



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 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 and the General Circular No. 10/2021 dated June 23, 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 pursuant to other applicable laws and regulations, that the resolutions appended below for the appointment of Ms. Geeta Dutta Goel (DIN:02277155) and Mr. Anuj Srivastava (DIN: 09369327) as Non-Executive Independent Directors on the Board of Home First Finance Company India Limited (the “Company”) and Approval of Homefirst ESOP Scheme 2021 for Employees of the Company are 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 resolutions setting out the material facts concerning the aforesaid appointment of Independent Directors and Homefirst ESOP Scheme 2021 is annexed hereto for your consideration.

The Board of Directors of the Company at its meeting held on October 25, 2021, 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 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 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 postal ballot notice (“Postal Ballot Notice”) 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 Friday, November 26, 2021 to be eligible for 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 Postal Ballot Notice.

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 Tuesday, November 30, 2021 i.e. within two working days of the conclusion of the Postal Ballot and 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 Businesses: -

Resolution No. 1 - Appointment of Ms. Geeta Dutta Goel (DIN: 02277155) as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively and in respect of whom the Company has received notices under Section 160 of the Companies Act, 2013, Ms. Geeta Dutta Goel (DIN:02277155), who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors with effect from November 1, 2021 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 November 1, 2021 up to October 31, 2026, 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.”

Resolution No. 2 - Appointment of Mr. Anuj Srivastava (DIN: 09369327) as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively and in respect of whom the Company has received notices under Section 160 of the Companies Act, 2013, Mr. Anuj Srivastava (DIN:09369327) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors with effect from November 1, 2021 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 November 1, 2021 up to October 31, 2026, 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.”

Resolution No. 3 Approval of Home First Finance Company India Limited Employee Stock Option Scheme, 2021 (“Homefirst ESOP Scheme 2021”) for eligible employees of Home First Finance Company India Limited (“Company”)

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

“RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, if any, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), provisions contained in the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the time being in force and as

maybe modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee (“**NRC**”), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the Home First Finance Company India Limited Employee Stock Option Scheme 2021 (“**Homefirst ESOP Scheme 2021**”) of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the Homefirst ESOP Scheme 2021 and as may be fixed or determined by the NRC and/or the Board.

RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the Homefirst ESOP Scheme 2021 shall not exceed 19,69,283 and each option on exercise shall entitle the employee 1 (one) equity share of the Company.

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the Homefirst ESOP Scheme 2021, shall rank *pari-passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps for compliance with the SEBI SBEB Regulations and other Applicable Laws.

RESOLVED FURTHTER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of abovementioned options in the Homefirst ESOP Scheme 2021 shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Homefirst ESOP Scheme 2021 and generally for giving effect to these resolutions, each member of the Board and the NRC or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

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

**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: October 27, 2021
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 proposals set out in resolutions 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, October 22, 2021.
3. In line with the MCA 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 <https://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 KFin Technologies Private Limited at <https://evoting.kfintech.com>. The Postal Ballot Notice will also be provided to the Depositories.
4. In light of the MCA Circulars, the Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>.
5. Post successful registration of the email, the shareholder will get soft copy of the Notice of Postal Ballot and the procedure for remote e-voting. In case of any queries, shareholder may write to einward.ris@kfintech.com or contact Mr. Sridhar Balamurli, Manager at KFin Technologies Private Limited at 1800 309 4001 (Toll Free). It is clarified that for permanent registration of email address, the Shareholders are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice 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, October 22, 2021 will be considered for the purpose of e-voting.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, November 26, 2021 i.e., the last date specified for receipt of votes through the e-voting process.
8. 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, October 22, 2021.
9. 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 resolutions through the remote e-voting service facility arranged by KFin Technologies Private Limited. The instructions for remote e-voting are provided as part of this Notice of Postal Ballot.
10. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes in this Postal Ballot Notice. Shareholders are requested to cast their vote through the remote e-voting process not later than 17:00 Hours IST on Friday, November 26, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
11. 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 Tuesday, November 30, 2021 and will also be displayed on the website of the Company (www.homefirstindia.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent and agency.

