



Home Credit India Finance Pvt. Ltd. (formerly known as Rajshree Auto Finance Pvt. Ltd.)
Reg. Off.: Third Floor, Tower C, DLF Infinity Towers, DLF Cyber City,
Phase-II, Gurugram, Haryana-122002
CIN: U65910HR1997PTCO47448 Tel. No.: +91 124 4907600
Web : www.homecredit.co.in Email : care@homecredit.co.in

Now you can

Ref No. HCIN/LC/2017-18/50

December 15, 2017

To,

BSE Limited
Corporate Services Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001

Sub: Notice of Extra-Ordinary General Meeting (EGM) to be held on December 28, 2017

Dear Sir/ Madam,

It is hereby informed that Extra-Ordinary General Meeting ("EGM") of the Company will be held Thursday, December 28, 2017 at 11:00 a.m. at the registered office of the Company situated at 3rd Floor, Tower C, DLF Infinity Towers, DLF Cyber City Phase II, Gurugram, Haryana-12002, India. The notice of EGM along with Explanatory statement and accompanied documents has been issued to the shareholders, Directors and other persons entitled to receive the same.

Pursuant to Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the EGM Notice.

You are requested to please take the above on your record and oblige us.

Thanking You,

For **Home Credit India Finance Private Limited**



Gaurav Sharma
Company Secretary
CS Membership No. A21729

Encl:-As Above



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Ref no: HCIN/17-18/EGM 01/N1

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of Home Credit India Finance Private Limited will be held at its Registered Office of the Company situated at 3rd Floor, Tower C, DLF Infinity Towers, DLF Cyber City Phase II, Gurugram, Haryana, India on Thursday, December 28, 2017 at 11:00 A.M. to transact the following business:

SPECIAL BUSINESS:

Item No.1

To approve the alteration in the Articles of Association of the Company and in this regards to consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution:

Resolved that, in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ('The Act') read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per SEBI Circular No. CIR/IMD/DF-1/67/2017 dated June, 30, 2017 and the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permission and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for the alteration in the Articles of Association of the Company as placed before the members during the meeting.

Resolved further that the Directors and Company Secretary of the Company be and is hereby severally authorized to do, perform and execute all acts, functions and deeds necessary to give effect to this resolution.

Item No.2

To approve Borrowing limits of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

Resolved that in supersession of the resolution passed at the extraordinary general meeting of the Company held on December 15, 2016 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members be and is hereby accorded for borrowing any sum(s) of money(s), which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs.150,000,000,000 (One Hundred Fifty Billion Rupees only) (hereinafter referred as "Approved Limit").

Resolved further that, the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee which the Board has constituted or may constitute to exercise its powers under this resolution) be and is hereby authorised to borrow any sum of money within the Approved Limit on behalf of the Company, from time to time, from any bank, financial institution, company, individual, firm, body corporate or any other person, whether in India or abroad, and whether in the form of cash credit, advances, deposits, loan, commercial papers, bonds, bill discounts and/ or by way of issuing any type of debentures or other debt instruments as permitted under the applicable provisions of Companies Act, Foreign Exchange Management Act, FDI Policy, or other applicable laws as amended from time to time.

Item No. 3:

To approve the issuance of non-convertible debentures on private placement basis and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

Resolved that, in supersession of the resolution passed at the extraordinary general meeting of the Company held on December 15, 2016 and subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the members be and is hereby accorded to offer, issue and allot in one or more tranches Non-Convertible Debentures on private placement during a period of one year from the date of passing of this resolution for an amount not exceeding Rs.100,000,000,000/- (Rupees One Hundred Billion Only) (hereinafter referred as "Debenture Approved Limit").

Resolved further that, the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee which the Board has constituted or may constitute to exercise its powers under this resolution) be and is hereby authorised to decide the terms and conditions of such offer and/ or issue within the Debenture Approved Limit on behalf of the Company, from time to time, from any bank, financial institution, company, individual,

firm, body corporate or any other person, whether in India or abroad, as permitted under the applicable provisions of Companies Act, Foreign Exchange Management Act, FDI Policy, or other applicable laws as amended from time to time.

Resolved further that the Directors of the Company be and is hereby authorized to do, perform and execute all acts, functions and deeds necessary to give effect to this resolution.

