

HFFCIL/BSE/NSE/EQ/130/2021-22

Date: 07-02-2022

To, BSE Limited, Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. Scrip Code- 543259	To, The National Stock Exchange of India Limited, The Listing Department, Bandra Kurla Complex, Mumbai- 400 051. Scrip Symbol- HOMEFIRST
--	---

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot along with the explanatory statement seeking approval of the Members for appointment of Ms. Sucharita Mukherjee (DIN: 02569078) as a Non-Executive Independent Directors of the Company by way of Special Resolution.

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and in accordance with the circulars issued by the Ministry of Corporate Affairs in this regard, Notice of Postal Ballot is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 4, 2022 ("Cut-Off Date") and whose e-mail addresses are registered with the Company/Depositories. Notice of Postal Ballot has been dispatched to the Members of the Company on Monday, February 7, 2022.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing remote e-voting facility to all its members. Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Notice of Postal Ballot.

The remote e-voting facility will be available for the Members as on the cut-off date as follows:

Commencement of e-voting: Tuesday, February 8, 2022 at 9:00 a.m. (IST)

End of e-voting: Wednesday, March 9, 2022 at 5:00 p.m. (IST)

The Notice of Postal Ballot is also available on the website of the Company, BSE Limited, The National Stock Exchange of India Limited and NSDL.

Request you to please take the same on your records.

For **Home First Finance Company India Limited**

Shreyans Bachawat
Company Secretary and Compliance Officer
ACS NO: 26700



HOME FIRST FINANCE COMPANY INDIA LIMITED

CIN: L65990MH2010PLC240703

Registered Office: 511 Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai- 400 059.

E-mail: corporate@homefirstindia.com Website: www.homefirstindia.com Tel.: +91 22 6694 0386

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder, that the Special Resolution appended below for the appointment of Ms. Sucharita Mukherjee (DIN: 02569078) as a Non-Executive Independent Director on the Board of Home First Finance Company India Limited (the “**Company**”) is proposed for the approval of the shareholders of the Company through postal ballot by remote e-voting process (“**e-voting**”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid Special Resolution setting out the material facts concerning the aforesaid appointment of the Independent Director is annexed hereto for your consideration.

The Board of Directors of the Company at its meeting held on January 27, 2022, appointed Mr. Aashish K. Bhatt, Designated Partner of Bhatt & Associates Company Secretaries LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the aforementioned MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility in compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Section 108 and other applicable provisions of the Act read with all the applicable Rules to all its shareholders to cast their votes electronically instead of Postal Ballot Form. Shareholders are requested to read the instructions in the Notes under the section “Instructions relating to Remote E-voting” in this notice of postal ballot (“**Notice of Postal Ballot**”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Wednesday, March 9, 2022 for their votes being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Notice of Postal Ballot.

The Scrutinizer will submit his report to the Chairman or any other official of the Company authorized by the Chairman of the Company, after completion of scrutiny of votes cast through remote e-voting. The results shall be declared on or before Friday, March 11, 2022 i.e. within two working days of the conclusion of the Postal Ballot and shall be communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) (together the “**Depositories**”) and KFin Technologies Private Limited (“**KFintech**” or “**Registrar and Share Transfer Agent**”) and will also be displayed on the Company's website www.homefirstindia.com.

RESOLUTION OUT THROUGH POSTAL BALLOT

Special Business: -

Resolution No. 1 - Appointment of Ms. Sucharita Mukherjee (DIN: 02569078) as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), the Articles of Association of the Company and on the basis of the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company respectively and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, Ms. Sucharita Mukherjee (DIN:02569078), who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors with effect from February 1, 2022 in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from February 1, 2022 up to January 31, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Chief Financial Officer or the Company Secretary be and are hereby individually authorized to do all acts and to take all such steps as may be considered necessary, proper and/or expedient to give effect to this resolution.”