12. A Shareholder cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board resolution/ authority letter/ power attorney, etc.) in favour of their authorized representatives to the Scrutinizer through e-mail to aashish@aashishbhatt.in with a copy marked to evoting@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFin Technologies Private Limited, while casting the vote.
13. 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.
14. Instructions for voting through electronic means (e-voting): The Company has engaged the services of KFin Technologies Private Limited 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
October 28, 2021	November 26, 2021

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e- Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- ii. The remote e-Voting period commences October 28, 2021.
- iii. **The details of the process and manner for remote e-Voting are explained herein below:**
Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2: Access to KFinTech e-Voting system in case of non-individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at</p>

	<p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields. IV. Then Follow steps given in points 1.</p> <p>3. Alternatively, directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who has opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name ore-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please 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

Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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Details on Step 2 are mentioned below:

II. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the **EVEN-6355** and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and

Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master for sending the Postal Ballot Notice the e- voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS:

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, October 22, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

Resolution No.1 and 2 - Appointment of Ms. Geeta Dutta Goel (DIN: 02277155) and Mr. Anuj Srivastava (DIN:09369327) as Non-Executive Independent Directors of the Company.

Consequent to the resignation of Ms. Sujatha Venkatramanan due to increasing professional commitments and Mr. Sakti Prasad Ghosh due to his advanced age wherein he wishes to reduce his responsibilities. As such, the Company is required to appoint new Independent Directors.

The Board of Directors in line with the succession policy of the Company and based on the recommendation of the Nomination and Remuneration Committee, had at its Meeting held on October 25, 2021, approved the proposal for the appointment of Ms. Geeta Dutta Goel (DIN: 02277155) and Mr. Anuj Srivastava (DIN:09369327) as Additional Directors on the Board of the Company to function as Non-Executive Independent Directors with effect from November 1, 2021.

In pursuance of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, appointment of an Independent Director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed their appointment as Non-Executive Independent Directors of the Company, not liable to retire by rotation, for a term of five consecutive years from November 1, 2021 till October 31, 2026, subject to approval of the members.

Ms. Goel and Mr. Srivastava have confirmed that they are not disqualified from being appointed as Director under Section 164 of the Act and that they satisfy 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) Direction, 2021 and have given their declaration in this regard. Ms. Goel and Mr. Srivastava have also confirmed that they are 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 have given their 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. Goel and Mr. Srivastava confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and clause b of sub-regulation 10 of Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as presently applicable. The Company has received Notices in writing from Members under Section 160 of the Act, proposing their candidature for the office of Independent Director of the Company.

In terms of Regulation 25(8) of the Listing Regulations, Ms. Goel and Mr. Srivastava have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Ms. Goel and Mr. Srivastava have registered themselves 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, they fulfil the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as Independent Directors and they are 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. Goel and Mr. Srivastava may be eligible for remuneration by way of commission which will be based on their 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. Geeta Dutta Goel:

Ms. Geeta Dutta Goel is a finance professional and Country Director for Michael & Susan Dell Foundation in India at present. She manages the strategy and implementation of the foundation's work in India in two key areas of Education and Family Economic Stability.

Geeta has served as the Chairperson of India's Impact Investors Council from 2017-2019, and has been on several taskforces on Responsible Finance with the World Bank's Consultative Group to Alleviate Poverty. In 2017, She was nominated by Business Today amongst the 30 Most Powerful Women in Impact and Forbes India nominated her as the 20 Power Women Changing the Game in 2020.

Geeta holds a bachelor's degree in economics from Lady Shri Ram College for Women, University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.

Geeta has served on distinguished Boards such as Ujjivan Financial Services, Janalakshmi Financial Services, Micro Housing Finance Corporation, Swadhaar FinServe, Arohan Financial Services, Sonata Finance etc. Geeta's vast experience and expertise in the financial service industry will further enrich the Board. Her insights in philanthropy and impact investing will guide the Company towards better social commitment to all stakeholders.

Brief profile of Mr. Anuj Srivastava:

Mr. Anuj Srivastava is the co-founder and Chief Executive Officer of Livspace - a home interiors and renovation platform. Livspace has created an industry first design-to-manufacturing cloud platform that integrates the 3 marketplace participants - consumers, designers, and vendors to deliver homes, offices, co-working spaces and stores. Before setting up Livspace, Anuj was heading product marketing and growth at Google where he was responsible for building, launching and scaling products such as Google Wallet, Google AdSense, Google Local and Google Adwords. Anuj was also a lead on the integration team for Google's acquisition of DoubleClick.

