



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 Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014))

Dear Member(s),

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 (“**Rules**”), 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, the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 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(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), and other applicable provisions of the Act, Rules, Listing Regulations, circulars and notifications issued thereunder, that the Special Resolution appended below seeks approval of the Members, for raising of funds by way of issuance of equity shares to eligible investors through Qualified Institutions Placement(s) under applicable laws, for an aggregate consideration up to ₹ 1,250 Crores (Rupees One Thousand Two Hundred and Fifty Crores), of Home First Finance Company India Limited (the “**Company**”) through postal ballot only by way of remote e-voting (“**e-voting**”) process being provided by the Company to all its Members to cast their votes electronically.

The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid Special Resolution setting out the material facts relating to the resolution mentioned in this Notice of postal ballot is annexed hereto for your consideration. Pursuant to the aforesaid Rules, the Board of Directors of the Company at its meeting held on January 28, 2025, had appointed Mr. Aashish K. Bhatt, Designated Partner of Bhatt & Associates Company Secretaries LLP, Practicing Company Secretaries (Membership No: 19639 and COP No.: 7023), as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the postal ballot shall be final and binding.

In accordance with the provisions of the aforementioned MCA Circulars, Members 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 the Listing Regulations and Section 108 and other applicable provisions of the Act read with all the applicable Rules to all its Members to cast their votes electronically instead of postal ballot Form. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-voting facility. Members 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**”/ “**Notice**”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process commencing from 9:00 Hours IST on Wednesday, February 12, 2025 and not later than 17:00 Hours IST on Thursday, March 13, 2025 for their votes being considered, failing which it will be strictly considered that no vote has been received from the Member.

In accordance with the provisions of the MCA Circulars, the Company is sending Notice of Postal Ballot only by email to its Members who have registered their email address with the Company/Registrar and share transfer agent or Depository(ies)/Depository participants and the communication of assent /dissent of the Members on the resolution proposed in the Notice will only take place through the remote e-voting system. Therefore, those Members 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 as 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 March 18, 2025 which is 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**”) at www.bseindia.com and www.nseindia.com respectively, National Securities Depository Limited (“**NSDL**”) at www.evoting.nsdl.com and will also be displayed on the Company's website www.homefirstindia.com. The resolution will be deemed to be passed on Thursday, March 13, 2025 subject to receipt of the requisite number of votes in favour of the resolution.

RESOLUTION SET OUT THROUGH POSTAL BALLOT

Special Business:

RESOLUTION NO. 1 – TO RAISE FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES TO ELIGIBLE INVESTORS THROUGH QUALIFIED INSTITUTIONS PLACEMENT

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the **“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements, as far as applicable, entered into by the Company with the stock exchanges on which the Company’s equity shares having face value of ₹ 2 each (**“Equity Shares”**) are listed (the **“Listing Agreements”**), the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder (the **“FEMA”**), including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019, read with Consolidated FDI Policy issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the **“GoI”**), each as amended, and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, the Reserve Bank of India (the **“RBI”**), the National Housing Bank (the **“NHB”**), and the Securities and Exchange Board of India (the **“SEBI”**), BSE Limited and National Stock Exchange of India Limited (the **“Stock Exchanges”**), Ministry of Corporate Affairs (**“MCA”**), the Registrar of Companies, Maharashtra at Mumbai and/or any other competent authorities, whether in India or abroad (herein after referred to as **“Applicable Regulatory Authorities”**), and including and subject to necessary approvals, permissions, consents and sanctions as may be necessary from Applicable Regulatory Authorities, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Committee of Directors and Review Committee or any other committee which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to raise further capital and to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted under applicable law) for cash, in one or more tranches, such number of Equity Shares of the Company having face value of ₹ 2 (Rupees Two) each, by way a qualified institutions placement (**“QIP”**) or through any other permissible mode or any combination thereof, as may be permitted under applicable law, at such price or prices as the Board may deem fit, such that the total amount raised pursuant to such issue does not exceed ₹ 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores Only), inclusive of such premium as may be fixed on such Equity Shares by the Board, at its absolute discretion, considering the prevailing market conditions and other relevant factors and, wherever necessary, in consultation with the placement agent(s), lead manager(s) and/or other advisor(s) appointed and/or to be appointed by the Board, as the Board at its absolute discretion may deem fit and appropriate, through issue of placement document and/or other permissible/requisite offer documents to eligible investors, including Qualified Institutional Buyers (**“QIBs”**) as defined under the SEBI ICDR Regulations in accordance with Chapter VI

