

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of Home Credit India Finance Private Limited will be held at its office of the Company situated at Plot No. 19, 1st Floor, Tower B, Sewa Towers, Sector 18, Udyog Vihar, Gurgaon, Haryana – 122015- India on Wednesday, August 30, 2017 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:**Item No.1**

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2017 and statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon.

Item No.2

To consider the ratification of appointment of M/s. B S R & Associates LLP , Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the appointment of M/s. B S R & Associates LLP ,Chartered Accountants (firm registration no. - 116231W/W-100024) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable M/s. B S R & Associates LLP, Chartered Accountants, as the Statutory Auditor of the Company and the said audit fee may be paid to the Auditors on a progressive billing basis on the basis of the schedule of work to be agreed between the Statutory Auditors and the Company.

SPECIAL BUSINESS**Item No.3**

To regularise the appointment of Mr. David Minol (DIN-07734199) as Non-Executive Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. David Minol as the Non-Executive Director of the Company not liable to retire by rotation.”

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

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

Sd/-

Date: August 04, 2017

**Gaurav Sharma
Company Secretary
CS Membership No. A21729**

Notes:

1. The Explanatory Statement pursuant to section 102 and section 62 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 2 and 3 respectively 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.
5. The route map showing directions to reach the venue of the 20th AGM is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

ORDINARY BUSINESS**Item No. 2**

The members are hereby informed that M/s BSR & Associates LLP, Chartered Accountants was appointed as Statutory Auditors of the Company in the annual general meeting held on 28th September 2016 for a consecutive term of Five Financial years (i.e 2016-17 to 2020-21) subject to ratification by members at every annual general meeting. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.2 of the accompanying Notice.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, every company shall, at the annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, such appointment shall be subject to ratification in every annual general meeting till the sixth Annual general meeting by way of passing of an ordinary resolution.

The eligibility certificate was obtained from M/s. B S R & Associates LLP, Chartered Accountants, under the provisions of Section 139 of the Act stating that the audit firm satisfies the eligibility criteria for appointment as statutory auditor provided in Section 141 of the Act.

The matter is being placed before the members for their consideration and approval.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

SPECIAL BUSINESS**Item No.3**

The members are hereby informed that Mr. David Minol (DIN-07734199) was appointed as the Additional Director of the Company on 21st February, 2017 as per the provisions of Section 161(1) of the Companies Act, 2013. In terms of said provision, Mr. David Minol (DIN-07734199) shall be vacating the office as an Additional Director on the forthcoming Annual General Meeting.

The Board considers it advantageous and in the interest of the Company to have Mr. David Minol (DIN-07734199) on the Board as the Non-Executive Director of the Company.

Further, the Company has received from Mr. David Minol (DIN-07734199) consent in writing to act as Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of the Rule 14(1) of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The matter is being placed before the members for their consideration and approval.

None of the Directors or Key Managerial Person, except Mr. David Minol, is interested or concerned in the aforesaid resolution. Your Directors recommend the above resolution for your approval.

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

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

Sd/-

Date: August 04, 2017

Gaurav Sharma
Company Secretary
CS Membership No. A21729

ATTENDANCE SLIP

Name of Shareholder:

Address of Shareholder:

Regd. Folio No:

No. of shares held:

I hereby record my presence at the 20th Annual General Meeting of the Company on Wednesday, August 30, 2017 at 10.30 A.M at its Office situated at Plot No. 19, 1st Floor, Tower B, Sewa Towers, Sector 18, Udyog Vihar, Gurgaon, Haryana – 122015- 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: 3rd Floor, Tower C, Infinity Towers, DLF Cyber City Phase II, Gurgaon, Haryana

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 Annual General Meeting to be held on Wednesday, August 30, 2017 at 10.30 A.M at its Office situated at Plot No. 19, 1st Floor, Tower B, Sewa Towers, Sector 18, Udyog Vihar, Gurgaon, Haryana – 122015- India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.1:- To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2017 and statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon.

Item No.2: To consider the ratification of appointment of M/s. B S R & Associates LLP , Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Item No.3: To regularise the appointment of Mr. David Minol (DIN-07734199) as Non-Executive Director of the Company

Date

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

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 TO THE AGM VENUE