By Order of the Board

For Home First Finance Company India Limited

SHREYANS

BACHHAWAT

Digitally signed by SHREYANS BACHHAWAT
DN: c=IN, postalCode=700007, st=WEST BENGAL, o=Personal,
serialNumber=fde20153e75f5e87dabaa79d6eee7a1cd4ad6b8
aad8b8e8951489217c6080659,
2.5.4.20=16307146407087da668653d4e9771e128e5f8b7d2c1
13998badd921566067810,
email=SHREYANS.BACHHAWAT@HOMEFIRSTINDIA.COM,
cn=SHREYANS BACHHAWAT, l=KOLKATA, title=2535,
pseudonym=253520210819122932649
Date: 2022.02.07 10:22:33 +05'30'

Shreyans Bachhawat

Company Secretary & Compliance Officer

ACS No: 26700

Registered Office:

511, Acme Plaza, Andheri Kurla Road, Andheri

(East), Mumbai-400059.

CIN: L65990MH2010PLC240703

Tel: 022 6694 0386

E-mail: corporate@homefirstindia.com

Date: February 7, 2022

Place: Mumbai

Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Act stating all material facts and the reasons for the proposal set out in resolution is annexed herewith.
2. The Notice of Postal Ballot is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 4, 2022.
3. In line with the MCA and SEBI Circulars, the Notice of Postal Ballot is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Notice of Postal Ballot will also be available on the Company's website at www.homefirstindia.com websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Notice of Postal Ballot and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 4, 2022 will be considered for the purpose of e-voting.
5. Resolution passed by the shareholders through postal ballot shall be deemed to have been passed as if it was passed at a General Meeting of the shareholders. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, March 9, 2022 i.e. the last date specified for receipt of votes through the e-voting process.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 4, 2022.
7. In compliance with Section 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the remote e-voting service facility arranged by National Securities Depository Limited ("NSDL"). The instructions for remote e-voting are provided as part of this Notice of Postal Ballot.
8. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes in this Notice of Postal Ballot. Shareholders are requested to cast their vote through the remote e-voting process not later than 17:00 Hours IST on Wednesday, March 9, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. The e-voting module shall be disabled by NSDL thereafter.
9. The Scrutinizer will submit his report to the Chairman or any other official of the Company authorized by the Chairman after the completion of scrutiny, and the results of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any other official of the Company duly authorized, on or before Friday, March 11, 2022 and will also be displayed along with the report of the Scrutinizer on the website of the Company www.homefirstindia.com and also on the website of NSDL at www.evoting.nsdl.com, besides being communicated to the Stock Exchanges. The results of the Postal Ballot will also be displayed at the registered office of the Company.
10. A Shareholder cannot exercise his/her vote through proxy on postal ballot.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to corporate@homefirstindia.com.
12. Instructions for voting through electronic means (e-voting): The Company has engaged the services of NSDL as the Authorized Agency to provide e-voting facility. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 8, 2022 at 9:00 Hours	March 9, 2022 at 17:00 Hours





INSTRUCTIONS RELATING TO REMOTE E-VOTING:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div><p>NSDL Mobile App is available on</p><div> App Store</div><div> Google Play</div><div></div><div></div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p> <ol style="list-style-type: none"> Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number, your PAN, your name and your registered address etc.
- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN- 119208" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aashish@aashishbhatt.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. For shares held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporate@homefirstindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No. 1 - Appointment of Ms. Sucharita Mukherjee (DIN:02569078) as a Non-Executive Independent Director of the Company.

The Board of Directors in line with the succession policy of the Company and upon the recommendation of the Nomination and Remuneration Committee at its meeting held on January 27, 2022 approved the proposal for the appointment of Ms. Sucharita Mukherjee (DIN:02569078) as an Additional Director on the Board of the Company to function as Non-Executive Independent Director with effect from February 1, 2022.

In pursuance of Section 149 of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and pursuant to Regulation 17(IC) of the Listing Regulations, Ms. Sucharita Mukherjee shall hold office upto the date of next Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier, appointment of an Independent Director requires approval of the members by means of a Special Resolution. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed Ms. Mukherjee's appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from February 1, 2022 till January 31, 2027, subject to approval of the members by way of a Special Resolution.