of the SEBI ICDR Regulations and any other category of persons or entities who/which are authorised and/or permitted to invest in Equity Shares of the Company, whether resident in India or not, as per extant laws/regulations/ guidelines, as may be deemed appropriate by the Board, whether they be holders of Equity Shares of the Company or not (the “Investors”), to all or any of them, at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment, on such terms and conditions, including among others, the dates of opening and closing of the issue and utilization of proceeds from the Issue, as may be decided by the Board in its discretion and permitted under applicable laws and regulations (such issuance, the “Issue”).

RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a. the allotment of the Equity Shares shall only be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations, eligible to participate in the QIP under applicable law;
- b. the price at which such issue of Equity Shares is made shall not be less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”);
- c. the Board may, in accordance with applicable law, also offer a discount of not more than 5% (five percent) or such other discount as permitted under applicable law on the QIP Floor Price;
- d. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company;
- e. the price determined for the QIP shall be subject to appropriate adjustments, as prescribed in Chapter VI of the SEBI ICDR Regulations, including any adjustments required to be made if the Company:
 - a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b) makes a rights issue of Equity Shares;
 - c) consolidates its outstanding Equity Shares into a smaller number of shares;
 - d) divides its outstanding Equity Shares including by way of stock split;
 - e) re-classifies any of its Equity Shares into other securities of the issuer; and
 - f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
- f. the allotment of such Equity Shares shall be completed within a period of 365 (three hundred and sixty five) days from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- g. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including Committee of Directors and Review Committee or any duly authorized committee thereof) decides to open the proposed issue of such Equity Shares or any other date in accordance with applicable law;
- h. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations, provided that Qualified Institutional Buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

- i. the Equity Shares shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- j. no partly paid-up Equity Shares shall be issued/allotted;
- k. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and
- l. the schedule of the QIP will be as determined by the Board or its duly authorized committee, including the Committee of Directors and Review Committee.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- b. the Equity Shares to be so created, offered, issued and allotted in terms of this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Equity Shares on one or more Stock Exchanges in India.”

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the equity shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of Equity Shares thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any statutory, regulatory or governmental body, authority or institution, including any conditions as may be prescribed in granting such approval or permissions by such statutory, regulatory or governmental authority or institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in capital markets including but not limited to the terms and conditions for issue of additional Equity Shares, and the Board subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Equity Shares that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint placement agent(s), lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, monitoring agency, and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to, and is further authorised to delegate to the Committee of Directors and Review Committee

(to the extent permitted under applicable law) the authority to, take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including but not limited to, the finalization and approval of the preliminary placement documents and placement documents, private placement offer-cum-application letters, including any corrigendum or addendum thereto, determining the form and manner of the Issue, finalization of the timing of the Issue (including dates of opening and closing of the Issue), identification of the Investors to whom the Equity Shares are to be allotted, determining the issue price (including discount, if any), face value, premium amount on issue of the Equity Shares, maintaining a complete record of private placement, execution of various transaction documents, signing of declarations finalization of application forms and confirmation of allocation notes, deciding end use for utilization of the issue proceeds, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, seeking consents from lenders where applicable, filing of requisite documents with the Registrar of Companies, appointment of legal advisors/solicitors, lead managers, placement agents, escrow agents, bankers, depositories, custodians, registrars, trustees, stabilizing agents, monitoring agencies, and/or any other advisors, professionals, agencies as may be required, to open any requisite bank accounts as may be required for the Issue, to negotiate/ modify/ execute/ deliver and/ or sign any declarations, offer letters, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers (to the extent permitted under applicable law) to the Directors, Company Secretary, Chief Financial Officer, the Committee of Directors and Review Committee or such other persons authorized by the Board (or the Committee of Directors and Review Committee), severally, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares.

