



HOME
FINANCE

August 24, 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

BSE Scrip Code: 540709

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

NSE Scrip Symbol: RHFL

Dear Sir(s),

Sub.: Notice of Annual General Meeting.

Further to our letter dated August 24, 2018, we submit a copy of the notice of the 10th Annual General Meeting scheduled to be held on September 18, 2018.

Thanking you.

Yours faithfully,

For **Reliance Home Finance Limited**

Pardi Jain

Company Secretary & Compliance Officer

Encl.: As Above.

- c.c: a. National Securities Depository Limited, Mumbai;
b. Central Depository Services (India) Limited, Mumbai; and
c. Karvy Computershare Private Limited, Hyderabad.

Reliance Home Finance Limited

Registered Office: Reliance Centre, South Wing, 6th Floor, Off Western Express Highway, Santacruz (East), Mumbai – 400 055

T +91 22 3303 6000 / F +91 22 3303 6662, E-mail: rhfl.investor@relianceada.com, Website: www.reliancehomefinance.com

Customer Service: T +91 22 3967 1600 / 1800-300-90909 (toll free) / E-mail: customercare@reliancehomefinance.com

CIN: L67190MH2008PLC183216

A RELIANCE CAPITAL COMPANY

Notice

Notice is hereby given that the 10th Annual General Meeting of the Members of **Reliance Home Finance Limited** will be held on Tuesday, September 18, 2018 at 2:30 P.M. or soon after the conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares and preference shares.
3. To appoint a Director in place of Mr. Ravindra Sudhakar (DIN:07787205), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business:

4. **Appointment of Lt Gen Syed Ata Hasnain (Retd) as an Independent Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Lt Gen Syed Ata Hasnain (Retd) (DIN:07257757), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from February 26, 2018."

5. **Appointment of Mr. Jai Anmol Ambani as a Director**

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, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Mr. Jai Anmol Ambani (DIN:07591624) who was appointed by the Board of Directors as an Additional Director of the Company on April 24, 2018, pursuant to the provisions of Section 161 of the Act and Article 89 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Approval for appointment of Mr. Amit Bapna as a Whole-time Director from September 8, 2017 to August 7, 2018**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 and the 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 subject to such sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Amit Bapna (DIN:0008443) as a Whole-time Director designated as Director & CFO of the Company, from September 8, 2017 to August 7, 2018.

RESOLVED FURTHER THAT the shareholders be informed that Mr. Amit Bapna has not drawn any remuneration from the Company during the tenure of his appointment as Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Continuation of Mr. Padmanabh Vora as an Independent Director**

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

"**RESOLVED THAT** pursuant to the provisions of 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), approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Padmanabh Vora (DIN:0003192), who will attain the age of seventy five years on October 1, 2018, as an Independent Director of the Company up to expiry of his present term i.e. March 24, 2020 on the existing terms and conditions."

8. **Private Placement of Non-Convertible Debentures and / or other Debt Securities**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India ("SEBI") (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly constituted committee of the Board) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable / Non-Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds, and / or other debt securities, etc., on a private placement basis, in one or more series / tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilisation of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds /

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documents / undertakings / agreements / papers / writings, as may be required in this regard."

9. **Issue of securities through qualified institutions placement on a private placement basis to qualified institutional buyers ("QIBs")**

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

"(a) **RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, from time to time and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approval, consent, permission or sanction of the Central Government, Securities and Exchange Board of India, Reserve Bank of India, National Housing Bank and any other appropriate authorities, institutions or bodies, including stock exchanges where the securities of the Company are currently listed (hereinafter collectively referred to as the "Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly constituted committee of the Board), the Board be and is hereby authorised to create, issue, offer and allot equity shares and / or non-convertible debt instruments along with warrants and / or convertible securities other than warrants, which are convertible or exchangeable into equity shares, on such date or dates as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as "QIP Securities"), through qualified institutions placement, on a private placement basis in accordance with Section 42 of the Act to qualified institutional buyers ("QIBs") as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times in one or more tranches, at par or at such price or prices including a permissible discount or premium to market price(s) in terms of applicable regulations and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the lead managers, advisors and / or other intermediaries appointed in this regard, for an aggregate amount raised by issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company by more than 25 per cent of the then issued and subscribed equity share capital of the Company.

