

HERO HOUSING FINANCE LIMITED

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

Tel: 011- 49487150; Fax: 011-49487197-98; Website: www.herohousingfinance.com; Email: investors@herohfl.com

CIN: U65192DL2016PLC301481

NOTICE FOR THE 5th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 5th ANNUAL GENERAL MEETING of the Members of Hero Housing Finance Limited is scheduled to be held on Tuesday, September 07, 2021 at 2:30 P.M. at its Registered Office at 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, 2021, 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. Rahul Munjal (DIN-00118339), who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following Resolution with or without modification(s), as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 along with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the Memorandum and Articles of Association of the Company, and subject to the necessary consent(s)/approval(s) as required under applicable law, the consent of shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 500,00,00,000 (Rupees Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs. 10 (Rupees Ten) each to Rs. 1,000 Crore (Rupees One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) equity shares of Rs. 10 (Rupees Ten) each, by way of creation of an additional 50,00,00,000 (Fifty Crore) equity shares of Rs. 10 (Rupees Ten) each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 1000,00,00,000/- (Rupees One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) equity shares of Rs. 10/- (Rupees Ten) each. The Company may increase or reduce the Share Capital, divide or consolidate the shares in the Capital for the time being in force into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or condition in such manner as may for the time to time being in provided by the provision of Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (including Committee of Directors) be and is hereby authorized to do all such steps and actions and give such directions as it may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company or otherwise, to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Chief Financial Officer or Chief Compliance Officer or Company Secretary of the Company, may be furnished to any concerned person(s)/ authority(ies) as may be required."

4. ENHANCEMENT IN THE LIMIT OF BORROWINGS

To consider and, if thought fit, to pass, the following Resolution with or without modification(s), as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the members at their meeting held on February 06, 2018 and in pursuance of the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions, if any, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Committee of Directors) to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves & securities premium, that is to say, reserves not set apart for any specific purpose; provided that the total amount upto which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient as they may in their absolute discretion may deem necessary or desirable and their decision shall be final and binding."

5. TO PROVIDE THE SECURITY FOR SECURING THE BORROWINGS

To consider and, if thought fit, to pass, the following Resolution with or without modification(s), as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the members at their meeting held on February 06, 2018 and in pursuance of the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned Authorities, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include Committee of Directors) to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible and/or intangible assets, book debts and/or claims of the Company wheresoever situated, present and future and such charge to rank either

first, pari passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), Trustee(s) and/or to such other persons, if any, from whom the Company has proposed or proposes to borrow money/sums of moneys by way of financial instruments by whatever name called permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only) at any time.

RESOLVED FURTHER THAT in connection with foregoing resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), Trustee(s) and/or to such other persons, if any, for the holders of Debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of Debentures/Bonds whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board
For Hero Housing Finance Limited

Sd/-
Vikas Gupta
Company Secretary
M.No. ACS 24281

Date: July 19, 2021
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: www.herohousingfinance.com
Email: Investors@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 5th 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 2020-21 is 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 3

The Company requires additional long-term finance in order to fund the expansion of its business. Such additional financing is proposed to be raised by way of issuance of additional equity shares in the Company and therefore, in order to facilitate such issuance, the authorized share capital of the Company would have to be increased from Rs. 500,00,00,000 (Rupees Five Hundred Crores) to Rs. 1000,00,00,000 (Rupees One Thousand Crores). Consequently, the Capital Clause of the Memorandum of Association of the Company would have to be altered, with such increase in the authorized share capital, in the manner set out in Item No. 1 of the Notice.

The Board of Directors at its meeting held on April 26, 2021 had approved the proposal for increase of the authorized share capital of the Company as well as consequent amendment to be carried out in the Memorandum of Association of the Company.

Increase in authorized share capital as well as the proposed amendment of the Memorandum of Association of the Company would require approval of the shareholders by way of an Ordinary Resolution.

The Board recommends the Resolution at Item No. 1 for approval of the Members by Ordinary Resolution.

