



Motilal Oswal Home Finance Limited
(Formerly Aspire Home Finance Corporation Limited)
CIN: U65923MH2013PLC248741

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot,
Prabhadevi, Mumbai-400025, Maharashtra, India

E-mail: hfquery@motilaloswal.com; Website: www.motilaloswalhf.com;

Tel: +91 22 4718 9999/ 6272 9898 FAX: +91 22 5036 2365

Notice of the Eighth Annual General Meeting

Notice is hereby given that the Eighth Annual General Meeting (“AGM”) of the Members of Motilal Oswal Home Finance Limited will be held on Friday, June 4, 2021 at 4.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall deemed to be the Registered Office of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025.

Ordinary Business:

1. To consider and adopt the Audited Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021.
2. To appoint a director in place of Mr. Motilal Oswal (DIN: 00024503), who retires by rotation, and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Motilal Oswal (DIN: 00024503), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

Special Business:

3. **Appointment of Mr. Arvind Hali (DIN: 05285114) as Managing Director & Chief Executive Officer of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee and approval of the Board, and subject to such

other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities/regulators including the Central Government in granting such approvals, permissions and sanctions, Mr. Arvind Hali (DIN: 05285114) who was appointed as an Additional Director of the Company with effect from October 4, 2020 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company w.e.f. October 4, 2020 and as Managing Director & Chief Executive Officer of the Company for a term of 5 years i.e. from October 4, 2020 to October 3, 2025, being liable to retire by rotation, on the following terms and conditions including remuneration as mentioned herein below:

A. BASIC SALARY:

Rs. 64,00,000/- per annum

B. ALLOWANCES:

House Rent Allowance: Rs. 32,00,000/- per annum

Supplementary Allowance: Rs. 64,00,000/- per annum

C. VARIABLE REMUNERATION:

Variable remuneration by way of incentive / bonus / performance linked incentive payable to Managing Director & Chief Executive Officer, as may be determined by the Board and / or the Nomination and Remuneration Committee within the overall permissible limit as prescribed under the provisions of the Act or rules made thereunder or any other applicable laws (as amended from time to time).

D. PERQUISITES:

- The Managing Director & Chief Executive Officer may be entitled to free accommodation (Company Owned or leased/rented).
- The Managing Director & Chief Executive Officer may be entitled to club membership, telephone and other communication facilities at residence, medical & life insurance, Chauffeur, any other benefits applicable to the employees, etc., in accordance with the policies of the Company.
- The Managing Director & Chief Executive Officer shall be entitled to a Company car (owned/leased or hire) in accordance with the policies of the Company.
- The Managing Director & Chief Executive Officer shall be entitled to Company's contribution to Provident Fund, benefits of Gratuity, adjustment of earned leave at the end of the tenure.
- The Contribution to National Pension Scheme in accordance with the policies of the Company.

E. It is clarified that employee stock options granted / to be granted to Managing Director & Chief Executive Officer, from time to time, shall not be considered as a part of perquisites and that the perquisite value of stock options exercised shall form part of the remuneration.

F. Increment in salary, perquisites and allowances and remuneration based on net profits as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board within the overall permissible limit as prescribed under the provisions of the Act or rules made thereunder or any other applicable laws (as amended from time to time).

RESOLVED FURTHER THAT the remuneration payable to Mr. Arvind Hali, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) in the event of no profit or inadequate profit may alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Arvind Hali, subject to the same not exceeding the limits specified under Schedule V of the Act.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the Managing Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Managing Director & Chief Executive Officer, the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

4. Appointment of Mrs. Divya Momaya (DIN: 00365757) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee and approval of the Board, Mrs. Divya Momaya (DIN: 00365757), being appointed as an Additional Independent Director of the Company with effect from September 25, 2020 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 years i.e. from September 25, 2020 to September 24, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

5. Borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company on May 25, 2017 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) read with the Rules made thereunder and such other applicable

provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the directions/guidelines issued by the National Housing Bank/Reserve Bank of India and the Memorandum & Articles of Association of the Company, the consent of the Members be and is hereby accorded to Company to borrow from time to time any sum or sums of moneys secured or unsecured by way of term loan, any other loan, financial assistance fund based or non-fund based in whatever name called from bank(s), person(s), firm(s), company(ies)/bodies corporate(s), financial institution(s), institutional investor(s), mutual funds, insurance company(ies), pension funds and or any entity/entities or authority/authorities, whether in India or abroad, either in Indian rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or by way of invitation, offer, issue and allotment of redeemable non-convertible debentures, subordinated debts, securities, debt securities, bonds, convertible or non-convertible or partly convertible, commercial papers in one or more tranches or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company, free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 9,000 Crore (Rupees Nine Thousand Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

6. **Creation of Charge/ Mortgage on the properties of the Company under section 180(1)(a) of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the directions/guidelines issued by the National Housing Bank/Reserve Bank of India and the Memorandum & Articles of Association of the Company, the consent of the Members be and is hereby accorded to Company to create mortgage and/or charge and/or hypothecate any of movable and / or immovable properties of the Company including receivables in the form of book debts, wherever situated both present and future or on whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board (including any Committee thereof) in its absolute discretion thinks fit, to or in favour of any bank(s) or body(ies) corporate or person(s), whether Shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 9,000 Crore (Rupees Nine Thousand Crore Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

7. Issue of redeemable non-convertible debentures through private placement

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the directions/ guidelines issued by the National Housing Bank/ Reserve Bank of India, the Securities Exchange and Board of India (Issue and Listing of Debt Securities) Regulation, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company or such other approvals or permissions as may be required from the Authorities/regulators from time to time, approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) thereof) of the Company to offer, issue and allot, in one or more tranches, secured/unsecured non-convertible debentures/bonds during FY 2021-22 on a private placement basis, for an amount not exceeding in aggregate Rs. 2,000 Crore (Rupees Two Thousand Crore Only) to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person/persons on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

8. Approve payment of Commission to Non-Executive Directors

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

“RESOLVED THAT pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, the Consent of the Members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Directors (other than the Managing Director and Whole-time Director of the Company) such sum by way of commission as the Board of Directors may from time to time determine based on performance and guidelines of the Company, provided however that the commission paid to such Directors in any financial year shall not exceed 1% of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year the Company has no profits or its profits are inadequate, commission may be paid to Non-Executive Directors subject to provisions of schedule V of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

**By Order of the Board
Motilal Oswal Home Finance Limited**

**Sd/-
Ritin Mawani
Company Secretary & Compliance Officer
ACS: 50900**

Date: May 12, 2021

Place: Mumbai

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 and May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members (also referred as "Shareholders") at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars (amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with Link Intime India Private Limited ("LI IPL") and instructions for the process to be followed for attending and participating in the ensuing AGM through VC / OAVM is forming part of this Notice.

2. The Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. Further, the explanatory statement relating to Ordinary Business in item no. 2 to be transacted at the AGM is also annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of Remote e-voting (E-voting from a place other than venue of the Meeting) and E-voting during AGM, to its Members in respect of the businesses to be transacted at the AGM.

For this purpose, necessary arrangements have been made by the Company with LI IPL to facilitate Remote e-voting and E-voting during AGM. The instructions for the process to be followed for Remote e-voting and E-voting during AGM is forming part of this Notice.

4. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, instead of himself / herself and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, since the AGM will be held through VC / OAVM, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution / Authorisation shall be sent to the Company by e-mail through its registered e-mail address at corpsec@motilaloswal.com with a copy marked to enotices@linkintime.co.in.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, May 7, 2021 and whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2020-21 will also be available on website of the Company i.e. www.motilaloswalhf.com and on the website of the LIPL at <https://instavote.linkintime.co.in>.
7. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
8. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at corpsec@motilaloswal.com.
9. The Company has appointed Mr. Umashankar K. Hegde, Practicing Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
10. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, May 28, 2021 will only be considered for the purpose of Remote e-voting and E-voting.
11. The Remote e-voting facility commences on Tuesday, June 1, 2021 at IST 9.30 a.m. and ends on Thursday, June 3, 2021 at IST 5.00 p.m. The Remote e-voting shall be disabled by LIPL after aforesaid period.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, May 28, 2021.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
15. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, May 28, 2021, may obtain the User ID and password by sending a request at enotices@linkintime.co.in. However, if a Member is already registered with LIPL for Remote e-voting and E-voting then existing User ID and password can be used for casting vote.
16. A person who is not a Member as on the cut-off date i.e. Friday, May 28, 2021 should treat this Notice for information purpose only.
17. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Company. Further, members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company. These forms will be made available on request.
18. The Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective October 2, 2018 requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
19. Additional Information of Directors seeking appointment / re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.
20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nihar Kudaskar, Associate - Technology Group, LIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083; Helpdesk: 022 49186000/ 49186175; E-mail to enotices@linkintime.co.in.
21. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer's Report, the result will declared within 48 hours of the conclusion of the AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at www.motilaloswalhf.com and on the website of LIPL at <https://instavote.linkintime.co.in>.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM

