proposal to undertake an initial public offer of the equity shares of face value ₹ 2 each of the Company, comprising of fresh issuance of equity shares by the Company (“**Fresh Issue**”) and an offer for sale of equity shares by certain existing shareholders of the Company (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), and list the equity shares on one or more of the stock exchanges.

The Company therefore proposes to adopt a new set of Articles of Association that shall conform with the requirements and directions provided by the stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India (“**SEBI**”) and the relevant stock exchanges and contain such other articles as required by a public limited company under applicable laws, including the Companies Act, 2013, as amended, and rules notified thereunder. Accordingly, a new set of Articles of Association of the Company is proposed to substitute the existing set of Articles of Association of the Company.

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

Pursuant to the provisions of Section 14 of the Companies Act, 2013 as applicable, any amendment in the Articles of Association requires approval of the shareholders of the Company.

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

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

Item No 2

The objective of the ESOP II is, *inter alia*, to reward eligible employees for their past association with the Company and performance, as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the ESOP II to attract and retain talent in the organization. The Company views equity stock options (“**Option(s)**”) as instruments that would enable employees to get a share in the value, they create for the Company in the years to come. One of the measures adopted by the Company for this purpose was to grant equity stock options to employees from time to time whereby, employees who comply with certain eligibility criteria would be given an option to subscribe to a specified number of equity shares in the Company. The employees could exercise the Option after a stipulated time and after complying with the conditions subject to which the Options are granted, by paying the appropriate consideration, consequent to which the equity shares would be allotted to them.

The shareholders of the Company, by the resolution passed at the extra-ordinary general meeting held on February 28, 2018, had approved the ESOP II and further the board approved amendments to the ESOP II at its meeting held on November 18, 2019.

Given that the Company is proposing to undertake an initial public offering of its equity shares (“Equity Shares”), on listing of such Equity Shares, the Company will be required to ensure that the ESOP II is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (“SEBI SBEB Regulations”) as amended from time to time. Pursuant to Regulation 12 of the SEBI SBEB Regulations, the Company shall not make any fresh grant which involves allotment or transfer of Equity Shares to its employees under any scheme formulated prior to its initial public offer and listing of its Equity Shares, unless such scheme is ratified by the shareholders of the Company. Accordingly, the ESOP II is required to be ratified by the shareholders of the Company.

The following would *inter alia* be the broad terms and conditions of the ESOP II:

TOTAL NUMBER OF OPTIONS TO BE GRANTED UNDER THE ESOP II

While it was proposed to grant a total of 825058 Options under the ESOP II (which shall be construed as 41,25,290 Options post the sub-division of the Equity Shares), pursuant to Options exercised, forfeited or lapsed, a total of 1,48,760 equity shares of face value ₹ 2 each remaining are proposed to be granted under the ESOP II. The shareholders of the Company by the resolution passed have consented to the issuance of such number of Options, in one or more tranches, which upon conversion could give result in the issue of not more than 825058 equity shares of face value ₹ 10 each, which, post the sub-division of Equity Shares, shall be construed as 41,25,290 Equity Shares of face value ₹ 2 each.

IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE ESOP II

All Employees are eligible for participation in the ESOP II. “Employee” means (i) a permanent employee of the Company who has been working in India or outside India; (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or (iii) an employee as defined in (i) or (ii) above of a subsidiary, in India or out of India, of the Company, but does not include:

- a) an Employee who is a promoter or a person belonging to the promoter group; or
- b) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

A Director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company or the successor company, shall not be eligible to participate in the ESOP II.

REQUIREMENTS OF VESTING AND PERIOD OF VESTING

The vesting of the Options would be subject to continued employment of the employee and upon compliance with the terms of the ESOP II. In addition to this, the Board may also specify certain performance parameters subject to which the Options would vest. The specific vesting schedule and conditions subject to which vesting would take place is annexed to ESOP II. The vesting of Options shall be subject to the additional conditions set out in the undertaking to be executed by the Option grantee at the time of grant of options in favor of the Company and the Promoters.

MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED

The vesting of an Option shall commence from the date of grant and shall not vest earlier than one year from the date of grant of such Option, or as may be determined by the Board or the Nomination and Remuneration Committee, subject to applicable law.

EXERCISE PRICE/PRICING FORMULAE

The exercise price shall be determined by the Company which shall be the Fair Market Value. The fair market value of equity shares as on the date of Grant to be determined by an independent valuer or by any other valuer, in compliance with Applicable Law. If the Shares are Listed, the Exercise Price shall be the closing price on the recognized stock exchange with the highest trading volume as on the day prior to the date of Grant.

EXERCISE PERIOD AND THE PROCESS OF EXERCISE

For the purpose of accepting application for exercise, the Nomination and Remuneration Committee may prescribe exercise window(s) comprising such period of time and with such frequency as may be thought fit within the exercise period. However, the applicable exercise period may vary depending on circumstances such as retirement, resignation, permanent disablement or abandonment of service.