By Order of the Board

For Home First Finance Company India Limited

Sd/-

Shreyans Bachhawat

Company Secretary and 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 11, 2025

Place: Mumbai

Notes:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. The Notice of Postal Ballot is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Registrar and Transfer Agent/ Depository Participants / Depositories as on Friday, February 07, 2025 (“Cut-off date”) A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
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 / Registrar and Transfer Agent/ Depository Participants / 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, Members 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 Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 07, 2025 will be considered for the purpose of e- voting. The communication of the assent or dissent of the Members would only take place through the e-voting system.
5. Resolution passed through Postal Ballot shall be deemed to have been passed as if it was passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 13, 2025 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 Members as on Friday, February 07, 2025.
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 Members 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. Members 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. Members are requested to cast their vote through the remote e-voting process commencing from 9:00 Hours IST on Wednesday, February 12, 2025 and not later than 17:00 Hours IST on Thursday, March 13, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member. 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 as 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 March 18, 2025 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 at www.bseindia.com and www.nseindia.com respectively. The results of Notice of Postal Ballot will also be displayed at the registered office of the Company.

10. A Member cannot exercise his/her vote through proxy on Postal Ballot.

11. 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
Wednesday, February 12, 2025 at 9:00 Hours	Thursday, March 13, 2025 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"><li data-bbox="618 699 1500 1113">1. 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.<li data-bbox="618 1161 1500 1308">2. 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.jsp<li data-bbox="618 1356 1500 1812">3. 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 (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.<li data-bbox="618 1860 1500 1953">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

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.

4. 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 or folio number for shares held in physical form. 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 Members 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.com mentioning your demat account number/folio 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" 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 Members

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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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?](#)" or "[Physical User Reset 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Matre, Sr. Manager at National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 or through email 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:

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.**

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, 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice of Postal Ballot.

RESOLUTION NO. 1 - TO APPROVE THE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES TO ELIGIBLE INVESTORS THROUGH QUALIFIED INSTITUTIONS PLACEMENT.

The Company foresees growth opportunities in its existing market and continues to evaluate options to improve its market share and accelerate its business growth. Accordingly, our Company intends to undertake a capital raise by way of one or more qualified institutions placements for achieving such growth and expansion and such capital raise will increase the capital adequacy ratio of the Company. Accordingly, the enabling resolution seeks an approval from the Members to raise funds, at an appropriate time by the Board, keeping in view the business needs of the Company.

The Board, pursuant to its meeting dated January 28, 2025 and subject to approval of the Members by way of a special resolution, has approved, among others, the issue, offer and allotment of such number of equity shares of the Company having face value of ₹ 2 (Rupees Two) each (“**Equity Shares**”), in one or more tranches, by way a qualified institutions placement (“**QIP**”) or through any other permissible mode or any combination thereof, as may be permitted under applicable law, at such price or prices as the Board may deem fit, such that the total amount raised pursuant to such issue does not exceed ₹ 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores Only), inclusive of such premium as may be fixed on such Equity Shares by the Board, at its absolute discretion, considering the prevailing market conditions and other relevant factors and, wherever necessary, in consultation with the placement agent(s), lead manager(s) and/or other advisor(s) appointed and/or to be appointed by the Board, as the Board at its absolute discretion may deem fit and appropriate, to eligible investors permitted to invest in Equity Shares in compliance with applicable law, including Qualified Institutional Buyers (“**QIBs**”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) (such issuance, the “**Issue**”).