(b) **RESOLVED FURTHER THAT** in accordance with Regulation 81 of the SEBI ICDR Regulations, the "Relevant Date" for determination of applicable price

for the issue of the QIP Securities shall be: (i) in case of allotment of equity shares, the date on which the Board of the Company decides to open the proposed issue, or (ii) in case of allotment of eligible convertible securities, either the date on which the Board decides to open the proposed issue or the date on which the holders of the securities which are convertible into equity shares at a later date, becomes entitled to apply for equity shares.

(c) **RESOLVED FURTHER THAT** in accordance with Regulation 86 of the SEBI ICDR Regulations, a minimum of 10 per cent of the QIP Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

(d) **RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank *pari passu* with the then existing equity shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

(e) **RESOLVED FURTHER THAT** such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.

(f) **RESOLVED FURTHER THAT** the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, *inter-alia*, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc.

(g) **RESOLVED FURTHER THAT** the Board may at its absolute discretion offer discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the price of the QIP Securities as determined in accordance with the SEBI ICDR Regulations.

(h) **RESOLVED FURTHER THAT** the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and that no subsequent qualified institutions placement shall be made until the expiry of six months from the date of the qualified institutions placement approved by way of this resolution.

(i) **RESOLVED FURTHER THAT** subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to: (i) decide the date for the opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the QIP Securities are to

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be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company; (ii) finalisation of the allotment of the QIP Securities on the basis of the subscriptions received; (iii) finalisation of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required; (iv) approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s) / underwriter(s) / advisor(s), in accordance with all applicable rules, regulations and guidelines; (v) appointment in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, financial and / or legal advisors and all other agencies, whether in India or abroad, entering into or execution of all such agreements / arrangements / memorandum of understanding / documents with any such agencies, in connection with the proposed offering of the QIP Securities; (vi) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue, allotment and listing of the QIP Securities; (vii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and (viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

- (j) **RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the Act in respect of the aforesaid QIP Securities either on *pari passu* basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- (k) **RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according / granting their approvals, consents, permissions and

sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.

- (l) **RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) / Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

By Order of the Board of Directors

Parul Jain
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, 6th Floor, South Wing
Off Western Express Highway
Santacruz (East), Mumbai 400 055
CIN: L67190MH2008PLC183216
Website: www.reliancehomefinance.com
August 7, 2018

Notes:

- Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), relating to the special business to be transacted at the Annual General Meeting (the 'Meeting') is annexed hereto.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting.**
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.
- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered

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Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to the date of the Meeting. The certificate from the Statutory Auditors of the Company confirming the compliance of the Companies Act, 2013 read with Rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme will be available for inspection at the Meeting.

10. a. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members eligible for dividend, if declared, on equity shares and preference shares for the financial year ended on March 31, 2018.
- b. The dividend on equity shares, as recommended by the Board of Directors, if declared, at the Meeting, will be paid after the Meeting to:
 - i. all those equity shareholders, whose names appear in the Register of Members as on September 14, 2018; and
 - ii. those whose names appear as beneficial owners as on September 14, 2018 as furnished by the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.

In respect of preference shares, dividend will be paid on pro-rata basis for the financial year 2017-18 to those preference shareholders whose names appear in the Register of Members on September 14, 2018 pursuant to the provisions of the Act and Rules made thereunder.

- c. Members may please note that the dividend warrants shall be payable at par at the designated branches of the Bank for an initial period of three months only. Thereafter, the dividend warrants on revalidation shall be payable only at limited centres / branches of the said Bank. Members are therefore, requested to encash dividend warrants within the initial validity period.
11. Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
 12. Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited (Karvy), the Company's Registrar and Transfer Agent immediately on:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

13. Re-appointment of Director:

At the ensuing Annual General Meeting, Mr. Ravindra Sudhalkar, Director of the Company retires by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

Mr. Ravindra Sudhalkar fulfils the Fit and Proper Criteria of Directors as per the requirements of Housing Finance Companies - Corporate Governance (National Housing Bank) Directions, 2016 and has given his declaration in this regard.

