

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, 30th AUGUST 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

Further issue of Equity Shares on Preferential 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 8,97,348 (Eight Lakhs Ninety Seven Thousand Three Hundred and Forty Eight) 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 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 Capital Square Private Limited, a SEBI Registered Category – I Merchant Banker and Mr. Vishal R Laheri, a Registered Valuer, aggregating to INR 100,14,40,368 (Rupees One Hundred Crores Fourteen Lakhs Forty Thousand Three Hundred and Sixty Eight Only), to the following persons/ investors (hereinafter collectively referred to as the “**Proposed Allottees**”) by way of Preferential allotment 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	4,47,301
2	Aether (Mauritius) Limited	2,98,201

3	Mr. P S Jayakumar	1,50,946
4	Mr. Bhaskar Chaudhry	900
Total		8,97,348

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 *paripasu* 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.”

INITIAL PUBLIC OFFER OF EQUITY SHARES

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

“RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Department for Promoter of Industry and Internal Trade, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), National Housing Bank (“**NHB**”) and any other Applicable Laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the

Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges in India where the Equity Shares are proposed to be listed (the "Stock Exchanges"), and subject to any approvals, consents, permissions and sanctions, as may be required from the GoI, the Registrar of Companies, Maharashtra at Mumbai ("RoC"), SEBI, RBI, NHB and all other appropriate governmental, statutory and regulatory authorities and departments in India (the "Regulatory Authorities") and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, 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 duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Shareholders be and is hereby accorded to create, issue, offer and allot in the Offer such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 6,000 million and an Offer for Sale by existing shareholders of the Company (with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, at a price to be determined, by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, multilateral and bilateral development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in one or more tranches in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

RESOLVED FURTHER THAT, the Board be and is hereby authorised on behalf of the Company to invite the existing shareholders of the Company to participate in the Offer by undertaking an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, NHB, RoC and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions

and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the offer price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT, the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, and subject to such further corporate and other approvals as may be required, the consent and approval of the Shareholders be and is hereby accorded to complete a private placement at the discretion of the Board of such number of Equity Shares, as may be decided by the Board, as permitted under Applicable Law, to certain investors prior to filing of the red herring prospectus with SEBI (“**Pre-IPO Placement**”), at such price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other Applicable Laws, and to do such other acts, deeds, matters and things as the Board may from time to time, in its absolute discretion deem fit. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement.

RESOLVED FURTHER THAT, the Equity Shares so allotted under the Offer (including any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board either by itself or a sub-committee constituted by the Board, including the IPO Committee (as and when constituted), in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, Reservation, Discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges as the Board or such sub-committee in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements

with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the proceeds from the Fresh Issue, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such sub-committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT, subject to compliance with Applicable Laws, the Board, in consultation with the BRLMs, be and is hereby authorised on behalf of the Company to dispose of such Equity Shares as are not subscribed, to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT, in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

APPROVAL OF THE CONTINUATION OF MR. SAKTI PRASAD GHOSH AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

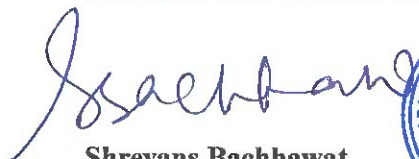
“**RESOLVED THAT**, pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) or any other applicable law and in partial modification of the resolution of the shareholders of the Company passed in the 9th annual general meeting of the shareholders of the Company held on July 7, 2018, the continuation of directorship of Mr. Sakti Prasad Ghosh for the existing term of his office as an Independent Director, be and is hereby approved.

RESOLVED FURTHER THAT, to give effect to the above resolutions, any of the Directors of the Company or the Chief Financial Officer or the Company Secretary be and is hereby severally authorized to do all such acts, things and deeds on behalf of the Company

and make such filings with the regulatory authorities, including RBI, to effectively implement this resolution.

RESOLVED FURTHER THAT, the Company Secretary 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: August 28, 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 August, 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

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 August 24, 2019, accorded their approval for the issue of up to 8,97,348 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 100,14,40,368 by way of preferential allotment, 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 preferential allotment 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 preferential allotment 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 Preferential allotment vide Board Resolution dated August 24, 2019
3	Kinds of securities	Equity Shares of Face Value Rs.10/-

	offered								
4	The total number of shares to be issued	8,97,348							
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 100,14,40,368							
6	Name and Address of the Valuer	Capital Square Private Limited – Category I Merchant Banker 208, Aarpee Centre, CTS 70, MIDC Road N0 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 st 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 intend to subscribe to the offer. Directors and key managerial personnel do not intend to subscribe the said 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	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of proposed allottees</th> <th>% of Post preferential offer capital held by them</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>True North Fund V LLP</td> <td>46.02</td> </tr> </tbody> </table>	Sr. No.	Name of proposed allottees	% of Post preferential offer capital held by them	1.	True North Fund V LLP	46.02	
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1.	True North Fund V LLP	46.02							