ITEM NO. 4 & 5

In view of the expected growth in the business of the Company, it is necessary for the Company to borrow from various sources and to enhance the existing limit of Rs. 3,000 Crore to Rs. 4,500 Crore. The Board of Directors at its Meeting held on April 26, 2021 has approved the proposal to enhance the limit to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves & securities premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).

The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Company. Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time. Further, the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 require that such a Resolution be passed by way of a Special Resolution. The consent of the members is hereby requested on the proposed resolution(s) by way of Special Resolution(s).

Your Directors recommends the passing of the Special Resolution(s) proposed at Item No. 3, 4 & 5 of this Notice.

None of the Promoters, Directors or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3, 4 & 5.

By Order of the Board
For Hero Housing Finance Limited

Sd/-
Vikas Gupta
Company Secretary
M.No. ACS 24281

Date: July 19, 2021

Place: New Delhi

Registered Office

9, Community Centre, Basant Lok,

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ANNEXURE TO THE NOTICE

**Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Annual General Meeting
[Pursuant to Secretarial Standards on General Meeting]**

Name of Director	Mr. Rahul Munjal
Age	45
Qualification	He is Graduated in Economics from the University of Rochester, USA.
Experience	His entrepreneurial journey began in the year 2003, as the Director and Founder of Easy Bill Limited. He also serve as a Director Rockman Industries Limited
DIN	00118339
Terms & Condition of appointment/reappointment	On 16 th June, 2016, he was appointed as Director of the Company
Details of remuneration sought to be paid	Nil
Remuneration last drawn FY 2020-21	Nil
Date of first appointment on the Board	16 th June, 2016
Shareholding in the Company	Nil
Relationship with Directors and other Key Managerial Personnel	Son of Mrs. Renu Munjal and Brother of Mr. Abhimanyu Munjal, Directors of the Company
No. of meetings of the Board attended during the year	5 (five)
Directorship in other Companies	<p>Private Companies:</p> <ol style="list-style-type: none"> 1. Hero Future Energies Private Limited 2. Hero Wind Energy Private Limited 3. Hero Solar Energy Private Limited 4. Tessolve Semiconductor Private Limited 5. BM Munjal Energies Private Limited 6. PM Infosoft Private Limited 7. RMFT Private Limited 8. RKMFT Private Limited <p>Public Companies:</p> <ol style="list-style-type: none"> 1. Rockman Industries Limited 2. Hero Housing Finance Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. Chocolate Hospitality Ventures Pte. Ltd, 2. Margot Holdings Limited 3. Hero Future Energies Global Ltd. 4. Hero Future Energies Asia Pte. Ltd. 5. Clean Solar Power (Cambodia) Co. Ltd.
Chairmanship / membership of Committees of other Boards	<p>Hero Future Energies Private Limited</p> <ol style="list-style-type: none"> 1. Banking & Finance Committee - Chairman 2. Nomination & Remuneration Committee - Member 3. Audit Committee - Member 4. Corporate Social Responsibility Committee - Member 5. Share Allotment & Transfer Committee - Chairman <p>Hero Wind Energy Private Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - Member <p>Hero Solar Energy Private Limited</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility - Member

	Hero Future Energies Global Limited
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1. Audit Committee - Member

2. Nomination and Remuneration Committee - Member

3. Investment Committee - Member

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CIN:U65192DL2016PLC301481

ATTENDENCE SLIP

5th Annual General Meeting - September 07, 2021

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

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Number of Shares held

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

I hereby record my presence at the 5th Annual General Meeting of the Company to be held at its registered officer at 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 on Tuesday, September 07, 2021 at 2:30 P.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]

5th Annual General Meeting- September 07, 2021

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 Limited, 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 5th Annual General Meeting of the Company to be held on Tuesday, September 07, 2021 at 2:30 P.M. at its registered office at 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.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021, and the Reports of the Board and Auditors thereon.			
2.	Re-appointment of Mr. Rahul Munjal (DIN-00118339) as Director of the Company.			
Special Business				
3.	Approval for increase in authorized share capital of the Company			
4.	Enhancement in the limit of borrowings.			
5.	To provide the security for securing the borrowings.			

Signed this _____ day of _____ 2021

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.
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.