A. VOTING THROUGH ELECTRONIC MEANS:

Remote e-voting Instructions for Members/Shareholders are as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

- (a) **User ID:** Enter your User ID details as given below:

Manner of holding shares	User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company

- (b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).

- (c) **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

- (d) **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Members holding shares in **CDSL demat account shall provide either '(c)' or '(d)', above**
- Members holding shares in **NSDL demat account shall provide '(d)', above**
- Members holding shares in **physical form** but have not recorded '(c)' and '(d)', shall provide their Folio number in '(d)' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

NOTE: If Members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/Mutual Fund/Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.
9. **If you have forgotten the password:**
 - (a) Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - (b) Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
 - In case Members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10. For Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- 11. During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- 12. Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- 13. In case Members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in> under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000 or Members may also write to the Company at corpsec@motilaloswal.com.

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING (“AGM”) THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
2. Select the “Company” and ‘Event Date’ and register with your following details: -

(a) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

Manner of holding shares	User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company

(b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

(c) **Mobile No.:** Enter your mobile number.

(d) **Email ID:** Enter your email id, as recorded with your DP/Company.

3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
4. The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Please refer the instructions for the software requirements given in point 'E' below and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

C. INSTRUCTIONS FOR MEMBERS TO SPEAK DURING THE AGM THROUGH INSTAMEET:

1. The Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, PAN, mobile number at corpsec@motilaloswal.com up to May 31, 2021 (IST 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Member may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

D. INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

1. Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the Remote e-voting can cast the vote as under:
 - (a) On the Members VC page, click on the link for e-Voting "Cast your vote"
 - (b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
 - (c) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 - (d) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

- (e) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- (f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- 2. Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- 3. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- 4. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.
- 5. In case members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: 022-49186175.

E. INSTRUCTIONS FOR THE SOFTWARE REQUIREMENTS AND OTHER GENERAL INSTRUCTIONS

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- (a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

OR

- (b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:
 - Enter your First Name, Last Name and Email ID and click on Join Now
 - If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or [Run a temporary application](#).
 - Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 2

In terms of the provisions of section 152 of the Companies Act, 2013 ("Act") and in accordance with the Articles of Association of the Company, the two third of the total number of Directors, excluding Independent Directors, are liable to determination by retirement of directors by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation would be those who have been longest in office since their last appointment.

Accordingly, Mr. Motilal Oswal, Mr. Raamdeo Agarawal and Mr. Navin Agarwal, non-independent directors are liable to retire by rotation. Mr. Motilal Oswal being longest in the office will retire by rotation and would be eligible for re-appointment in this AGM.

Mr. Oswal is the Chairman of Motilal Oswal Home Finance Limited. He is a Chartered Accountant and started the broking business along with co-promoter, Mr. Raamdeo Agarawal in 1987. Mr. Oswal has served on the Governing Board of the BSE, Indian Merchant's Chamber (IMC) and has also served on various committees of BSE, NSE, SEBI and CDSL. For his work and contribution to the capital markets, Mr. Oswal has been felicitated with several awards.

Accordingly, the Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval of the Members.

The additional information of Director seeking re-appointment at the Eighth AGM pursuant to Secretarial Standards-2 (SS-2) is annexed to this Notice.

Save and except Mr. Oswal who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution.