In the event an employee wishes to exercise his vested Options, such employee shall make an application to the Company for issue of Equity Shares against the vested Options in the manner prescribed by the Company. This application should be made after the vesting date within the exercise period.

APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES TO THE ESOP II

The Nomination and Remuneration Committee shall periodically recommend the names of employees for the purposes of grant of Options under the ESOP II. This shall be based on the performance, capability and criticality of the employee and his/her tenure of employment in the Company.

MAXIMUM NUMBER OF OPTIONS TO BE ISSUED PER EMPLOYEE AND IN THE AGGREGATE

The number of Options that would be issued to an employee under the ESOP II or any plan issued thereunder, would be determined by the Board of Directors of the Company or the Nomination and Remuneration Committee.

IMPLEMENTATION AND ADMINISTRATION OF THE SCHEME

The ESOP II shall be implemented and administered by Nomination & Remuneration Committee on behalf of the Company. Other than those mentioned above, no new stock options are proposed to be granted under the ESOP II.

DISCLOSURE AND ACCOUNTING POLICIES

The Company shall comply with the applicable disclosure, accounting policies and accounting standards, prescribed under Regulation 15 of the SEBI SBEB Regulations and other applicable law.

METHOD TO VALUE OPTIONS

The fair market value of equity shares as on the date of Grant as determined by an independent valuer or by any other valuer, in compliance with Applicable Law. If the Shares are Listed, the Exercise Price shall be the closing price on the recognized stock exchange with the highest trading volume as on the day prior to the date of Grant

Approval of the members is sought in terms of Section 62 of Companies Act, 2013, the rules made, the provisions of the SEBI SBEB Regulations and any other applicable provisions of law, for the amendment existing the ESOP II.

The directors (excluding independent directors) or key managerial personnel of the Company may be deemed to be concerned or interested in the resolution to the extent of the employee stock options may be granted to them under the ESOP II. None of the relatives of the directors of the Company or of the key managerial personnel of the Company are concerned or interested, financially or otherwise, in the passing of the Resolution No. 2.

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

Item No 3

The objective of the ESOP 2012, was, *inter alia*, to reward eligible employees for their past association with the Company and performance, as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the ESOP II to attract and retain talent in the organization. The Company views equity stock options (“**Option(s)**”) as instruments that would enable employees to get a share in the value, they create for the Company in the years to come. One of the measures adopted by the Company for this purpose was to grant equity stock options to employees from time to time whereby, employees who comply with certain eligibility criteria would be given an option to subscribe to a specified number of equity shares in the Company. The employees could exercise the Option after a stipulated time and after complying with the conditions subject to which the Options are granted, by paying the appropriate consideration, consequent to which the equity shares would be allotted to them.

The shareholders of the Company, by the resolution passed at the annual general meeting held on September 7, 2017, had ratified the ESOP 2012 and further the board approved amendments to the ESOP 2012 at its meeting held on November 18, 2019.

Given that the Company is proposing to undertake an initial public offering of its equity shares (“**Equity Shares**”), on listing of such Equity Shares, the Company will be required to ensure that the ESOP II is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (“**SEBI SBEB Regulations**”) as amended from time to time. Pursuant to Regulation 12 of the SEBI SBEB Regulations, the Company shall not make any fresh grant which involves allotment or transfer of Equity Shares to its employees under any scheme formulated prior to its initial public offer and listing of its Equity Shares, unless such scheme is ratified by the shareholders of the Company. Accordingly, the ESOP II is required to be ratified by the shareholders of the Company.

The following would *inter alia* be the broad terms and conditions of the ESOP II:

TOTAL NUMBER OF OPTIONS TO BE GRANTED UNDER THE ESOP II

While it was proposed to grant a total of 581636 Options under the ESOP 2012 (which shall be construed as 29,08,180 Options post the sub-division of the Equity Shares). The shareholders of the Company by the resolution passed have consented to the issuance of such number of Options, in one or more tranches, which upon conversion could give result in the issue of not more than 5,81,636 equity shares of face value ₹ 10 each, which, post the sub-division of Equity Shares, shall be construed as 29,08,180 Equity Shares of face value ₹ 2 each.

IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE ESOP II

All Employees are eligible for participation in the ESOP 2012. “Employee” means (i) a permanent employee of the Company who has been working in India or outside India; (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or (iii) an employee as defined in (i) or (ii) above of a subsidiary, in India or out of India, of the Company, but does not include:

- c) an Employee who is a promoter or a person belonging to the promoter group; or
- d) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

A Director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company or the successor company, shall not be eligible to participate in the ESOP II.