Item No. 4

To approve the authorization to sell/lease/create mortgage, charge and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

Resolved that, in supersession of the special resolution passed at the extraordinary general meeting of the Company held on January 20, 2015 and pursuant to Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force and Article 9.2 of the Articles of Associations of the Company, the consent of the members of the Company be and is hereby accorded to sell, lease, mortgage, charge /lien or otherwise dispose off, the whole or substantially the whole of the undertaking of the Company, all the movable and immovable properties of the Company, present and future wherever situated in favour of financial institutions, banks, trusts, mutual funds, or other bodies corporate (hereinafter referred to as the "Lending Agencies") to secure the debentures/ bonds/other instruments issued or proposed to be issued, loan/foreign currency loans/borrowings and/or other credit facilities availed or proposed to be availed together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other expenses payable by the Company as per the terms and conditions of the issue of bonds/debentures/other instruments issued/ proposed to be issued or the loan agreement/trust deed entered into or proposed to be entered into by the Company.

Resolved further that, the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee which the Board has constituted or may constitute to exercise its powers under this resolution) be and is hereby authorised to decide the terms and conditions of such sale, lease, mortgage, charge, lien or otherwise disposal on behalf of the Company, from time to time, as permitted under the applicable provisions of Companies Act, Foreign Exchange Management Act, FDI Policy, or other applicable laws as amended from time to time and to do all such acts, deeds and things, including but not limited to finalize the documents and deeds, as may be applicable, to give effect to this resolution.

Resolved further that, **the** members of the Company hereby ratify all the transactions of sale, lease, mortgage, charge, lien or otherwise disposal on behalf of the Company approved by the Board since the passing of resolution in extraordinary general meeting of the Company held on January 20, 2015.

Item No. 5

To authorise issue and dispatch of notice at shorter period under section 62 of the Companies act, 2013 regarding right issue and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

Resolved that, pursuant to the proviso to Section 62(1)(a)(i) and Section 62(2) of the Companies Act 2013 read with notification dated June 05, 2015 issued by Central Government of India and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee which the Board has constituted or may constitute), for shorter period of notice for applying for right issue by shareholders and for shorter period of dispatch of such notice as and when such shares to be issued.

Registered Office:
3rd Floor, Tower C, Infinity Towers,
DLF Cyber City Phase II,
Gurugram, Haryana

By order of the Board of
Home Credit India Finance Private Limited

GAURAV SHARMA
Company Secretary

Gaurav Sharma
Company Secretary
CS Membership No. A21729

Date: December 15, 2017

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 1-3 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution/authority, as applicable.
4. Members/proxies are requested to fill in and sign the Attendance Slip for the meeting.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The members are hereby informed that, the Articles of Association of the Company proposed to be amended to comply with the various amendments and exemptions granted to private companies as well to comply with regulations issued by Securities and Exchange Board of India (SEBI) of India. A draft copy of altered Articles of Association of the Company after necessary changes is annexed herewith this notice. Pursuant to and in terms of the provisions of Section 14 of the Companies Act, 2013 and rules made thereunder, any alteration in the Articles of Association of the Company requires approval of the members by way of a Special Resolution. Accordingly, the Board of Directors recommends the resolution at Item No. 1 of the Notice for approval of the members of the Company as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 2

In the extraordinary general meeting of the Company held on December 15, 2016, the members had, by way of Special Resolution, approved the borrowing of funds on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of INR 70,000,000,000 at any point of time.

In view of expansion plans of business operations, the Company shall be required to look out for options of raising funds other than through equity. As on November 30, 2017, the total borrowings of the Company stood at Rs.28 Billion (approx.). Based on the financial projections, it is estimated that the existing limit of INR 70,000,000,000 will not be sufficient and shall be exhausted in the coming future. The Board in its meeting held on December 05, 2017 are of the view that existing borrowings limits for the Company be increased from Rs.70 Billion to Rs.150 Billion and decided to seek members' approval for borrowing funds from any bank(s), financial institution(s), company(s), individual(s), firm(s), body corporate(s) or any other person for the purposes of business activities of the Company as per the proposed borrowing limit.

