

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Thursday, December 12, 2024	Friday, January 10, 2025

Dear Members,

NOTICE is hereby given to the Members of Homesfy Realty Limited (“Company” or “Homesfy”), for seeking consent of Members of the Company for transacting the Special Business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), and other applicable provisions of the Act and the Rules, read with other relevant circulars, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard-2 on General Meetings (“**the SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of Bigshare Services Private Limited as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company (<https://homesfy.in>) and on the website of Company’s Registrar and Transfer Agent, Bigshare Services Private Limited (“Bigshare”) at <https://www.bigshareonline.com/> respectively.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on

Friday, January 10, 2025. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed MNB & Co. LLP, Practicing Company Secretaries (FCS: 8242 & COP No. 9307), as Scrutinizer at its meeting held on Friday, December 06, 2024, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before Saturday, January 11, 2025. The same will be displayed on the website of the Company <https://homesfy.in>, Bigshare Services Private Limited ("Bigshare") at <https://www.bigshareonline.com/> and also shall be communicated to National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

To create, offer, issue and allot equity shares on Preferential Basis:

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 other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed ("Stock Exchange") as detailed in the Explanatory Statement to this resolution, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis 1,71,000 equity shares of face value of INR 10/- (Rupees Ten only) each ("Equity Shares") for cash, at an issue price of INR 555/- (Rupees Five hundred fifty five) per Equity Share (including a premium of INR 545/- per Equity Share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of upto

INR 9.50 crores, on such terms and conditions and in such manner as may be finalized by the Board, to the below mentioned investors belonging to the "Promoter" and "Non-Promoter Category" ("Proposed Allottee") in the manner as follows ("Preferential Issue"):

Sr No.	Names of Proposed Allottee	Category	No. of Equity Shares to be allotted
1	Ashish Kukreja	Promoter	36,000
2	Ashish Mehta	Non-Promoter	40,500
3	Khushboo Nahar	Non-Promoter	40,500
4	Prafull Rai	Non-Promoter	40,500
5	Rohit Kothari	Non-Promoter	4,500
6	Siddharth Kothari	Non-Promoter	4,500
7	Smriti Dalmia	Non-Promoter	4,500

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be December 11, 2024, being the date which is 30 days prior to the date of closure of postal ballot for passing necessary resolution.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions

1. The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals.
3. The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.
4. The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
5. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
6. The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

7. The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
8. The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
9. The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Proposed Allottee through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT monies received by the Company from Investor pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, appointment of a monitoring agency pursuant to Regulation 162A of the SEBI ICDR Regulations, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or its committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**By Order of the Board of Directors of
Homesfy Realty Limited**

**Atul Arya Agrahari
Company Secretary and Compliance Officer**

Date: December 06, 2024

Place: Thane

Registered Office: 1602, 16th floor, Dev Corpora Near Cadbury Junction,
Thane, Maharashtra, India, 400601

CIN: U70100MH2011PLC217134

Email: cs@homesfy.in

Website: www.homesfy.in

Notes:

- 1) The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
- 2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 17 of this Notice.
- 3) In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, December 06, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 17.
- 4) As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.

- 5) A copy of the Postal Ballot Notice is available on the website of the Company at www.homesfy.in , website of the stock exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of our e-Voting agency i.e. Bigshare Services Private Limited (“Bigshare”) at <https://www.bigshareonline.com/>
- 6) All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cs@homesfy.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period from Wednesday, December 11, 2024 to Friday, January 10, 2025.
- 7) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- 8) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company’s website www.homesfy.in
- 9) The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, December 06, 2024. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
- 10) Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
- 11) The Remote e-Voting will commence on Thursday, December 12, 2024, at 9:00 a.m. (IST) and will end on Friday, January 10, 2025, at 5:00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by Bigshare immediately thereafter and will not be allowed beyond the said date and time.
- 12) Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Friday, January 10, 2025, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
- 13) The Board of Directors of the Company has appointed MNB & Co. LLP, Practicing Company Secretaries (FCS: 8242 & COP No. 9307), as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. They have communicated their willingness for such appointment and will be available for the same.

