

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, 26TH JUNE 2019 AT 1.00 P.M. AT 511, ACME PLAZA, ANDHERI KURLA ROAD, ANDHERI (EAST) MUMBAI – 400059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Further issue of Equity Shares on Private Placement basis

1. 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: (i) Section 62(1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and 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 (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("**FEMA Regulations 2017**"), 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); (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 members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, aggregating up to 29,70,414 (Twenty Nine Lakhs Seventy Thousand Four Hundred Fourteen) fully paid-up equity shares having face value of INR 10/- (Rupees Ten Only) per equity share ("**Equity Shares**"), for cash, at a premium of INR 1106/- (Rupees One Thousand One Hundred and Six only) per equity share, which is not less than the fair market value of such share determined on the basis of valuation report issued by CapitalSquare Private Limited, a SEBI Registered Category – I Merchant Banker and Mr. Vishal R Laheri, a Registered Valuer, aggregating to INR 331,49,82,024 (Rupees Three Hundred Thirty One Crores Forty Nine Lakhs Eighty Two Thousand Twenty Four Only), to the following persons/ investors (hereinafter collectively referred to as the "**Proposed Allottees**") by way of private placement basis ("**Issue**"), free and clear of all encumbrances, on the terms and conditions set out in the Form PAS-4 Offer Letter:

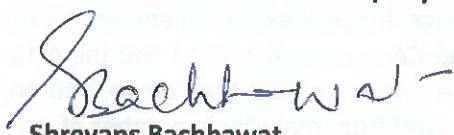
Sr. No	Proposed Allottees	No. of Equity Shares proposed to be issued
1	True North Fund V LLP	13,41,635
2	Aether (Mauritius) Limited	8,94,423
3	Bessemer India Capital Holdings II Ltd	4,76,423
4	P S Jayakumar	1,50,946
5	Manoj Viswanathan	46,000
6	Bhaskar Chaudhary	2,299
7	Nutan Gaba Patwari	13,440
8	Ajay Khetan	8,960
9	Gaurav Mohta	11,648
10	Vilasini Subramaniam	6,720
11	Abhijeet Jamkhindikar	13,440
12	Arun Chandra Jupalli	1,792
13	Ramakrishna V	2,688
	Total	29,70,414

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 pasu* with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution(s) the Directors on the Board and the Company Secretary of the Company be and are hereby severally authorized 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), without being required to seek any fresh approval of the members of the Company, including but not limited to (i) finalizing the terms of Issue, to modify, accept and give effect to any modifications to the terms of the Issue; (ii) to approve the appointment of depositories, intermediaries, consultants, attorneys, lawyers and such other agencies; (iii) to execute deeds, documents, writings, papers, agreements, applications and forms on behalf of the Company; (iv) to settle all questions, difficulties or doubts that may arise in connection with the Issue including pricing, allotment of equity shares, utilization of the subscription amount and other matters; (v) to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the Issue; (vi) to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; (vii) in case of any unsubscribed securities, the Board may allot the said unsubscribed securities to any other person as it deems fit, (viii) making the necessary filings with the Registrar of Companies; and (viii) to provide Certified True Copy of this resolution(s) to any entity/regulator;

RESOLVED FURTHER THAT all actions taken by the Board/committee(s), or any person duly authorized by the Board/committee(s), for the purpose of the Issue or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

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



Shreyans Bachhawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: June 25, 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 **INE481N01017**. 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.hffc.in.
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 26th June, 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 all the businesses mentioned in the accompanying Notice.

Item No. 1

Members are requested to note that towards undertaking the business activities of the Company from time to time, it will be appropriate to infuse further funds in the Company from the strategic investors who would provide inputs for the operations of the Company.

Members are further 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 June 24, 2019, accorded their approval for the issue of up to 29,70,414 fully paid-up equity shares having face value of INR 10/- per equity share at a premium of INR 1106/- per equity share aggregating to INR 331,49,82,024 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 and 62 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, whether or not those persons include the existing members of the Company, for cash or for a consideration other than 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 Foreign Investment Promotion Board / Government of India.

Members are requested to note that the proposed further issue of equity shares on private placement basis will not amount to acquisition or change in control in terms of NHB Directions.

