

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of Home Credit India Finance Private Limited will be held at its office of the Company situated at 3rd Floor, Tower-C, Infinity Towers, DLF Cyber City, Phase II, Gurugram, Haryana-122002 on Monday, 24th day of September, 2018 at 4:00 P.M. (IST) 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, 2018 and statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2018 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, including any statutory enactment or modification thereof, 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 to 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. Pavel Krbec (DIN-08062828) 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, and other applicable provisions, if any (including any modification or re-enactment thereof), of the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Pavel Krbec as the Non-Executive Director of the Company.”

Item No. 4

To approve the appointment of Mr. Pramod Kumar Panda (DIN-08150489) as an Independent 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Pramod Kumar Panda (DIN 08150489) as Independent Director of the Company effective June 28, 2018 for a period of three years.”

Item No. 5

To approve the appointment of Dr. Tamali Sen Gupta (DIN-00358658) as an Independent 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, the approval of the shareholders of the Company be and is hereby accorded to the appointment of Dr. Tamali Sen Gupta (DIN 00358658) as Independent Director of the Company effective July 27, 2018 for a period of three years.”

Item No. 6

To the appointment of Mr. Ondrej Kubik (DIN-08194580) as the Whole-time 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 a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 196 and other provisions, if any applicable, of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued under the Companies Act, 2013 (hereinafter collectively referred as “the Act”) and pursuant to the provisions of the Articles of Association of the Company, the appointment of Mr. Ondrej Kubik as the Whole Time Director of the Company for a period of three years with effect from August 28, 2018 be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ondrej Kubik will continue to draw the remuneration for performing his responsibilities under the employment with the Company as Chief Executive Officer, as may be decided as per the authority of the Board of Directors from time to time.

RESOLVED FURTHER THAT, the appointment of Mr. Ondrej Kubik as the Whole Time Director of the Company shall also be subject to the terms and conditions of his employment with the Company and shall terminate along with the termination of his employment with the Company for any reason whatsoever.”

**Registered Office:
3rd Floor, Tower C, Infinity Towers,
DLF Cyber City Phase II, Gurgaon, Haryana
- 122002**

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

Date: August 28, 2018

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

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 2 to 6 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 21st 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 or their relatives are concerned or interested, financially or otherwise, in this resolution.

SPECIAL BUSINESS

Item No. 3

The members are hereby informed that Mr. Pavel Krbec (DIN-08062828) was appointed as the Additional Director of the Company on 31st January, 2018 as per the provisions of Section 161(1) of the Companies Act, 2013. In terms of said provision, Mr. Pavel Krbec (DIN-08062828) 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. Pavel Krbec (DIN-08062828) on the Board as the Non-Executive Director of the Company.

Further, the Company has received from Mr. Pavel Krbec (DIN-08062828) 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.

Except Mr. Pavel Krbec, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 4

The members are hereby informed that Mr. Pramod Kumar Panda (DIN 08150489) was appointed as an Additional Independent Director of the Company under section 161 of the Companies Act, 2013 for a period of three years from June 28, 2018.

The Board considers it advantageous and in the interest of the Company to have Mr. Pramod Kumar Panda (DIN 08150489) on the Board as the Independent Director of the Company.

Mr. Pramod Kumar Panda is a MSc. in financial regulation from London University, M.A. in Political Science and Bachelors of Arts in Law from Utkal University. He has acted as Chief General Manager in Department of Banking Supervision in Reserve Bank of India (RBI) and as director on the Board of Bank of India. He has looked after the Financial Conglomerate Supervision and policy issues surrounding cross border & cross sectoral supervisory cooperation amongst overseas financial sector regulators. He was also a member of working groups of RBI and has advised related to Accounting and Auditing Standards, Internal Group on Supervision of Financial Conglomerates, Principle Based Banking Regulation. He was also one of the partners of the Mumbai based law firm (Argus Partners) and headed their Financial Regulation Practice and advised the Indian regulated entities on regulatory matters surrounding their licensing, registration and compliance issues.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act. Mr. Pramod Kumar Panda fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and Mr. Panda is independent of the management.

Accordingly, the Board recommends the resolution for regularization/appointment of Mr. Pramod Kumar Panda as an Independent Director of the Company for a period of 3 years with effect from June 28, 2018 and seeks your approval to the said resolution.