Ms. Mukherjee has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act and that she satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction-Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021 and has given her declaration in this regard. Ms. Mukherjee has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies, and has given her consent in writing to act as Director of the Company as required under the Act and the rules made thereunder.

The Company has also received necessary declarations from Ms. Mukherjee confirming that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and clause b of sub-regulation 1 of Regulation 16 of the Listing Regulations, as presently applicable. The Company has received Notice in writing from Members under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

In terms of Regulation 25(8) of the Listing Regulations, Ms. Mukherjee has confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence.

Ms. Mukherjee has registered herself with the Indian Institute of Corporate Affairs as per Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and in the opinion of the Board, she fulfils the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

Pursuant to the Ordinary Resolution passed by the members in their meeting held on November 19, 2020 the Board of Directors of the Company are authorized to make the payment of remuneration by way of commission to any one or more Non-Executive Directors (including Independent Directors) of the Company, both present and future provided that the total remuneration payable by way of commission to them during any financial year shall not exceed one percent of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies, Act, 2013, in addition to Rs. 1 lakh paid as sitting fees per meeting under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for attending meetings of the Board or Committees thereof, in such manner, as the Board may, from time to time, determine.

Ms. Mukherjee may be eligible for remuneration by way of commission which will be based on her performance and evaluation conducted by the Board which is subsequently linked to the performance and profit of the Company subject to the limit as stipulated by the Shareholders.

Brief Profile of Ms. Mukherjee:

Sucharita is the Co-founder, whole-time director and CEO of Kaleidofin, a neo-bank that provides intuitive and tailored financial solutions to over a million underbanked customers in India. Prior to this, she co-founded the IFMR group and most recently was the group CEO of IFMR Holdings. She conceptualized and founded Northern Arc Capital, building capital markets access for financial inclusion and Northern Arc Investments, an alternatives fund management platform focused on informal sector finance.

Sucharita was recently chosen as a young global leader by the World Economic Forum. She was chosen as one of the “top 40 under forty” business leaders by Economic Times in 2016 and received the IIM Ahmedabad, Young Alumni Achievers Award in 2017. Prior to her move to India, Sucharita was an investment banker at Morgan Stanley and Deutsche Bank in London, working primarily on credit derivatives structuring and sales.

She is an alumnus of IIM Ahmedabad and holds an undergraduate degree in economics from Lady Shri Ram College, Delhi University.

The extensive knowledge of Ms. Sucharita as well as her expertise and hands on experience in the fintech industry will further strengthen the Board skills. Her knowledge of local and global emerging trends, organizational systems, complex regulatory environments and business processes, strategic planning and risk management will guide the Company towards the achievement of its objectives more effectively.

Copy of the draft letter of appointment setting out the terms and conditions of her appointment is available on the website of the Company at www.homefirstindia.com for online inspection by the Members. Her details as required under the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India and as per Regulation 36(3) of the Listing Regulations are furnished in **Annexure A** which forms part of this Notice of Postal Ballot.

Save and except Ms. Mukherjee, the appointee and her relative, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice of Postal Ballot. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board recommends the Special Resolution as set out in the Notice under Item No.1 in relation to the appointment of Ms. Mukherjee as Non-Executive Independent Director for the approval of the Members of the Company.

**By Order of the Board
For Home First Finance Company India Limited**

**SHREYANS
BACHHAWAT**

Digitally signed by SHREYANS BACHHAWAT
DN: cn=IN, postalCode=700007, st=WEST BENGAL, o=Personal,
serialNumber=fde20153e75f5e87dabaa79d6ee7a1cd4ad6b8a
ad8b8e8951489217c6080659,
2.5.4.20=16307146407087d4e6d653d4e9771e128e5fbb7d2c11
3998bad9215660e7810,
email=SHREYANS.BACHHAWAT@HOMEFIRSTINDIA.COM,
cn=SHREYANS BACHHAWAT, l=KOLKATA, title=2535,
pseudonym=253520210819122932649
Date: 2022.02.07 10:24:21 +05'30'