The details pertaining to Mr. Ravindra Sudhalkar are furnished hereunder:

Mr. Ravindra Sudhalkar, 50 years, is Masters in Science (Electronics) from Sardar Patel University, Gujarat. He also holds a masters in business administration from Sardar Patel University. He has over two decades of experience in financial sectors and has been part of the senior management at ICICI Bank and Kotak Mahindra Bank.

He has been appointed as a Director of the Company with effect from April 24, 2017. He has attended all eight Board Meetings held during the financial year 2017-18. He is also on the board of Square Dotcom Private Limited.

He is the Chairman of the Wilful Defaulter's Review Committee and the Member of Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee and Risk Management Committee of the Company.

In terms of Section 152(6) of the Act, he was appointed as a Whole-time Director liable to retire by rotation and designated as Executive Director & CEO at the Annual General Meeting held on July 24, 2017 and paid a remuneration as per the existing approved terms and conditions.

He holds 1 equity share in the Company. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

Further, the details pursuant to the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") are furnished in the Corporate Governance Report forming part of this Annual Report.

14. In terms of Notification No. S.O. 1883 (E) dated May 7, 2018, issued by the Ministry of Corporate Affairs, Government of India, the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has since been done away. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on July 24, 2017.
15. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
16. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form with effect from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.**
17. Members are requested to fill in and submit the Feedback Form provided in the 'Investor Relations' section on the Company's website www.reliancehomefinance.com to aid the Company in its constant endeavour to enhance the standards of service to investors.
18. The Statement containing the salient features of the balance sheet, the statement of profit and loss and auditors' report on the Abridged Financial Statement, is sent to the Members. Any Member interested in obtaining a copy of the full Annual Report, may write to the Company or Registrar and Transfer Agent.
19. Members holding shares in physical mode:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy,

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- if not registered with the Company as mandated by SEBI.
- b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <https://www.reliancehomefinance.com/corporate-governance/investor-relations/download-forms>.
 - c. are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.
20. Members holding shares in electronic mode:
- a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
21. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Karvy Computershare Private Limited (Karvy), the Company's Registrar and Transfer Agent. **Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.**
22. Members who hold shares in physical form, in multiple folios, in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
23. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated August 7, 2018 (remote e-voting). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. September 11, 2018 only shall be entitled to avail the facility of remote e-voting / voting. Karvy Computershare Private Limited will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10:00 A.M. on September 14, 2018 to 5:00 P.M. on September 17, 2018. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the Meeting. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting. The Board of Directors have appointed Mr. Anil Lohia or in his absence Mr. Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancehomefinance.com and also on the website of Karvy Computershare Private Limited.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 7, 2018

Item No. 4 Appointment of Lt Gen Syed Ata Hasnain (Retd) as an Independent Director.

Lt Gen Syed Ata Hasnain (Retd) was appointed as Additional Director and an Independent Director of the Company by the Board with the recommendation of the Nomination and Remuneration Committee, for a term up to 5 (five) consecutive years commencing from February 26, 2018, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received a declaration from Lt Gen Syed Ata Hasnain (Retd) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Lt Gen Syed Ata Hasnain (Retd) fulfil the condition specified in the Act and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management.

Keeping in view the above, it is proposed to seek approval of the Members to appoint Lt Gen Syed Ata Hasnain (Retd) as an Independent Director on the Board of the Company, not liable to retire by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Lt Gen Syed Ata Hasnain (Retd) for appointment as a Director of the Company.

Lt Gen Syed Ata Hasnain (Retd) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

He fulfils the Fit and Proper Criteria of Directors as per the requirements of Housing Finance Companies - Corporate Governance (National Housing Bank) Directions, 2016 and has given his declaration in this regard.