- 14) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before Saturday, January 11, 2025. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
- 15) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.homesfy.in and on the website of Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") at <https://www.bigshareonline.com/> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- 16) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Friday, January 10, 2025, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
- 17) **The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using Bigshare Services Private Limited e-Voting system:**

- i. The voting period begins on Thursday, December 12, 2024 at 9:00 a.m. (IST) and will end on Friday, January 10, 2025 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 06, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

Type of shareholders	Login Method
	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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

<u>__Login type</u>	<u>Helpdesk details</u>
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 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
 - Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
 - Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.

- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
 - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.
- (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.
(In case a custodian is having valid email address, Password will be sent to his/her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

In accordance with applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of Members of the Company by way of special resolution is required to issue equity shares on a preferential basis to the investors as per details given below who have agreed to subscribe to the proposed preferential issue and have confirmed eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”).

Sr No.	Names of Proposed Allottee	Category	No of Equity Shares
1	Ashish Kukreja	Promoter	36,000
2	Ashish Mehta	Non-Promoter	40,500
3	Khushboo Nahar	Non-Promoter	40,500
4	Prafull Rai	Non-Promoter	40,500
5	Rohit Kothari	Non-Promoter	4,500
6	Siddharth Kothari	Non-Promoter	4,500
7	Smriti Dalmia	Non-Promoter	4,500

The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

Currently, the Promoter and Promoter group i.e. Mr. Ashish Kukreja and Talent Coach People Consulting LLP, holds 16,21,152 Equity Shares ordinary shares of ₹10.00 each, representing 53.06% of the paid-up capital of Homesfy Realty Limited.

The Company is currently engaged in Real Estate Broking Business. The operations of the Company are spread in India and globally. With an objective of Expansion of branch and working capital, the Board of Directors of the Company at its meeting held on December 06, 2024, have approved the issue of 1,71,000 Equity shares of ₹10.00 each, representing 5.30% of Post Issue paid-up capital of Homesfy Realty Limited at a price of ₹555 (including premium of ₹545) per share (“Equity Shares”), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations (“Floor Price”). Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is ₹545.97 per equity share.

b) Purpose or Objects of the preferential issue:

The object of the proposed preferential issue is to issue and allot Equity Shares (as define above) for Expansion of Business and working capital.

- c) Kinds of securities offered, Maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 1,71,000 fully paid up equity shares of ₹10.00 each of the Company at a price of ₹555 (including a premium of ₹545) per share, aggregating upto ₹9.50 crores such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

- d) Basis or justification on which the price (including premium, if any) has been arrived at:

The Equity Shares of the Company are National Stock Exchange of India Limited ("NSE"). The equity shares are frequently traded on NSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price of the Equity Shares is ₹545.97 per share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. ₹545.97 per equity share or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. ₹516.87 per equity share.

The pricing of the Equity Shares to be issued and allotted on preferential basis is ₹555 per share which is not less than the Floor Price determined in the manner set out above.

- e) Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is Wednesday, December 11, 2024, being the date 30 days prior to the date of passing of resolution through Postal Ballot i.e. last date for voting through Remote e-Voting, which is Friday, January 10, 2025.

- f) Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise an amount upto ₹9.50 crores, by the way of this Preferential Allotment

- g) Principal terms of assets charged as securities: Not applicable.

- h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to

Sr No.	Names of Proposed Allottee	Category (Pre and Post Issue)
1	Ashish Kukreja	Promoter
2	Ashish Mehta	Non-Promoter
3	Khushboo Nahar	Non-Promoter
4	Prafull Rai	Non-Promoter
5	Rohit Kothari	Non-Promoter
6	Siddharth Kothari	Non-Promoter
7	Smriti Dalmia	Non-Promoter

- i) *Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:*

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue except for Mr. Ashish Kukreja, being the Promoter of the Company to whom the Equity Shares are proposed to be allotted.