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company and to any persons other than the existing Members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares to persons other than existing Members of the Company, approval of the Members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI ICDR Regulations.

Further, in terms of terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its Members by way of a special resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Companies

Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and SEBI Listing Regulations, for issuance of Equity Shares.

The Board which term shall include the Committee of Directors and Review Committee or any other duly authorised committee may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”)(together the “**Stock Exchanges**”), Reserve Bank of India (“**RBI**”), National Housing Bank (“**NHB**”), Ministry of Corporate Affairs (“**MCA**”), Government of India (“**GoI**”), the Registrar of Companies with which the Company is incorporated, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

If any issue of Equity Shares is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a. the allotment of the Equity Shares shall only be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations, eligible to participate in the QIP under applicable law;
- b. the price at which such issue of Equity Shares is made shall not be less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”);
- c. the Board may, in accordance with applicable law, also offer a discount of not more than 5% (five percent) or such other discount as permitted under applicable law on the QIP Floor Price;
- d. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company;
- e. the price determined for the QIP shall be subject to appropriate adjustments, as prescribed in Chapter VI of the SEBI ICDR Regulations, including any adjustments required to be made if the Company:
 - a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b) makes a rights issue of Equity Shares;
 - c) consolidates its outstanding Equity Shares into a smaller number of shares;
 - d) divides its outstanding Equity Shares including by way of stock split;
 - e) re-classifies any of its Equity Shares into other securities of the issuer; and
 - f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
- f. the allotment of such Equity Shares shall be completed within a period of 365 (three hundred and sixty five) days from the date of this resolution, or such other time as may be allowed under the

SEBI ICDR Regulations from time to time;

- g. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including Committee of Directors and Review Committee or any duly authorized committee thereof) decides to open the proposed issue of such Equity Shares or any other date in accordance with applicable law;
- h. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations, provided that Qualified Institutional Buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- i. the Equity Shares shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- j. no partly paid-up Equity Shares shall be issued/allotted;
- k. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and
- l. the schedule of the QIP will be as determined by the Board or its duly authorized committee, including the Committee of Directors and Review Committee.

The Equity Shares allotted pursuant to the Issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any.

Maximum Amount to be raised/ number of Equity Shares to be Issued: The total amount to be raised pursuant to the special resolution, in one or more tranches, by issuance of Equity Shares, including through a QIP as mentioned in the resolution, would be up to ₹ 1250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crores Only). The issue of Equity Shares may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board (including Committee of Directors and Review Committee or any duly authorized committee thereof) may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

Use of proceeds: The net proceeds (proceeds from the Offering after adjustment of expenses related to the Offering, if any), will be utilized *inter alia* towards augmenting the Company's capital base to maintain minimum capital adequacy ratio and to meet its future capital requirements, arising out of the growth of its business and assets, or for any other general purposes as may be permissible under applicable law, and as approved by the Board (including Committee of Directors and Review Committee or any duly authorized committee thereof). In case the fund-raising is undertaken through a QIP, in terms of applicable circulars of BSE and NSE in this regard as well as the SEBI ICDR

Regulations, (a) the details for deployment of the net proceeds, as approved by the Board or a duly authorized committee thereof, will be specifically mentioned in the preliminary placement document/ placement document, and (b) the funds to be used for general corporate purposes, if any, shall not exceed 5% of the funds to be raised through such QIP. If the size of the QIP exceeds Rs. 100 Crore (Rupees One Hundred Crore only) or such other amount as may be prescribed under applicable law, a credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized, in accordance with the SEBI ICDR Regulations.

In terms of applicable circulars of BSE and NSE in this in this regard, in case it is difficult to quantify the exact amount of funds to be used, a broad range of amount may be provided in the preliminary placement document and the placement document, but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object. Further, while giving broad range, the reason for providing the same shall be specified in such preliminary placement document/ placement document.