The details pertaining to Lt Gen Syed Ata Hasnain (Retd) are furnished hereunder:

Lt Gen Syed Ata Hasnain (Retd), 65 years, holds a B.A. (Honours) degree in History from St. Stephen's College and is a post graduate in International Relations from Kings College, University of London; he also has an M Phil in Defence & Management Studies from University of Indore. In addition he has attended long programs in Strategic Studies at the Royal College of Defence Studies (RCDS) and the Asia Pacific Center for Strategic Studies (APCSS), Hawaii, USA. Lt Gen Syed Ata Hasnain (Retd) is a member of the Eminent Persons Group on Indonesia for consultation by the MEA. He is also on the Experts Committee of the MEA on Afghanistan. He is a President of India's Nominee on the Executive Council of Aligarh Muslim University. On July 12, 2018 he has been appointed the Chancellor of the Central University of Kashmir, by the President of India, only the second time that a military leader has received that honour.

One Board Meeting was held from the date of his appointment upto March 31, 2018 and he has attended the same. Sitting fees has been paid to him for the Meeting attended by him.

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Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 7, 2018

He currently serves as a director on the board of Reliance Naval And Engineering Limited and is also a member of its nomination and remuneration committee.

He does not hold any share in the Company as of March 31, 2018 and does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

Brief profile of Lt Gen Syed Ata Hasnain (Retd) is furnished in the Corporate Governance Report forming part of this Annual Report.

Approval of Members is accordingly sought for appointment of Lt Gen Syed Ata Hasnain (Retd) as an Independent Director as set out in the Item No. 4 of the accompanying Notice.

The terms and conditions of appointment of Lt Gen Syed Ata Hasnain (Retd) shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, between 11:00 A.M. and 1:00 P.M. up to the date of Meeting.

Save and except Lt Gen Syed Ata Hasnain (Retd) and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under the Act and Regulation 36(3) of the Listing Regulations.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5 Appointment of Mr. Jai Anmol Ambani as a Director.

Mr. Jai Anmol Ambani (Mr. Anmol) was appointed as an Additional Director of the Company by the Board with the recommendation of the Nomination and Remuneration Committee, with effect from April 24, 2018 in accordance with the provisions of Section 161 of the Act and Article 89 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Act, Mr. Anmol holds office upto the date of the ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Anmol for appointment as a Director of the Company.

Mr. Anmol is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

He fulfils the Fit and Proper Criteria of Directors as per the requirements of Housing Finance Companies - Corporate Governance (National Housing Bank) Directions, 2016 and has given his declaration in this regard.

The details pertaining to Mr. Anmol are furnished hereunder:

Mr. Jai Anmol Ambani, 26 years, studied in Cathedral and John Connon School, Mumbai, till Xth (2007) and thereafter completed his schooling from Seven Oaks School, United Kingdom, in 2009. He completed his undergraduate studies - BSc in Management from Warwick Business School, UK. He has four years of experience in financial services.

He serves on the board of Reliance Capital Limited, Reliance Nippon Life Asset Management Limited, Reliance Innoventures Private Limited, Unlimit IOT Private Limited and Reliance Entertainment Holdings Private Limited. He is a member of the audit committee and corporate social responsibility (CSR) committee of Reliance Capital Limited. He is also the member of audit committee, nomination and remuneration committee and CSR committee of Reliance Nippon Life Asset Management Limited.

He holds 83,487 equity shares in the Company. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

Brief profile of Mr. Anmol is furnished in the Corporate Governance Report forming part of this Annual Report.

Approval of Members is accordingly sought for appointment of Mr. Anmol as a Director as set out in the Item No. 5 of the accompanying Notice.

Save and except Mr. Anmol and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under the Act and Regulation 36(3) of the Listing Regulations.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item No. 6 Approval for appointment of Mr. Amit Bapna as a Whole-time Director from September 8, 2017 to August 7, 2018.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee ("NR Committee") at their meeting held on September 8, 2017 had, subject to the approval of Members, appointed Mr. Amit Bapna (Mr. Amit) as a Whole-time Director of the Company, liable to retire by rotation and designated him as Director & CFO for a period of 2 (two) years commencing from September 8, 2017.