ITEM NO. 3

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on September 25, 2020, had appointed Mr. Arvind Hali (DIN: 05285114) as an Additional Director under Section 161 of the Act w.e.f. October 4, 2020 to hold office up to this AGM of the Company. Mr. Hali was appointed as Director of the Company w.e.f. October 4, 2020 and designated as Managing Director & Chief Executive Officer ("MD&CEO") for a period of 5 years i.e. October 4, 2020 to October 3, 2025, subject to approval of Members at the this AGM.

Mr. Hali holds masters degree from the University of Mumbai and comes with more than two decades of experience in the financial domain. He was previously associated with Art Housing Finance, Intec Capital, AU Financiers limited, Capri global, Dhanlaxmi Bank, Reliance Capital, Standard Chartered Bank, and GE countrywide. He has been instrumental in launching Companies, Business Units, Products and Services in his past organizations. His core strengths are Strategic Planning, Product development, Innovation, Digitalization & Technology Deployment and many more.

The Company has received all disclosures / declaration from Mr. Hali as required under various laws.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Hali and accordingly recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

The additional information of Director seeking appointment at the Eighth AGM pursuant to Secretarial Standards-2 (SS-2) is annexed to this Notice.

Save and except Mr. Hali who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on September 25, 2020, had appointed Mrs. Divya Momaya (DIN: 00365757) as an Additional Director under Section 161 of the Act w.e.f. September 25, 2020 to hold office up to this AGM of the Company. Mrs. Momaya was appointed as Director of the Company w.e.f. September 25, 2020 and designated as an Independent Director for a period of 3 years i.e. September 25, 2020 to September 24, 2023, subject to approval of Members at the this AGM.

Mrs. Momaya is a qualified member of the Institute of Company Secretaries of India (ICSI), Qualified Independent Director from IICA and a member of Institute of Directors (IOD). Mrs. Momaya is a founder mentor of D. S. Momaya & Co. and possess more than 16 years of industry experience. She have been into Whole-time Company Secretarial Practice for more than 12 years and is also a Board Mentor. Her Corporate Journey includes experience with Companies like BSEL Infrastructure Realty Limited and BSE Limited. She is also the Founder & Director of MMB Advisors Private Limited - MentorMyBoard. She is member and working committee member of various eminent organisations like Jain International Trade Organisation (JITO), JITO Angel Network (JAN), IMC Chamber of Commerce and Industry, CIMSME KDO Venture Katalyst, etc.

The Company has received all disclosures / declaration from Mrs. Momaya as required under various laws. The Company has also received a declaration to the effect that she meet the criteria of independence as per the applicable provisions of the Companies Act, 2013 (as amended from time to time) and she has registered on the Independent Director's Databank. The copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at corpsec@motilaloswal.com.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mrs. Momaya and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

The additional information of Director seeking appointment at the Eighth AGM pursuant to Secretarial Standards-2 (SS-2) is annexed to this Notice.

Save and except Mrs. Momaya who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution.

ITEM NO. 5 & 6

In terms of the provisions of Section 180(1)(c) of the Act, the members of the Company, vide Special Resolution passed at the Extra-Ordinary General Meeting held on May 25, 2017, had authorised the Board of Directors of the Company to borrow, from time to time, in excess of the paid up share capital, free reserves and securities premium to the extent of Rs. 12,500 crore.

Further, the members of the Company, vide Special Resolution passed at the Extra-Ordinary General Meeting held on May 25, 2017, had authorised the Board of Directors of the Company to create charge and/or mortgage on the assets of the Company for securing the borrowings made by the Company not exceeding Rs. 12,500 crore.

Pursuant to the requirement of the guidelines issued by the Reserve Bank of India ("RBI"), borrowings of the housing finance companies shall not exceed 12 times of Net Owned Fund. In order to ensure that that the maximum borrowings of the Company remains within the limit (i.e. 12 times of the Net Owned Fund) as prescribed by the RBI, it is proposed to revise borrowing limit available to the Board of Directors under section 180(1)(c) of the Act.

In view of the above, it is also proposed to revise limit available to the Board of Directors under section 180(1)(a) of the Act to create charge and/or mortgage on the assets of the Company for securing the borrowings made by the Company.