REQUIREMENTS OF VESTING AND PERIOD OF VESTING

The vesting of the Options would be subject to continued employment of the employee and upon compliance with the terms of the ESOP 2012. In addition to this, the Board may also specify certain performance parameters subject to which the Options would vest. The specific vesting schedule and conditions subject to which vesting would take place is annexed to ESOP 2012. The vesting of Options shall be subject to the additional conditions set out in the undertaking to be executed by the Option grantee at the time of grant of options in favor of the Company and the Promoters.

MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED

The vesting of an Option shall commence from the date of grant and shall not vest earlier than one year from the date of grant of such Option, or as may be determined by the Board or the Nomination and Remuneration Committee, subject to applicable law.

EXERCISE PRICE/PRICING FORMULAE

The exercise price shall be determined by the Company which shall be the Fair Market Value. The fair market value of equity shares as on the date of Grant to be determined by an independent valuer or by any other valuer, in compliance with Applicable Law. If the Shares are Listed, the Exercise Price shall be the closing price on the recognized stock exchange with the highest trading volume as on the day prior to the date of Grant.

EXERCISE PERIOD AND THE PROCESS OF EXERCISE

For the purpose of accepting application for exercise, the Nomination and Remuneration Committee may prescribe exercise window(s) comprising such period of time and with such frequency as may be thought fit within the exercise period. However, the applicable exercise

period may vary depending on circumstances such as retirement, resignation, permanent disablement or abandonment of service.

In the event an employee wishes to exercise his vested Options, such employee shall make an application to the Company for issue of Equity Shares against the vested Options in the manner prescribed by the Company. This application should be made after the vesting date within the exercise period.

APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES TO THE ESOP II

The Nomination and Remuneration Committee shall periodically recommend the names of employees for the purposes of grant of Options under the ESOP 2012. This shall be based on the performance, capability and criticality of the employee and his/her tenure of employment in the Company.

MAXIMUM NUMBER OF OPTIONS TO BE ISSUED PER EMPLOYEE AND IN THE AGGREGATE

The number of Options that would be issued to an employee under the ESOP II or any plan issued thereunder, would be determined by the Board of Directors of the Company or the Nomination and Remuneration Committee.

IMPLEMENTATION AND ADMINISTRATION OF THE SCHEME

The ESOP 2012 shall be implemented and administered by Nomination & Remuneration Committee on behalf of the Company. Other than those mentioned above, no new stock options are proposed to be granted under the ESOP 2012.

DISCLOSURE AND ACCOUNTING POLICIES

The Company shall comply with the applicable disclosure, accounting policies and accounting standards, prescribed under Regulation 15 of the SEBI SBEB Regulations and other applicable law.

METHOD TO VALUE OPTIONS

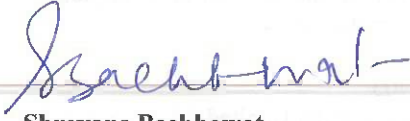
The fair market value of equity shares as on the date of Grant as determined by an independent valuer or by any other valuer, in compliance with Applicable Law. If the Shares are Listed, the Exercise Price shall be the closing price on the recognized stock exchange with the highest trading volume as on the day prior to the date of Grant

Approval of the members is sought in terms of Section 62 of Companies Act, 2013, the rules made, the provisions of the SEBI SBEB Regulations and any other applicable provisions of law, for the amendment existing the ESOP II.

The directors (excluding independent directors) or key managerial personnel of the Company may be deemed to be concerned or interested in the resolution to the extent of the employee stock options may be granted to them under the ESOP 2012. None of the relatives of the directors of the Company or of the key managerial personnel of the Company are concerned or interested, financially or otherwise, in the passing of the Resolution No. 3

The board of directors of the Company recommends the resolution set out at Item No. 3 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: November 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:

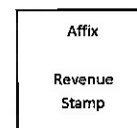
1. Name:
Address:
Email Id:
Signature:failing him/her
2. Name:
Address:
Email Id:
Signature:failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, November 22, 2019 at 10.00 A.M. at 511, Acme Plaza, Andheri Kurla Road, Andheri (East) Mumbai - 400 059 and at any adjournment(s) thereof in respect of such resolution as are indicated below:

Sr. No.	Particulars
	SPECIAL BUSINESS
1.	Adoption of new Articles of Association
2.	Approval of amendment to ESO II Policy
3.	Approval of amendment to ESOP 2012

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
Email: corporate@homefirstindia.com Telephone: 022 66940386 Website: www.hffc.in

ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING DATED NOVEMBER 22, 2019

Folio No./DP ID-Client Id:

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

.....

Name of Joint Member(s), if any:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

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

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

Signature of the Shareholder/Proxy/Representative

Signature of 1st Joint Holder

Signature of 2nd Holder

Note-

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

Route map of Venue of Extra Ordinary General Meeting of Home First Finance Company India Limited to be held on November 22, 2019 is attached herewith