The Board of Directors of the Company at its meeting held on August 7, 2018, has on the recommendation of the NR Committee and considering the continuing growth of the Company and its needs, appointed Mr. Pinkesh R. Shah as the full-time Chief Financial Officer of the Company. Upon his appointment Mr. Amit has ceased to be the CFO with effect from August 7, 2018.

Mr. Amit continues to be a Non - Executive Director of the Company.

Mr. Amit is currently holding the position of Chief Financial Officer i.e. Key Managerial Personnel (KMP) of Reliance Capital Limited (RCap), the Company's holding company and pursuant to the provisions of Section 203 of the Act also held the position of KMP in the Company from September 8, 2017 to August 7, 2018. He is entitled to the remuneration as a KMP of RCap as per his terms and conditions of appointment.

Mr. Amit has not drawn any remuneration from the Company during the tenure of his appointment as the Director & CFO of the Company.

Mr. Amit is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. He fulfils the Fit and Proper Criteria of Directors as per the requirements of Housing Finance Companies - Corporate Governance (National Housing Bank) Directions, 2016 and has also given his declaration in this regard.

The details pertaining to Mr. Amit are furnished hereunder:

Mr. Amit Bapna, 43 years, a Chartered Accountant, is the Chief Financial Officer of Reliance Capital Limited. He has been with Reliance Capital since 2004 and with the Group since 1999. As CFO, he provides financial direction, oversight and control for Reliance Capital and Group companies and strategic leadership for Treasury. He has over eighteen years of experience in varied business environments - manufacturing and financial services.

He earlier worked in the capacity of CFO of Reliance Capital Asset Management Limited and Reliance Consumer Finance where he played a key role and had been a significant contributor to the exponential growth of our Asset Management business and has brought in operational & process disciplines, which has been invaluable to the Consumer Finance business. Prior to that he worked in the Corporate Treasury of Reliance Industries Ltd.

He currently serves as a director on the board of Reliance Nippon Life Insurance Company Limited, Reliance Capital AIF Trustee Company Private Limited, Reliance Securities Limited, Reliance Business Broadcast News Holdings Limited, People's Electoral

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 7, 2018

Trust, Unlimit IOT Private Limited, Quant Capital Private Limited, Quant Broking Private Limited, Square Dotcom Private Limited and Grover Zampa Vineyards Limited.

He is the member of the audit committee of Reliance Nippon Life Insurance Company Limited, Reliance Securities Limited, Quant Capital Private Limited and Quant Broking Private Limited. He is also a member of board risk management committee, board policyholders' protection committee, board asset liability management committee, board investment committee, board corporate social responsibility (CSR) committee, board share transfer and allotment committee and board nomination and remuneration committee of Reliance Nippon Life Insurance Company Limited. Further, he is a member of nomination & remuneration committee, risk committee and corporate social responsibility committee of Reliance Securities Limited and nomination & remuneration committee and CSR committee of both Quant Capital Private Limited and Quant Broking Private Limited.

He holds 8,180 equity shares in the Company. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

He has been appointed as a Director of the Company with effect from April 24, 2017. He has attended seven Board Meetings from the date of his appointment during the financial year 2017-18.

Brief profile of Mr. Amit is furnished in the Corporate Governance Report forming part of this Annual Report.

It is proposed to seek the Members' approval for the appointment of Mr. Amit as a Whole-time Director, designated as Director & CFO of the Company from September 8, 2017 to August 7, 2018, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Mr. Amit satisfied all the conditions as set out in Part-I of Schedule V to the Act and sub-section (3) of Section 196 of the Act, for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Amit under Section 190 of the Act.

The terms and conditions of appointment of Mr. Amit shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, between 11:00 A.M. and 1:00 P.M. up to the date of Meeting.