	may be held by them	2.	Aether (Mauritius) Limited	30.68		
		3.	Mr. P S Jaya Kumar	5.18		
		4.	Mr. Bhaskar Chaudhry	0.07%		
		Further, the pre & post shareholding pattern is given below				
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 / private placement have already been made during the year, in terms of number of securities as well as price	Date of allotment	Name of the allottees	Nature of the securities	No. of share / debentures allotted	Price per share / debenture
		29.6.2019	True North Fund V LLP	Equity shares	8,94,334	FV-10 Premium-1106
		29.6.2019	Aether (Mauritius) Limited	Equity shares	5,96,222	FV-10 Premium-1106
		29.6.2019	Bessemer India Capital Holdings II Ltd	Equity shares	4,76,423	FV-10 Premium-1106
		29.6.2019	Manoj Viswanathan	Equity shares	4,480	FV-10 Premium-1106
		29.6.2019	Bhaskar Chaudhary	Equity shares	650	FV-10 Premium-1106
		29.6.2019	Nutan Gaba Patwari	Equity shares	13,440	FV-10 Premium-1106
		29.6.2019	Ajay Khetan	Equity shares	8,960	FV-10 Premium-1106
		29.6.2019	Gaurav Mohta	Equity shares	11,648	FV-10 Premium-1106
		29.6.2019	Vilasini Subramaniam	Equity shares	6,720	FV-10 Premium-1106
		29.6.2019	Abhijeet Jamkhindikar	Equity shares	13,440	FV-10 Premium-1106
		29.6.2019	Arun Chandra Jupalli	Equity shares	1,792	FV-10 Premium-1106
		29.6.2019	Ramakrishna V	Equity shares	2,688	FV-10 Premium-1106
16	Principal terms of	Not Applicable as the proposed issue pertains to capital infusion and				

	assets charged as securities	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 preferential 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				
	Bodies Corporate	67,30,393	45.79%	71,77,694	46.03%
	Sub-total				
2	Foreign promoters	44,86,928	30.53%	47,85,129	30.58%
	sub-total (A)	1,12,17,321	76.32%	1,19,62,823	76.70%
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institutional Investors				
	Private Corporate bodies				
	Directors and Relatives	2,04,580	1.39%	2,04,580	1.31%
	Indian Public	7,27,947	4.95%	8,79,793	5.64%
	Others (Foreign Investors Investing through FDI route)	25,48,847	17.34%	25,48,847	16.34%
	Sub-total (B)	34,81,374	23.68%	36,33,220	23.29
	GRAND TOTAL	1,46,98,695	100%	1,55,96,043	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 not concerned or interested, financially or otherwise, in the Special Resolution set out in Item No 1 of this EGM Notice.

Item No 2

The Company proposes to undertake an initial public offering of equity shares of the Company (“**Equity Shares**”) which shall consist of a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale by certain existing shareholders of the Company (“**Offer for Sale**” and together with Fresh Issue, the “**Offer**”). The Company intends to at the discretion of the board of directors of the Company (“**Board**”), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“**BRLMs**”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary. In addition, the Company may undertake, a further issuance of Equity Shares, by way of a private placement prior to the Offer (the “**Pre-IPO Placement**”).

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹6,000 million on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

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

The Board recommends the resolutions in Resolution No. 2 of the accompanying Notice for your approval as special resolutions. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

Item No 3

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on May 9, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years.

One of our non-executive and independent directors, Mr. Sakti Prasad Ghosh, will have attained the age of 75 years on April 1, 2019. He was re-appointed by the Board pursuant to the provisions of Section 149 of the Companies Act, 2013, at the 9th annual general meeting of the shareholders of the Company held on July 7, 2018 for a term of five years till the conclusion of the annual general meeting to be held in the year 2023.

Mr. Ghosh holds a master's degree in Commerce from Calcutta, and a diploma in Financial Management from Jamnalal Bajaj Institute of Management (University of Bombay). His career spans over four and a half decades, starting as a probationary officer (Class I) in Reserve Bank of India and retiring as Executive Director, National Housing Bank (NHB). During his career, he was placed on deputation with Unit Trust of India, National Agricultural Bank for Rural Development (NABARD) and NHB to assist in building these institutions. Mr. Ghosh has been involved with Asian Development Bank (ADB) as Financial Management Specialist-cum-Staff

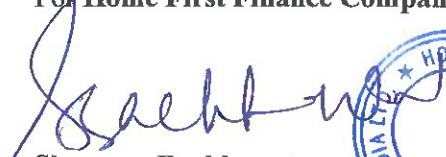
Consultant and was also associated with Vidyasagar University, West Bengal, as nominee of Chancellor and Governor of West Bengal.

The Board, based on the performance evaluation of independent directors, considers that, given the seniority, expertise and contribution made by Mr. Sakti Prasad Ghosh during his tenure, his continued association would be beneficial to the Company and the Board recommends his continuation as an independent director till the end of his current term.

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

The board of directors of the Company recommends the resolutions set out at Resolution No. 3 of the accompanying Notice for your approval as special 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: August 28, 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:

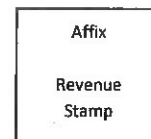
1. Name:
Address:
Email Id:
Signature:failing him/her
2. Name:
Address:
Email Id:
Signature:failing him/her

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, 30th August, 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.	Further issue of Equity Shares on Preferential basis
2.	Initial Public Offer of Equity Shares
3.	Approval of the continuation of Mr. Sakti Prasad Ghosh as an Independent Director of the Company

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

ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING DATED 30th AUGUST, 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, August 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 August 30, 2019 is attached herewith