Members are requested to note that the approval of the Members of the Company is sought in terms of Section 42 and 62 of the Act 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.

The relevant details of the proposed offer under the issue and other material facts in connection thereto, as required under Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and section 62 (1) (c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are provided hereunder:

1	The objects of the Issue	To mobilize funds for funding current and future activities and / or growth plans of the Company or general corporate purposes.
2	Particulars of the offer including date of passing of Board resolution;	Issuance of Equity Shares through Private Placement vide Board Resolution dated June 24, 2019
3	Kinds of securities offered	Equity Shares of Face Value Rs.10/-
4	The total number of shares to be issued	29,70,414
5	The price or price band at / within which the allotment is proposed (including premium)	INR 1116/- per Equity Share
6	Amount which the Company intends to raise through this private placement	INR 331,49,82,024
6	Name and Address of the Valuer	CapitalSquare Private Limited – Category I Merchant Banker 208, Aarpee Centre, CTS 70, MIDC Road NO 11, Andheri East, Mumbai 400093 Vishal R Laheri, Registered Valuer, Registration No IBBI/RV/05/2019/11283 801, Nirmal's Nest, Devidas Road, Borivali West, Mumbai 400 103
7	Basis or justification on which price (including premium) has been arrived at along with the report of the registered valuer	The issue price of INR 1116/- 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. The valuation report shall be open for inspection by the Members of the Company at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., 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.
8	Relevant date with reference to which the price has been arrived at	The relevant date for determining the price of the equity shares is 31 March 2019
9	The class or classes of persons to whom the allotment is proposed to be made	Resident Individuals / Entity and Non-resident Entity.
11	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel intend to subscribe to the offer.

12	The proposed time within which the allotment shall be completed	Sixty days from the date of receipt of application money.
13	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Please refer the pre & post shareholding pattern
14	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control pursuant to the proposed further issue of equity shares by way of preferential offer.
15	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Save and except the private placement as proposed in the resolution as set out in the Notice convening EGM, the Company has made no other allotment of securities on preferential basis during the year.
16	Principal 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.
17	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable as the proposed issue and allotment of equity shares on private placement basis is for consideration in cash.

The Pre & Post Issue Shareholding is as follows

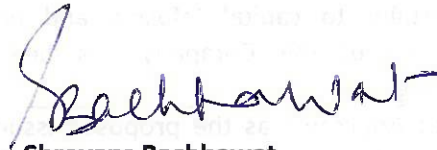
Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	6,56,609	5.18%	8,07,555	5.16%
	Bodies Corporate				
	Sub-total				
2	Foreign promoters				
	sub-total (A)	6,56,609	5.18%	8,07,555	5.16%
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institutional Investors				
	Private Corporate bodies	58,36,059	46.07%	71,77,694	45.90%
	Directors and Relatives	2,00,100	1.58%	2,46,100	1.57%
	Indian Public	12,000	0.10%	72,987	0.47%
	Others (Foreign Investors)	59,63,130	47.07%	73,33,976	46.90%

	Investing through FDI route)				
	Sub-total (B)	1,20,11,289	94.82%	1,48,30,757	94.84%
	GRAND TOTAL	1,26,67,898	100%	1,56,38,312	100%

The Board recommends the resolution set out in this Notice to the Members for their consideration and approval, by way of a Special Resolution.

The Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise to the extent of their Shareholding, in the Special Resolution set out in Item No 1 of this EGM Notice.

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



Shreyans Bachhawat
Company Secretary
Mem No: A26700

Place: Mumbai
Date: June 25, 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:

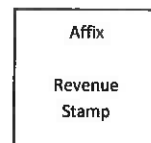
1. Name:
Address:
Email Id:
Signature:failing him/her
2. Name:
Address:
Email Id:
Signature:failing him/her

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 Wednesday, 26th June, 2019 at 1.00 P.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.	Further issue of Equity Shares on Private Placement basis

Signed this _____ day of _____ 2019

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: loanfirst@homefirstindia.com Telephone: 022 28241485 Website: www.hffc.in

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING DATED 26th June, 2019

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, June 26, 2019 at 1.00 P.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 June 26, 2019 is attached herewith