Save and except Mr. Amit and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under the Act and Regulation 36(3) of the Listing Regulations.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Item No. 7 Continuation of Mr. Padmanabh Vora as an Independent Director.

The Securities and Exchange Board of India vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 has amended Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prescribed that no company shall continue the directorship of a person as a non-executive director who has attained the age of seventy five years unless it is approved by the members by passing a special resolution. The effective date of Notification is April 1, 2019.

Mr. Padmanabh Vora, who was appointed as an Independent Director by the Members for a term of 5 (five) years up to March 24, 2020, will attain the age of seventy five years on October 1, 2018 and in terms of the requirements of abovementioned SEBI Notification, continuation after

April 1, 2019 of Mr. Padmanabh Vora as an Independent Director beyond the age of seventy five years would require the approval of Members by a special resolution.

Mr. Padmanabh Vora has been associated with the Company from its inception year i.e. since 2008 and presently he is the Non-Executive Chairman of the Board of Directors of the Company. He has over four decades of experience in finance, banking and management. He was also the chairman of National Housing Bank, the regulatory body for housing finance in India. Keeping in view that Mr. Vora has rich and varied experience in industry, it would be beneficial to the Company to continue the directorship of Mr. Padmanabh Vora as an Independent Director.

In view of above, it is proposed to seek approval of the Members for continuation of Mr. Padmanabh Vora as an Independent Director on the Board of the Company till his term upto March 24, 2020.

Details of Mr. Padmanabh Vora have been furnished in Corporate Governance Report forming part of this Annual Report.

Approval of Members is accordingly sought for continuation of Mr. Padmanabh Vora as an Independent Director as set out in the Item No. 7 of the accompanying Notice.

Save and except Mr. Padmanabh Vora and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

Item No. 8 Private Placement of Non-Convertible Debentures and / or other Debt Securities.

As per the provisions of Section 42 of the Act and the Rules made thereunder, a company offering or making an invitation to subscribe to Secured / Unsecured / Redeemable / Non-Redeemable Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

NCDs including subordinated debentures, bonds and / or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company.

The Board of Directors at its meeting held on April 24, 2018 has considered the proposal to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing AGM for all the offers or invitations for NCDs to be made during the year.

It is proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security, use of proceeds or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, the Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Act and its

Reliance Home Finance Limited

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 7, 2018

Rules made thereunder as set out in Item No. 8 appended to this Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

Item No. 9 Issue of securities through qualified institutions placement on a private placement basis to qualified institutional buyers ("QIBs").

The Company is one of the leading housing finance companies, with a strong distribution network with more than 125 locations, through a "hub and spoke" model, across the country, serving over 45,000 client accounts. Your Company provides a wide range of solutions like Home Loans including Affordable Housing Loans, Loan against Property (LAP) and Construction Finance. The Company also provides property services that help customers find their dream homes / properties. The equity shares of the Company were listed with BSE Limited and the National Stock Exchange of India Limited (Stock Exchanges) with effect from September 22, 2017 which has opened up various new avenues for fund raising by the Company.

Keeping in view the growing business requirements and the ability to compete with the peer group your Company believes that it should strengthen its financial position and net worth by augmenting its long term resources.

In order to meet the requirements for the above purposes and for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" or "Board of Directors" which expression for the purposes of this resolution shall include any duly constituted committee of Directors), without the need for any further approval from the Members, to undertake the proposed issue of securities through qualified institutions placement on private placement basis to qualified institutional buyers ("QIBs"), in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and other applicable laws, regulations, rules and guidelines, as set out in the Special Resolution at Item No. 9 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue and allot equity shares and / or non-convertible debt instruments along with warrants and / or convertible securities other than warrants, which are convertible or exchangeable into equity shares, on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as "QIP Securities") to QIBs on a private placement basis. The proposed issue of QIP Securities ("QIP") shall be subject to the provisions of applicable laws, including the SEBI ICDR Regulations, including in relation to the pricing of the QIP Securities. The "Relevant Date" for the determination of applicable price for the issue of the QIP Securities shall be (a) in case of allotment of equity shares the date of the meeting in which the Board of the Company decides to open the proposed QIP, or (b) in case of allotment of eligible convertible securities which are convertible into equity shares at a later date, the date on which the Board decides to open the proposed issue or the date on which the holders of such securities becomes entitled to apply for equity shares, as the case may be.

