

Ref No. HCIN/LC/2017-18/59
January 12, 2018

To

BSE Limited,
Corporate Services Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Sub: Confirmation Certificate with respect to insertion of enabling provision in the Articles of Association to carry out consolidation and re-issuance of debt securities.

Dear Sir/ Madam,

Pursuant to para 3.1.4 read with para 2,4 of the SEBI Circular CIR/IMD/DF-1/67/2017 dated June 30, 2017, we would like to inform you that the Company has altered the Articles of Association by inserting an enabling provision in its Articles of Association. The following Article 9.6 has been inserted in the Articles of Association to carry out consolidation and re-issuance of debt securities:

9.6 "The Company may carry out consolidation and re-issuance of its debt Securities, pursuant to and in terms of the provisions of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time."

The above alteration in the Articles of Association was approved by the shareholders in their Extraordinary General Meeting held on December 28, 2017. The certified true copy of such resolution is enclosed with this letter.

Request you to kindly take the same on record.

Thanking You.

Yours faithfully,

For Home Credit India Finance Private Limited



Gaurav Sharma
Company Secretary
CS Membership No: A21729

Enclosure:-

1. Certified True copy of Special Resolution dated December 28, 2017.

CERTIFIED TRUE COPY OF THE EXTRACTS OF THE RESOLUTION PASSED BY THE MEMBERS OF HOME CREDIT INDIA FINANCE PRIVATE LIMITED IN THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON THURSDAY, DECEMBER 28, 2017 COMMENCED AT 11:00 A.M. AT 3RD FLOOR, TOWER C, DLF INFINITY TOWERS, DLF CYBER CITY PHASE-II, GURUGRAM, HARYANA - 122002, INDIA AND CONCLUDED AT 12:30 P.M.

REF NO: HCIN/17-18/EGM 01

TO APPROVE THE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

“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.”

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

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 the 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.

For **Home Credit India Finance Private Limited**


Pavel Maco
Director/Chief Executive Officer
DIN: 06703589
Signed & Delivered on 12.01.2017