In order ensure compliance of RBI guidelines, the maximum limit available to the Board of Directors under section 180(1)(c) and 180(1)(a) should not exceed Rs. 9,000 crore.

Accordingly, the Board recommends the Special Resolution(s) set forth in Item No. 5 & 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

In order to augment long term resources for the purpose of onward lending, financing, refinancing the existing indebtedness of the Company or for general corporate purposes, consent of the Members is being sought by way of a Special resolution in terms of Sections 42, 71 of the Companies Act, 2013 ("Act") and rules made thereunder, for enabling the Board of Directors of the Company to offer/invite/issue securities on private placement basis for a period of one year commencing from the date of this meeting by way of issue of Non-Convertible Debentures ("NCDs").

Further, pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time) Company can issue NCDs without passing special resolution once in a year, if the Company has taken approval of the Members by way of special resolution for borrowings under Section 180(1)(c) of the Act. The

Company has the higher limits approved for borrowings under Section 180(1)(c) of the Act but for better governance, it is proposed to take an approval from Members of the Company for issuance of NCDs/Bonds on a private placement basis.

Based on projected long term borrowings, taking into consideration scheduled maturities and retaining flexibility for inter-changeability between Bank loans and NCDs of the Company, it is proposed to borrow money by way of issue of NCDs upto Rs. 2,000 crore, in one or more tranches, on a private placement basis.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows:

1	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Redeemable NCDs for an amount not exceeding in aggregate Rs. 2,000 Crore in one or more tranches on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Committee of Directors. Date of passing of Board Resolution: April 28, 2021
2	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable NCDs at premium, discount or at par, as may be determined by the Board/Committee of Directors.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee of Directors in accordance with the prevailing market conditions at the time of issue.
4	Name and address of valuer who performed valuation	Not applicable in case of NCDs
5	Amount which the company intends to raise by way of such securities	Rs. 2,000 Crore
6	Material terms of raising such securities	Since the issuance would be in one or more securities more tranches material terms will be determined by the Board/Committee of Directors, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and other applicable law for the time being in force.
7	Proposed time schedule	One year from the date of passing of this resolution.
8	Purposes or objects of offer	For the purpose of onward lending, financing, refinancing the existing indebtedness of the Company or for General Corporate Purposes.
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None

10	Principle terms of assets charged as securities	The principal amount of the Secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of exclusive and/or pari passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by the Company and the Debenture Trustee. Company will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure atleast 100% asset cover for the Secured NCDs (along with the interest due thereon).
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Accordingly, the Board of Directors recommends the passing of Special resolution in relation to issue of NCDs on private placement basis as set out at Item No. 7 of this Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8

The Members at the Extra-Ordinary General Meeting held on November 27, 2018 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company including Independent Directors, not exceeding limits prescribed in Section 197 of the Act for each financial year, for a period of three years from April 1, 2018 to March 31, 2021.

Since approval granted by the Members of the Company is valid till FY 2020-21, it is proposed to obtain fresh approval from the Members for payment of remuneration to Non-Executive Directors a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act'2013 and other applicable provisions.

In view of the above, the Board of Directors of the Company at their meeting held on April 28, 2021, recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors of the Company not exceeding overall limits under section 197 of the Act. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

Accordingly, the Board of Directors recommends the passing of Special resolution in relation to payment of Commission to Non-Executive Directors as set out at Item No. 8 of this Notice for the approval of the Members of the Company.

Except the Non-Executive Directors, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Additional Information of Director seeking re-appointment at the Eighth Annual General Meeting pursuant to Secretarial Standards:

