

HERO HOUSING FINANCE LIMITED

Registered Office: 09, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057

Tel: 1800 212 8800, Fax: 011-49487197, CIN: U65192DL2016PLC301481

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

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of the Company viz. **HERO HOUSING FINANCE LIMITED** will be held on Monday, 26th day of November, 2018 at 11:00 A.M. at its registered office at 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 to transact the following business:

SPECIAL BUSINESS

1. ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

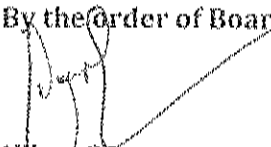
To consider and if thought fit to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, the "Objects Clause" of the Memorandum of Association of the Company be altered by adding a new sub-clause i.e. "sub-clause 4". immediately after the existing "sub-clause 3" under Clause III(A) viz. "Main Objects" of the Memorandum of Association of the Company, as under:

"4. To act as consultants and to advise, solicit and assist on all aspects of corporate, commercial and industrial management or activity including production, manufacturing, personnel, advertising & public relations, public welfare, marketing, taxation, technology, insurance, servicing of insurance business, purchasing, sales, quality control, computer applications, software, productivity, planning, research and development, organization, import and export business, industrial relations and management and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in mines, trades, plantations, business organizations, registered or co-operative societies, partnership or proprietary concerns and industries of all kinds in India and improvement of business management, office organization and export management; to supply to and provide, maintain and operate services, facilities, conveniences, bureau and the like for the benefit of any company; to recruit and/or advice on the recruitment of staff for any company."

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to modify, alter and revise the above referred object clause to the extent as may be required or suggested by the Registrar of Companies or such other statutory authority(ties) as may be prescribed in this regard."

By the order of Board of Directors


Vikas Gupta
Company Secretary
M. No. ACS24281

Place: New Delhi

Date: 31st October, 2018

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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A 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 carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The proxy form duly complete must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Members/Proxies should fill the Attendance Slip for attending the meeting.
5. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.

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

Item No.1

In an era of growth and opportunities in insurance and other allied business, the Company intends to expand the current business by way of adding another activities related to corporate agency licensing etc. in regard to servicing of insurance business.

Before venturing into the aforesaid business, it will also be required to amend the object clause of Memorandum of Association of the Company.

The Company, as per the provisions of Section 13 of the Companies Act, 2013 and its rules thereunder, shall not, except with the consent of members by Special Resolution alter the provisions of its Memorandum of Association.

Accordingly, the Board at its meeting held on October 31, 2018 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the registered office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. from the date of notice till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

HERO HOUSING FINANCE LIMITED

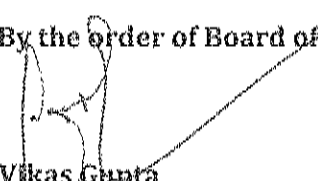
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None of the Directors / Key Managerial Personnels of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

By the order of Board of Directors


Vikas Gupta
Company Secretary
M.No. ACS24281

Place: New Delhi

Date: 31st October, 2018

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Vasant Vihar, New Delhi - 110057

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ATTENDANCE SLIP OF EXTRA ORDINARY GENERAL MEETING

Regd. Folio No.....

No. of Shares held

DP. ID. No.

Client ID. No.

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057 on Monday, 26th Day of November, 2018 at 11:00 a.m.

.....
Member's / Proxy's name in Block Letters

.....
Signature of Member / Proxy

Note:

1. Please fill up this Attendance Slip and hand it over at the entrance of the Meeting hall.
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.

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 : U65192DL2016PLC301481

Name of the company : Hero Housing Finance Limited

Registered office : 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057

Name of the Member(s)	:
Registered address	:
E-mail Id	:
Folio No./ Client Id	:
DP ID	:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

Name: _____

Email: _____ Address _____

Signature _____ or failing him/her

Name: _____

Email: _____ Address _____

Signature _____ or failing him/her

Name: _____

Email: _____ Address _____

Signature _____

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Monday, 26th Day of November, 2018 at 11.00 a.m. at 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. Alteration of Objects Clause of Memorandum of Association of the Company. (Special Resolution)

Signed this day of 2018

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.

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ROUTE MAP