Anuj has completed his BTech at the Indian Institute of Technology Kanpur and holds an MBA degree from London Business School.

Anuj's rich experience in the consumer-internet space will benefit HomeFirst in its journey to becoming a large mortgage fintech player.

As per the provisions of Section 149 of the Act, Ms. Goel and Mr. Srivastava shall hold office for a term of five consecutive years commencing from November 1, 2021 till October 31, 2026, and they are not liable to retire by rotation. Copy of the draft letters of appointment of Non-Executive Independent Directors setting out the terms and conditions of their appointment is available on the website of the Company at www.homefirstindia.com for online inspection by the Members.

Their 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 a part of this postal ballot notice.

Save and except Ms. Goel and Mr. Srivastava, the appointee and their relatives, 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 and 2 of the Postal Ballot Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board recommends the Ordinary Resolution set out in the Notice under Item No.1 and 2 in relation to the appointment of Mr. Srivastava and Ms. Goel as Non-Executive Independent Directors for approval of the Members of the Company.

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 and 2 is given hereunder:

Name of the Director	Ms. Geeta Dutta Goel	Mr. Anuj Srivastava
Date of Birth	16-06-1973	11-01-1973
DIN	02277155	09369327
Age	48	48
Date of first appointment on the Board.	w.e.f. November 1, 2021	w.e.f. November 1, 2021
Brief resume and Qualification	<p>Ms. Geeta Dutta Goel is a finance professional and Country Director for Michael & Susan Dell Foundation in India at present. She manages the strategy and implementation of the foundation's work in India in two key areas of Education and Family Economic Stability.</p> <p>Geeta has served as the Chairperson of India's Impact Investors Council from 2017-2019, and has been on several taskforces on Responsible Finance with the World Bank's Consultative Group to Alleviate Poverty. In 2017, She was nominated by Business Today amongst the 30 Most Powerful Women in Impact and Forbes India nominated her as the 20 Power Women Changing the Game in 2020.</p> <p>Geeta holds a bachelor's degree in economics from Lady Shri Ram College for Women, University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.</p> <p>Geeta has served on distinguished Boards such as Ujjivan Financial Services, Janalakshmi Financial Services, Micro Housing Finance Corporation, Swadhaar FinServe, Arohan Financial Services, Sonata Finance etc. Geeta's vast experience and expertise in the financial service industry will further enrich the Board. Her insights in philanthropy and impact investing will guide the Company towards better social commitment to all stakeholders.</p>	<p>Mr. Anuj Srivastava is the co-founder and Chief Executive Officer of Livspace - a home interiors and renovation platform. Livspace has created an industry first design-to-manufacturing cloud platform that integrates the 3 marketplace participants - consumers, designers, and vendors to deliver homes, offices, co-working spaces and stores. Before setting up Livspace, Anuj was heading product marketing and growth at Google where he was responsible for building, launching and scaling products such as Google Wallet, Google AdSense, Google Local and Google Adwords. Anuj was also a lead on the integration team for Google's acquisition of DoubleClick.</p> <p>Anuj has completed his BTech at the Indian Institute of Technology Kanpur and holds an MBA degree from London Business School.</p> <p>Anuj's rich experience in the consumer-internet space will benefit the Company in its journey to becoming a large mortgage fintech player.</p>
Nature of expertise in specific functional areas	Financial management, Industry Knowledge, Risk Management, Corporate Governance, Strategy and decision making.	Risk Management, Consumer Behaviour, Corporate Governance, Information Technology, Strategy and Decision Making.
Terms and conditions of appointment.	Shall be as per Appointment Letter and in accordance with the provisions of Companies Act, 2013. Draft of the appointment letter is displayed	Shall be as per Appointment Letter and in accordance with the provisions of Companies Act, 2013. Draft of the appointment letter is displayed

	on the website of the company on the below link: Draft Appointment Letter	on the website of the company on the below link: Draft Appointment Letter
Details of remuneration sought to be paid.	Sitting fees and profit related remuneration by way of commission.	Sitting fees and profit related remuneration by way of commission.
Details of remuneration last drawn (F.Y. 2020-21).	N.A.	N.A.
Shareholding in the Company.	Nil	Nil
Relationship with other Directors and Key Managerial Personnel.	None	None
Number of Board Meetings attended during the Financial Year 2020-21	N.A.	N.A.
Directorships held in other Companies	UTI Capital Private Limited	Nil
*Names of Companies 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. *Committee memberships includes only Audit Committee, and Stakeholders Relationship Committee	Nil	Nil

