

HERO HOUSING FINANCE LIMITED

Registered Office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057

Tel: 011-49487150, **Fax:** 011-49487197

Website: www.herohousingfinance.com, **Email:** customer.care@herohfl.com

CIN: U65192DL2016PLC301481

NOTICE FOR THE 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 3rd ANNUAL GENERAL MEETING of the Members of Hero Housing Finance Limited is scheduled to be held on Friday, September 6, 2019 at 10:30 A.M. at its Registered Office at 3rd floor, 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057, India, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Balance Sheet as at March 31, 2019, the Profit and Loss of the Company, cash flow statement and notes to the financial statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhimanyu Munjal (DIN-02822641), who retires by rotation and being eligible has offered himself for re-appointment.

By Order of the Board
For Hero Housing Finance Limited

Vikas Gupta
Company Secretary
M.No. ACS 24281

Date: July 23, 2019

Place: New Delhi

Registered Office:

9, Community Centre, Basant Lok,

Vasant Vihar, New Delhi- 110057,

CIN: U65192DL2016PLC301481

Phone: 011-49487150 **Fax:** 011-49487197-98

Website: customer.care@herohfl.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** As per Section 105 of the Companies Act, 2013, person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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. Proxy forms submitted on behalf of the companies, societies etc., must be

- supported by an appropriate resolution/ authority, as applicable.
2. In terms of Secretarial Standard 2 in respect of Director(s) seeking re-appointment at the 3rd Annual General Meeting is given in the Annexure to the Notice.
 3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank holidays, between 11:00 A.M. and 1:00 P.M. upto the date of the Annual General Meeting.
 4. Members / proxies should bring the Attendance Slip duly filled in for attending the Meeting.
 5. Members may note that the Annual Report for 2018-19 are also available on the Company's website www.herohousingfinance.com.
 6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
 7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify to the Company of any change(s) in address or demise form may contact their respective DP for availing this facility.
 8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Registrar in this regard.

By Order of the Board
for Hero Housing Finance Limited

Vikas Gupta
Company Secretary
ACS 24281

Date: July 23, 2019

Place: New Delhi

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INFORMATION, PURSUANT TO THE SECRETRIAL STANDRAD ISSUED BY ICSL ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED

| | | |
|---|--|--------------------|
| Name of Director | Mr. Abhimanyu Munjal | |
| Age | 36 | |
| Qualification | Business Graduate from United Kingdom | |
| Experience | After his graduation, he joined and took important position such as investment Advisor, ABN Amro Bank, New Delhi. His specialization includes Treasury, Banking & Finance, Strategic Planning and Identifying Merger & Acquisition | |
| Terms and conditions of appointment | On 16th June, 2016, he was appointed as Managing Director of the Company | |
| Details of Remuneration | Nil | |
| Date of first appointment on the Board | 16th June, 2016 | |
| Shareholding in the Company | Nil | |
| Relationship with other director / KMP | Son of Mrs. Renu Munjal and Brother of Mr. Rahul Munjal, Directors of the Company | |
| No. of meetings of the Board attended during the year | 6 | |
| Directorship in other Companies | <p>Private Companies:</p> <ol style="list-style-type: none"> 1. ADVantaged Technology Partners Private Limited 2. Foodcraft India Private Limited 3. Hero Rooftop Energy Private Limited 4. Hero Future Energies Private Limited (Formerly Known as Clean Solar Power (Hiriyur) Private Limited 5. RKMFT Private Limited 6. AMFT Private Limited <p>Public Companies:</p> <ol style="list-style-type: none"> 1. Hero Housing Finance Limited 2. Hero FinCorp Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. Hero Future Energies Global Ltd. 2. Hero Future Energies Asia Pte. Ltd. 3. Chocolate Hospitality Ventures Pte. Ltd. <p>Margot Holdings Ltd.</p> | |
| Chairmanship / membership of Committees of other Board | | |
| Name of the Company | Name of the Committee | Designation |
| Hero FinCorp Limited | Asset Liability Management Committee | Member |
| | Risk Management Committee | Member |
| | Stakeholder Relationship Committee | Member |
| | Corporate Social Responsibility | Member |

| | | |
|---|---------------------------------------|----------|
| | Committee | |
| | Committee of Directors | Member |
| | IT Strategy Committee | Member |
| Hero Housing Finance Limited | Audit Committee | Member |
| | Nomination and Remuneration Committee | Member |
| | Risk Management Committee | Member |
| | Asset Liability Management Committee | Member |
| ADVantage Technology Partners Private Limited | Investment Committee | Chairman |
| Hero Future Energies Private Limited (Formerly Known as Clean Solar Power (Hiriyur) private Limited | Audit Committee | Member |
| | Nomination and Remuneration Committee | Member |
| | Banking & Finance Committee | Member |
| | Share Allotment & transfer Committee | Member |
| Hero Future Energies Global Ltd. | Nomination and Remuneration Committee | Member |
| | Audit Committee | Member |

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ATTENDENCE SLIP

3rd Annual General Meeting – September 6, 2019

Registered Folio No./DP ID No./ Client ID No.:

| | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
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|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

Number of Shares held

| | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 3rd Annual General Meeting of the Company to be held at 3rd floor, 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 on September 6, 2019 at 10.30 A.M.

Name of the member/proxy
(in BLOCK Letters)

Signature of the member/proxy

Note:

1. Please fill up this Attendance Slip and hand it over at the entrance of the Meeting place/hall. Members are requested to bring their copies of Annual Report to the AGM.
2. Shareholders/Proxy holders wishing to attend the meeting should bring the duly filled attendance slip for the meeting.
3. Please read the instructions carefully before exercising your vote.

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**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]

3rd Annual General Meeting- September 6, 2019

| | |
|-----------------------|--|
| Name of the Member(s) | |
|-----------------------|--|

| | |
|--------------------|--|
| Registered address | |
| | |

| | |
|-------|--|
| Email | |
|-------|--|

| | |
|---------------------|--|
| Folio No./Client ID | |
|---------------------|--|

| | |
|-------|--|
| DP ID | |
|-------|--|

I/We, being the Member(s) of _____ Equity Shares of Hero Housing Finance Ltd., hereby appoint:

Name: _____ Email: _____

Address _____

Signature _____ or failing him/her

Name: _____ Email: _____

Address _____

Signature _____ or failing him/her

Name: _____ Email: _____

Address _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the Company to be held on September 6, 2019 at 10.30 A.M. at 3rd floor, 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057 and at any adjournment(s) thereof, in respect of such Resolutions as are indicated below:

| Resolution No. | Description of Resolution | Vote (Optional see Note 2) (Mention number of shares) | | |
|--------------------------|---|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1. | To receive, consider and adopt of the audited financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board and Auditors thereon | | | |
| 2. | To re-appoint Mr. Abhimanyu Munjal (DIN- 02822641), Director, retiring by rotation | | | |

Signed this _____ day of _____ 2019

| |
|---------------------------------------|
| Affix revenue stamp of Rs. 1 |
|---------------------------------------|

Signature of the Member

Signature of the Proxy holder(s):

Note:

1. This form, in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the Annual General Meeting (i.e. on or before September 6, 2019)
2. If you leave the 'for', 'against', 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.