**Shreyans Bachhawat
Company Secretary & Compliance Officer
ACS No: 26700**

Registered Office:
511, Acme Plaza, Andheri Kurla Road,
Andheri (East), Mumbai 400059
CIN: L65990MH2010PLC240703
Tel: 022 6694 0386
E-mail: corporate@homefirstindia.com

Date: February 7, 2022
Place: Mumbai

ANNEXURE A

Information as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) for Item Nos. 1 is given hereunder:

Name of the Director	Ms. Sucharita Mukherjee
Date of Birth	17-02-1979
DIN	02569078
Age	42
Date of first appointment on the Board.	w.e.f. February 1, 2022
Brief resume and Qualification	<p>Ms. Sucharita is the Co-founder, whole-time director and CEO of Kaleidofin, a neo-bank that provides intuitive and tailored financial solutions to over a million underbanked customers in India. Prior to this, she co-founded the IFMR group and most recently was the group CEO of IFMR Holdings. She conceptualized and founded Northern Arc Capital, building capital markets access for financial inclusion and Northern Arc Investments, an alternatives fund management platform focused on informal sector finance.</p> <p>Ms. Mukherjee was recently chosen as a young global leader by the World Economic Forum. She was chosen as one of the “top 40 under forty” business leaders by Economic Times in 2016 and received the IIM Ahmedabad, Young Alumni Achievers Award in 2017. Prior to her move to India, she was an investment banker at Morgan Stanley and Deutsche Bank in London, working primarily on credit derivatives structuring and sales.</p> <p>She is an alumna of IIM Ahmedabad and holds an undergraduate degree in economics from Lady Shri Ram College, Delhi University</p>
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p><u>Skills and Capabilities required for the role:</u></p> <p>Financial Literacy, Analytical Skills, Technical Knowledge, Desire for Innovation, Leadership Skills, Experience in the Company’s Business area, Solution approached mindset, Management Experience, Ability to work Independently and others.</p> <p><u>Manner in which Ms. Mukherjee meets the requirements:</u></p> <p>Ms. Sucharita has a Bachelor’s degree in Economics as well as a Master’s degree in Business Administration in Finance and Marketing, indicating her financial knowledge and expertise.</p> <p>She is a co-founder of a fintech platform and has also held managerial positions in prominent and efficiently governed organizations, demonstrating her analytical skills, technical knowledge, innovative edge, experience, management capability.</p> <p>Ms. Sucharita is Independent from the Management and has submitted a declaration to that effect. This would enable her to make unbiased decisions resulting in more independent and objective judgements and decisions.</p>
Nature of expertise in specific functional areas	Financial Management, Industry Knowledge, Strategy and Decision making, Technology, Consumer Behavior and Marketing.
Terms and conditions of appointment.	<p>Shall be as per Appointment Letter and in accordance with the provisions of Companies Act, 2013.</p> <p>Draft of the appointment letter is displayed on the website of the company on the below link: https://homefirstindia.com/investor-relations/</p>

Details of remuneration sought to be paid.	Sitting fees and profit related remuneration by way of commission.
Details of remuneration last drawn (F.Y. 2020-21).	N.A.
Shareholding in the Company (including shareholding as beneficial owner).	Nil
Relationship with other Directors and Key Managerial Personnel inter se.	None
Number of Board Meetings attended during the Financial Year 2020-21	N.A.
Directorships held in other Companies	1. Creditaccess Grameen Limited 2. Kaleidofin Private Limited 3. Kaleidofin Capital Private Limited
*Names of Listed entities in which the person also holds the directorship and the Membership/ Chairmanship of Committees of the board along with listed entities from which the person has resigned in the past three years.	<p>Details of Directorship in Listed Entities:</p> <p>1. Creditaccess Grameen Limited</p> <p>Details of Membership and Chairmanship of the Board in Listed entities:</p> <p>Creditaccess Grameen Limited, Audit Committee- Member</p> <p>Creditaccess Grameen Limited, Stakeholders Relationship Committee – Chairperson</p> <p>Listed entities from which the person has resigned in the past three years:- Nil</p> <p>*Committee memberships includes only Audit Committee, and Stakeholders Relationship Committee</p>