Name of the Director	Mr. Motilal Oswal	Mr. Arvind Hali	Mrs. Divya Momaya
Date of Birth	May 12, 1962	January 6, 1972	April 25, 1979
Qualifications	Chartered Accountant	MMS post graduate	Company Secretary
Date of Appointment on the Board	October 1, 2013	October 4, 2020	September 25, 2020
Remuneration last drawn (Amount in Rs.)	(1)	(2)	(2)
Brief Profile	<p>Mr. Oswal is the Managing Director & Chief Executive Officer of Motilal Oswal Financial Services Limited ("MOFSL"). He is a Chartered Accountant and started the business along with co-promoter, Mr. Raamdeo Agarawal in 1987. Mr. Oswal has served on the Governing Board of the BSE, Indian Merchant's Chamber (IMC) and has also served on various committees of BSE, NSE, SEBI and CDSL. For his work and contribution to the capital markets, Mr. Oswal has been felicitated with several awards.</p>	<p>Mr. Hali holds masters degree from the University of Mumbai and comes with more than two decades of experience in the financial domain. He was previously associated with Art Housing Finance, Intec Capital, AU Financiers limited, Capri global, Dhanlaxmi Bank, Reliance Capital, Standard Chartered Bank, and GE countrywide. He has been instrumental in launching Companies, Business Units, Products and Services in his past organizations. His core strengths are Strategic Planning, Product development, Innovation, Digitalization & Technology Deployment and many more.</p>	<p>Mrs. Momaya is a qualified member of the Institute of Company Secretaries of India (ICSI), Qualified Independent Director from IICA and a member of Institute of Directors (IOD). Mrs. Momaya is a founder mentor of D. S. Momaya & Co. and possess more than 16 years of industry experience. She have been into Whole-time Company Secretarial Practice for more than 12 years and is also a Board Mentor. Her Corporate Journey includes experience with Companies like BSEL Infrastructure Realty Limited and BSE Limited. She is also the Founder & Director of MMB Advisors Private Limited - MentorMyBoard. She is member and working committee member of various eminent organisations like Jain International Trade Organisation (JITO), JITO Angel Network (JAN), IMC</p>

			Chamber of Commerce and Industry, CIMSME KDO Venture Katalyst, etc.
Directorships held in other companies (excluding foreign companies) as on date	<ul style="list-style-type: none"> • Motilal Oswal Financial Services Limited • Motilal Oswal Capital Limited • Motilal Oswal Investment Advisors Limited • Motilal Oswal Finvest Limited • Passionate Investment Management Private Limited • MOPE Investment Advisors Private Limited • Motilal Oswal Real Estate Investment Advisors Private Limited • Motilal Oswal Real Estate Investment Advisors II Private Limited • MO Alternate Investment Advisors Private Limited (Formerly Motilal Oswal Fincap Private Limited) • Motilal Oswal Foundation 	-	<ul style="list-style-type: none"> • MBB Advisors Private Limited • Arihant Superstructures Limited • Motilal Oswal Financial Services Limited.
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p><u>Audit Committee:</u></p> <ul style="list-style-type: none"> • Motilal Oswal Finvest Limited <p><u>Nomination and Remuneration Committee:</u></p> <ul style="list-style-type: none"> • Motilal Oswal Finvest Limited <p><u>Corporate Social Responsibility Committee:</u></p> <ul style="list-style-type: none"> • Motilal Oswal Financial Services Limited 	-	<p><u>Audit Committee</u></p> <ul style="list-style-type: none"> • Motilal Oswal Financial Services Limited <p><u>Nomination and Remuneration Committee:</u></p> <ul style="list-style-type: none"> • Motilal Oswal Financial Services Limited • Arihant Superstructures Limited

	<ul style="list-style-type: none"> • Motilal Oswal Investment Advisors Limited • Motilal Oswal Finvest Limited • MOPE Investment Advisors Private Limited • Passionate Investment Management Private Limited <p><u>Stakeholders Relationship Committee:</u></p> <ul style="list-style-type: none"> • Motilal Oswal Financial Services Limited 		
Shareholding in the Company (Equity)	10 Equity shares	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None	None
Number of Board meetings attended during the FY 2020-21	Nine	Four	Four

- (1) Mr. Motilal Oswal is in the service of Motilal Oswal Financial Services Limited (“MOFSL”) and draws remuneration from MOFSL. Mr. Oswal is not paid any commission, or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.
- (2) The Remuneration details is mentioned in Board’s Report of the Company.

**By Order of the Board
Motilal Oswal Home Finance Limited**

Sd/
Ritin Mawani
Company Secretary & Compliance Officer
ACS: 50900

Date: May 12, 2021

Place: Mumbai