- j) *Timeframe/proposed time schedule, within which the preferential issue/allotment shall be completed:*

As required under the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Equity Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

- k) *Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:*

The preferential issue, if approved, is proposed to be made to allottees who all are the natural persons.

- l) *Percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:*

Pre-Preferential Issue			Post-Allotment of Equity Shares pursuant to the Preferential Issue		
Name of Allottees	No of Equity Shares	Percentage	Name of Allottees	No of Equity Shares	Percentage
Ashish Kukreja	14,72,112	48.18%	Ashish Kukreja	15,08,112	46.75%
Ashish Mehta	0	N.A	Ashish Mehta	40,500	1.25%
Khushboo Nahar	0	N.A	Khushboo Nahar	40,500	1.25%
Prafull Rai	0	N.A	Prafull Rai	40,500	1.25%
Rohit Kothari	0	N.A	Rohit Kothari	4,500	0.14%
Siddharth Kothari	0	N.A	Siddharth Kothari	4,500	0.14%
Smriti Dalmia	0	N.A	Smriti Dalmia	4,500	0.14%

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

- m) Lock-in Period:

The Equity Shares to be issue shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

n) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

o) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24.
- The Equity Shares held by the Proposed Allottee prior to the preferential allotment will be locked in as required under regulation 167(6) of SEBI (ICDR) Regulations, 2018.
- None of the Person belonging to the Promoter/Promoter Group has sold/transferred their Equity Shares held in the Company during the 90 (ninety) trading days preceding the relevant date.

p) Shareholding pattern of the Company before and after the Preferential Issue:

Please refer Annexure-I to this Notice for details.

q) Certificate of a practicing company secretary

The certificate from MNB & Co. LLP, Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company at www.homesfy.in

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to allottees mentioned in Special Resolution is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Equity Shares pursuant to the preferential issue would be within the authorized share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable in the present case, since the Company being a listed Company, pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, and Mr. Ashish Kukreja, Managing Director and shareholder in the said resolution.

**By Order of the Board of Directors of
Homesfy Realty Limited**

**Atul Arya Agrahari
Company Secretary and Compliance Officer**

Date: December 06, 2024

Place: Thane

Registered Office: 1602, 16th floor, Dev Corpora Near Cadbury Junction,
Thane, Maharashtra, India, 400601

CIN: U70100MH2011PLC217134

Email: cs@homesfy.in

Website: www.homesfy.in

Annexure-I

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue (As on December 06, 2024)		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters/Promoters Group's holding				
1	Indian				
	Individual	14,72,112	48.18%	15,08,112	46.75%
	Bodies Corporate	1,49,040	4.88%	1,49,040	4.62%
2	Foreign Promoters				
	Sub-total (A)	16,21,152	53.06%	16,57,152	51.36%
B	Non-Promoters holding				
1	Institutional Investors				
	Mutual Funds/UTI				
	Alternate Investment Funds				
	Foreign Portfolio Investors	36,300	1.19%	36,300	1.12%
	Financial Institutions/Banks				
	Insurance Companies				
2	Non-Institution				
	NBFCs registered with RBI				
	Bodies Corporate (including Clearing Members & LLP)				
	Directors and relatives				
	Indian Public (Individual & HUF)				
	Government				
	Others:				
	NRIs				
	IEPF				
	Trust				
	Foreign Companies				
	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates				
	Sub-Total (B)	36,300	1.19%	36,300	1.12%
C	Non-Promoter-Non-Public Shareholder	13,97,748	45.75%	15,32,748	47.50%
1	Custodian/DR Holder				
	Sub-Total (C)	13,97,748	45.75%	15,32,748	47.50%
	GRAND TOTAL	30,55,200	100%	32,26,200	100%