The said limit of borrowing shall not include temporary loans (i.e. loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character) obtained from the banks by the Company in ordinary course of business. The said limit of the borrowing shall include both domestic borrowings as well as the foreign borrowings made for meeting the working capital requirements and capital expenditures of the Company. The Board (or committee constituted by the Board) should be authorized to raise borrowings in the form of cash credit, advances, deposits, loan, commercial papers, bonds, bill discounts and/ or by way of issuing any type of debentures or other debt instruments as permitted under the applicable provisions of Companies Act, Foreign Exchange Management Act, FDI Policy, or other applicable laws as amended from time to time. Accordingly, the Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 3

The shareholders have in their meeting held on December 15, 2016 granted their approval to raise funds through the issue of non-convertible debentures on a private placement basis up to an aggregate amount of up to Rs. 50 Billion. The said resolution was valid and effective for one year from December 15, 2016. It is further noted that, Company has issued non-convertible debenture for an amount of Rs. 26.97 Billion till November 2017. Based on the financial projections, it is estimated that the existing limit of Rs.50 Billion also needs to be increased. In order to meet the business operations requirements of the Company that may arise, the Board of Directors of the Company proposes to issue non-Convertible debentures, to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalised by the Board and/or committee constituted by the Board of Directors. The amount to be raised by way of issue of non-convertible debentures on a private placement basis however shall not exceed Rs.100 Billion (Rupees One Hundred Billion only) in aggregate during a period of one year from the date of passing of this resolution.

Pursuant to Section 42 of the Companies Act, 2013 read Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, every offer or invitation to subscribe to securities (including debentures) of the Company on private placement basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations. It shall be sufficient, if Company passes a previous Special Resolution only once in a year for all the offer or invitation for such debentures during the year. Therefore, the consent of members is sought in connection with the aforesaid issue of debentures from time to time and to authorize the Board to issue non-convertible debentures during the year on private placement basis up to Rs.100 Billion in one or more tranches. Accordingly, the Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 4

For the purpose of raising funds through borrowings or issue of various debt instruments, the Company may be required to create charge, lien or security upon the assets of the Company. Further, the Company is also selling/ disposing off the assets of the Company through securitization, direct assignment and other means. Therefore, it is proposed to authorize the Board (or any committee constituted by the Board for these purposes) to sell, lease, mortgage, hypothecate or otherwise dispose off the assets of the Company and for securing loans/debentures/bonds/borrowing and/or advances provided/to be provided by various lenders. In this regard, the consent of the shareholders is required under section 180 (1) (a) of the Companies Act, 2013. Accordingly, the approval of shareholders, is being requested by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 5

The members are hereby informed that as per the provisions of Section 62(1)(a) (i) and Section 62 (2) of the Companies Act 2013 regarding right issue :

- i. The offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined.
- ii. The notice referred above shall be dispatched to all the existing shareholders at least three days before the opening of the issue.

However, pursuant to exemption granted to private limited companies by notification dated June 05, 2015 issued by Central Government, shorter period of notice for applying for right issue by shareholders and for shorter period of dispatch of such notice is permissible with the consent of at least 90% of the shareholders for shorter period of notice for applying for right issue by shareholders and for shorter period of dispatch of such notice as and when such shares to be issued. In this regard, the consent of the shareholders is required under aforesaid provision of the Companies Act, 2013 authorising the Board of Directors (or committees thereof) with necessary power with respect to shorter period of notice for applying for right issue by shareholders and for shorter period of dispatch of such notice as and when such shares to be issued. Accordingly, the Board recommends the Special Resolution(s) set out at Item No. 5 of the accompanying Notice for your approval, in the best interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ATTENDANCE SLIP

Name of Shareholder:

Address of Shareholder:

Regd. Folio No:

No. of shares held:

I hereby record my presence at Extra-Ordinary General Meeting of the Company on Thursday, December 28, 2017 at 11.00 A.M at its Registered Office situated at Third Floor, Tower C DLF Infinity Towers, DLF Cyber City Phase II Gurugram Haryana122002 India.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

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: U65910HR1997PTC047448

NAME OF THE COMPANY: HOME CREDIT INDIA FINANCE PRIVATE LIMITED

REGISTERED OFFICE: THIRD FLOOR, TOWER C DLF INFINITY TOWERS, DLF CYBER CITY PHASE II GURUGRAM HR 122002 IN

Name of the member (s):
Registered address:
E-mail Id:
Folio No:
DP ID:

I/We, being the member (s) of _____ Shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: _____

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 to be held on Thursday, December 28, 2017 at 11.00 A.M at its Registered Office situated at Third Floor, Tower C DLF Infinity Towers, DLF Cyber City Phase Ii Gurugram Haryana 122002 India. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.1:- To approve the alteration in the Articles of Association of the Company

Item No.2:- To approve Borrowing limits of the Company.

Item No.3: :To issue non-convertible debentures on private placement basis.

Item No. 4 : To approve the authorization to sell/lease/create mortgage, charge.

Item No. 5: To authorise issue and dispatch of notice at shorter period under section 62 of the Companies act, 2013 regarding right issue

Date

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order 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.

Route Map:-