Resolution No.3- Approval of Home First Finance Company India Limited Employee Stock Option Scheme, 2021 (“Homefirst ESOP Scheme 2021”) for eligible employees of Home First Finance Company India Limited (“Company”)

The Board of Directors (“**Board**”) of the Company at its meeting held on October 25, 2021 approved the introduction of the ‘Home First Finance Company India Limited Employee Stock Option Scheme 2021’ (“**Homefirst ESOP Scheme 2021**”) for the benefit of the eligible employees as defined under the Homefirst ESOP Scheme 2021, subject to the approval of the members by a special resolution.

The objective of the Homefirst ESOP Scheme 2021 is to provide eligible employees an opportunity to participate in Company’s success and to promote the culture of employee ownership and provide them an opportunity to take part in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention. The Homefirst ESOP Scheme 2021 shall be administered by the NRC and/or the Board constituted by the Company.

In terms of Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required.

The Resolutions contained at Item no. 3 seek to obtain the members’ approval to authorize the NRC and/or the Board to create, issue, offer and allot shares or cash, from time to time, to the employees of the Company under the Homefirst ESOP Scheme 2021 and undertake such action as may be necessary for the administration of the options.

The salient features and other details of the Homefirst ESOP Scheme 2021 as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

No.	Heading	Detail
(a).	Brief description of the Homefirst ESOP Scheme 2021	The Homefirst ESOP Scheme 2021 has the following objectives: (i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company; (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability; (iii) to recognize and reward the efforts of employees and their continued association with the Company and other group companies; and (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.
(b).	The total number of shares to be offered and granted:	The aggregate number of options that shall be granted under the Homefirst ESOP Scheme 2021, shall not be exceed 19,69,283 (Nineteen Lakhs Sixty-Nine Thousand Two Hundred Eighty-Three Only) equity shares which shall be convertible into equal number of equity shares, being 2.25% (two-point two five percent) of the paid-up equity share capital of the Company as on the date of the adoption of the Homefirst ESOP Scheme 2021. The proposed options are contemplated to be granted to the employees over a period of 3-4 years. Further, the maximum number of options that can be granted and the shares arising upon exercise of these options shall stand adjusted in case of corporate action.
(c).	Identification of classes of employees entitled to participate and be beneficiaries.	Present and future employees and directors of the Company, as may be determined by the Nomination and Remuneration

		Committee. (excluding (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company)
(d).	Requirements of vesting and period of vesting	<p>Subject to the minimum vesting period of 1 (one) year, the options granted under Homefirst ESOP Scheme 2021 shall vest over a period between 3 (three) to 4 (four) years from the date of grant, in equal proportions, as in line with the ESOP policy or as may be determined by the NRC from time to time, in accordance with applicable laws.</p> <p>Vesting of options shall be subject to, amongst other things:</p> <ul style="list-style-type: none"> (i) a minimum of 1 (one) year has completed from date of grant except in case of death or permanent incapacity of the employee, and (ii) the employee is (a) is not serving any notice of resignation/ termination on the date of such vesting (except in the case of death or permanent incapacity suffered by the employee or in the event of retirement or superannuation); and (b) is not subject to any pending disciplinary proceeding.
(e).	The maximum period (subject to Regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options/ SARs/ benefits shall be vested	The options granted under the Homefirst ESOP Scheme 2021 shall vest within maximum period of 4 (four) years from the grant date or as may be determined by the NRC from time to time, in accordance with applicable laws.
(f).	Exercise price, SAR price, purchase price or pricing formula	The exercise price shall be latest available closing price on a recognized stock exchange (BSE Limited, National Stock Exchange of India Limited or any other stock exchange in India on which the Company's shares are listed or are proposed to be listed) on the date immediately prior to the date on which the grant of the options is to be made. If the shares of the Company are listed on more than one recognized stock exchange, then the closing price on the stock exchange having the higher trading volume shall be considered as the market price which will be the exercise price.
(g).	Exercise period/ offer period and process of exercise/ acceptance of offer	<p>The exercise period shall be 3 (three) years from the date of vesting, in one or multiple tranches.</p> <p>The eligible employee who has been granted options by the Company, on completion of the vesting period shall submit an exercise application to the Company for the allotment of equity shares pursuant to the vested options, accompanied with:</p> <ul style="list-style-type: none"> (i) Payment of equivalent amount of exercise price with respect to the equity shares being allotted along with applicable taxes; (ii) Such other documentation as may be specified by the Nomination and Remuneration Committee to confirm the extinguishment of rights with respect to the options then exercised.
(h).	The appraisal process for determining the eligibility of employees for the Homefirst ESOP Scheme 2021	The appraisal process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/or such other

		criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.
(i).	Maximum number of shares to be offered and issued per employee and in aggregate, if any	<p>The maximum number of options that can be granted per employee under the Homefirst ESOP Scheme 2021 shall not exceed 0.5% (zero-point five percent) of the paid-up equity share capital of the Company as on the date of the adoption of the Homefirst ESOP Scheme 2021, which shall be 4,37,619 equity shares.</p> <p>The aggregate number of options that shall be granted under the Homefirst ESOP Scheme 2021, shall not be exceed 19,69,283 (Nineteen Lakhs Sixty-Nine Thousand Two Hundred Eighty-Three Only) equity shares which shall be convertible into equal number of equity shares, being 2.25% (two-point two five percent) of the paid-up equity share capital of the Company as on the date of the adoption of the Homefirst ESOP Scheme 2021.</p>
(j).	Maximum quantum of benefits to be provided per employee under a Homefirst ESOP Scheme 2021	Unless otherwise determined by the NRC, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares.
(k).	Whether the Homefirst ESOP Scheme 2021 is to be implemented and administered directly by the company or through a trust	The Homefirst ESOP Scheme 2021 shall be administered directly by the Company through the NRC.
(l).	Whether the Homefirst ESOP Scheme 2021 involves new issue of shares by the Company or secondary acquisition by the trust or both	The Homefirst ESOP Scheme 2021 contemplates an issuance of new shares by the Company.
(m).	The amount of loan to be provided for implementation of the Homefirst ESOP Scheme 2021 by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable as Homefirst ESOP Scheme 2021 will be administered by the Company directly and not through a trust.
(n).	Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the Homefirst ESOP Scheme 2021	Not applicable as Homefirst ESOP Scheme 2021 will be administered by the Company directly and not through a trust.
(o).	Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15	The Company shall comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for employee share based payment issued in that regard from time to time.
(p).	The method which the Company shall use to value its options	<p>The Homefirst ESOP Scheme 2021 contemplates new issue of equity shares by the Company and such valuation of options shall be based on the applicable law and will make necessary disclosures as may be required in this regard.</p> <p>The Company shall adopt fair value method by using Black-Scholes options pricing formula for determining the value of an option granted under Homefirst ESOP Scheme 2021</p>
(q).	Period of lock- in	The Shares issued under the Homefirst ESOP Scheme 2021 shall not have a lock in period.
(r).	Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations.	<p>The shares issued pursuant to exercise of options shall be subject to an approved scheme of buy-back by the Company in accordance with the law and the procedure will be pursuant to the following terms and conditions:</p> <p>(i) permissible sources of financing for buy-back;</p> <p>(ii) any minimum financial thresholds to be maintained by the Company as per its latest financial statements; and</p>

	(iii) limits upon quantum of specified securities that the Company may buy-back in a financial year
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Accordingly, the resolution set as Item no. 3 are being placed for the approval of members.

The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of options that be granted to them and to the extent of their shareholding as members.

The Board thereby recommends passing of the resolution as set out under Item No. 3 of the Notice for approval of the members as special resolution.

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

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

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Andheri (East), Mumbai 400059
CIN: L65990MH2010PLC240703
Tel: 022 6694 0386, E-mail: corporate@homefirstindia.com

Date: October 27, 2021
Place: Mumbai