As per the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended from time to time (“**RBI Master Directions – HFC**”) issued by the Reserve Bank of India, we are required to maintain a minimum capital adequacy ratio (“**CRAR**”), consisting of Tier I capital and Tier II capital, of not less than 15% of our aggregate risk weighted assets and risk adjusted value of off-balance sheet items with Tier-I capital not below 10% at any point of time. Further, we are required to ensure that total Tier-II capital, at any point of time, shall not exceed 100% of the Tier-I capital.

The following table sets forth our capital to risk weighted assets ratios for the periods indicated:

Particulars⁽¹⁾⁽²⁾	As on March 31, 2023	As on March 31, 2024	As on December 31, 2024
CRAR (%)	49.4%	39.5%	33.1%
CRAR – Tier I Capital (%)	48.9%	39.1%	32.7%
CRAR – Tier II Capital (%)	0.5%	0.4%	0.4%

- The above CRAR has been calculated in accordance with the RBI circular on Implementation of Indian Accounting Standards dated March 13, 2020.*
- CRAR is computed by dividing our Tier I and Tier II capital by total risk weighted assets, as at the last day of relevant fiscal year / period.*

While our Company’s CRAR as at March 31, 2023, March 31, 2024 and December 31, 2024 exceeds the regulatory thresholds prescribed by the RBI, we believe that in order to maintain our Company’s growth rate, we will require further capital in the future in order to remain in compliance with such regulatory thresholds and to meet future business requirements of our Company, including growth in our loan portfolio.

Further, our Company’s business is dependent on its ability to raise funds at competitive rates, which in turn, depends on various factors including our credit ratings. We expect the higher CRAR to positively impact the credit ratings of our Company, which may lower the borrowing costs, thereby positively impacting our interest margins and financial conditions.

Pending utilization of the proceeds from the Offering, the Company shall invest such proceeds in money market instruments including money market mutual funds, T-bills, deposits with scheduled commercial banks or any other investment as permitted under applicable laws and the Investment Policy of the Company as approved by the Board and/or a duly authorized committee(s), from time to time and all applicable laws and regulations. In case of a QIP, in accordance with applicable law, the Company shall not utilise the proceeds from such QIP unless allotment is made and the corresponding return of allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

Pricing: The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined, subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations. Since the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of the Equity Shares that may be issued to the qualified institutions buyers in the QIP.

Change in control: There would be no change in control pursuant to the said issue of Equity Shares.

Intention of the Promoters, Directors, Key Managerial Personnel (KMP) or Senior Management: None of the promoters, directors or key managerial personnel, senior management intend to participate or subscribe to Equity Shares in the Issue.

Transferability of Securities: If the Issue is made through a QIP, the Equity Shares allotted shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which allotment shall be completed: If the Issue is made through a QIP, the allotment of such Equity Shares shall be completed within a period of 365 (three hundred and sixty five) days from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

Other material terms of the Issue: The Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, post-Issue shareholding that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. As and when the Board (including Committee of Directors and Review Committee or any duly authorized committee thereof) takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations and to the Applicable Regulatory Authorities as necessary.

This enabling resolution seeks an approval from the Members to raise funds, at an appropriate time by the Board (including Committee of Directors and Review Committee or any duly authorized committee

thereof), keeping in view the business needs of the Company. Further, as the terms of the Issue are yet to be finalized, including timing, quantum of Equity Shares to be offered and issued and consequent dilution in the shareholding of the existing shareholders, the Company will seek relevant approvals and/or consents from Applicable Regulatory Authorities and/or Lenders, as applicable, at an appropriate stage prior to the transaction.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise, in this resolution, set out at Item No. 1 of the Notice of Postal Ballot, except to the extent of their shareholding, if any, in the Company.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board has approved the Issue pursuant to its resolution dated January 28, 2025. The Board recommends the Special Resolution as set out in the Notice under Item No.1 for the approval of the Members of the Company.

By Order of the Board
For Home First Finance Company India Limited
Sd/-
Shreyans Bachhawat
Company Secretary and 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 11, 2025
Place: Mumbai