Except Mr. Pramod Kumar Panda, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

A copy of the letter for appointment of Mr. Pramod Kumar Panda, as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days till the date of Annual General Meeting.

Item No. 5

The members are hereby informed that Dr. Tamali Sen Gupta (DIN 00358658) was appointed as an Additional Independent Director of the Company under section 161 of the Companies Act, 2013 for a period of three years from July 27, 2018.

The Board considers it advantageous and in the interest of the Company to have Dr. Tamali Sen Gupta (DIN 00358658) on the Board as the Independent Director of the Company.

Dr. Tamali is a B.A. Econ. (Hons.) from Lady Shriram College (Delhi University) and a law graduate (Delhi University) and has also completed her LLM from Stanford University. Dr. Tamali has over 30 years' experience in the field of law and a specialist in infrastructure, banking, finance, media, hotels, and real estate laws and has acted as legal advisor to China Trust Bank, Bank of Tokyo Mitsubishi, State Bank of India and ICICI Standard Chartered. Dr. Tamali has also acted as an independent director on the Board of various renowned organisations.

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act. Dr. Tamali Sen Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company and Dr. Tamali Sen Gupta is independent of the management.

Accordingly, the Board recommends the resolution for regularization/appointment of Dr. Tamali Sen Gupta as an Independent Director of the Company for a period of 3 years with effect from July 27, 2018 and seeks your approval to the said resolution.

Except Dr. Tamali Sen Gupta, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

A copy of the letter for appointment of Dr. Tamali Sen Gupta, as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days till the date of Annual General Meeting.

Item No. 6

The members are hereby informed that in order to broad base the Board of the Company, it was considered appropriate to induct new Director on the Board possessing the requisite skill sets which shall be helpful in devising the strategy with respect to long term expansion plans of the Company. The Nomination & Remuneration Committee has recommended the appointment of Mr. Ondrej Kubik as Whole time Director to the Board in their meeting held on May 30, 2018. The Board of Directors after due consideration, appointed Mr. Ondrej Kubik (Chief Executive Officer) as the Additional of the Company with effect from August 28, 2018 subject to the approval of the members of the Company in the next general meeting.

Mr. Ondrej Kubik is graduated from the University of Economics in Prague with a Master's degree in finance and commercial law and Harvard Business School in General Management Program. Mr. Ondrej Kubik is a member of Association of Chartered Certified Accountants (ACCA) since 2002 and a Chartered Financial Analyst since 2006. Mr. Ondrej Kubik has been associated with Home Credit Group since February 2008. His career spans from accounting and financial consultancy to top executive positions in Home Credit countries. He has served on senior positions as Chief Executive Officer and Chief Financial Officer in banking entities of Home Credit Group in Kazakhstan and Belarus for almost 10 years.

Your directors believe that the appointment of Mr. Ondrej Kubik as the Whole time Director of the Company is in the best interest of the Company and shall also value add to the quality of deliberations at the Board and Committee meetings.

Consent of Members is therefore sought in connection with the appointment of Mr. Ondrej Kubik as the Whole time Director of the Company for a period of 3 years commencing from August 28, 2018 subject to continuation of his employment with the Company. Mr. Ondrej Kubik does not hold any equity share in the Company as on date. Mr. Ondrej Kubik will continue to draw the remuneration for performing her responsibilities under the employment with the Company as Chief Executive Officer as may be decided as per the authority of the Board of Directors from time to time.

Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Except Mr. Ondrej Kubik, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

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

Date: August 24, 2018

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 21st Annual General Meeting of the Company on Monday, September 24, 2018 at 4.00 P.M at its Office situated at 3rd Floor, Tower C, DLF Infinity Towers, DLF Cyber City Phase II, Gurgaon, Haryana - 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

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

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 Monday, September 24, 2018 at 4.00 P.M at its Office situated at 3rd Floor, Tower C, Infinity Towers, DLF Cyber City Phase II, Gurgaon, Haryana 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, 2018 and statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2018 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. Pavel Krbec (DIN-08062828) as Non-Executive Director of the Company.

Item No.4: To approve the appointment of Mr. Pramod Kumar Panda (DIN-08150489) as an Independent Director of the Company.

Item No. 5: To approve the appointment of Dr. Tamali Sen Gupta (DIN-00358658) as an Independent Director of the Company.

Item No. 6: To regularise the appointment of Mr. Ondrej Kubik (DIN-08194580) as the Whole-time 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.