The pricing of the QIP Securities that may be issued shall be determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the QIP. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not result in increase of the issued and subscribed equity share capital of the Company by more than 25 per cent of the then issued and subscribed equity share capital of the Company as on the Relevant Date. The proposed Special Resolution is only enabling in nature and the Board may from, time to time, consider the extent, if any, to which the QIP Securities may be issued.

The QIP Securities issued pursuant to the QIP, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1) (a) of the Act. Necessary approval under Section 180(1)(a) of the Act has already been obtained.

Section 62(1)(c) of the Act provides, *inter-alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The proposed Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue, allot and listing the QIP Securities as also securities to be issued on exercise of warrants, in consultation with the lead managers, legal advisors and other intermediaries, to any persons, whether or not they are members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Parul Jain

Company Secretary & Compliance Officer

Registered Office:

Reliance Centre, 6th Floor, South Wing

Off Western Express Highway

Santacruz (East), Mumbai 400 055

CIN: L67190MH2008PLC183216

Website: www.reliancehomefinance.com

August 7, 2018

RELIANCE**HOME
FINANCE****Reliance Home Finance Limited**

Registered Office: Reliance Centre, 6th Floor, South Wing, Off Western Express Highway
 Santacruz (East), Mumbai 400 055, CIN: L67190MH2008PLC183216
 Website: www.reliancehomefinance.com, E-mail: rhfl.investor@relianceada.com
 Tel.: +91 22 3303 6000, Fax: +91 22 2610 3299

**ATTENDANCE SLIP
ANNUAL GENERAL MEETING**

*DP Id. / Client Id.		Name and address of the Registered Shareholder
Regd. Folio No.		
No. of Share(s) held		

(* Applicable for Members holding share(s) in electronic form)

I / We hereby record my / our presence at the **10th Annual General Meeting** of the Members of Reliance Home Finance Limited held on Tuesday, September 18, 2018, at 2:30 P.M., or soon after the conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

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TEAR HERE

PROXY FORM**RELIANCE****HOME
FINANCE****Reliance Home Finance Limited**

Registered Office: Reliance Centre, 6th Floor, South Wing, Off Western Express Highway
 Santacruz (East), Mumbai 400 055, CIN: L67190MH2008PLC183216
 Website: www.reliancehomefinance.com, E-mail: rhfl.investor@relianceada.com
 Tel.: +91 22 3303 6000, Fax: +91 22 2610 3299

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for Members holding share(s) in electronic form)

I / We, being the member(s) of shares above named company, hereby appoint:

- (1) Name: Address:
 E-mail Id: Signature..... or failing him
- (2) Name: Address:
 E-mail Id: Signature..... or failing him
- (3) Name: Address:
 E-mail Id: Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **10th Annual General Meeting** of the Company to be held on Tuesday, September 18, 2018, at 2:30 P.M., or soon after the conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and Matter of Resolution	For	Against
1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon		
2. To declare dividend on equity shares and preference shares.		
3. To appoint a Director in place of Mr. Ravindra Sudhalkar (DIN: 07787205), who retires by rotation and being eligible, offers himself for re-appointment.		
4. To appoint Lt Gen Syed Ata Hasnain (Retd) (DIN: 07257757) as an Independent Director of the Company.		
5. To appoint Mr. Jai Anmol Ambani (DIN: 07591624) as a Director of the Company.		
6. To approve appointment of Mr. Amit Bapna (DIN: 00008443) as a Whole-time Director of the Company from September 8, 2017 to August 7, 2018		
7. To approve continuation of Mr. Padmanabh Vora (DIN: 00003192) as an Independent Director of the Company.		
8. To approve Private Placement of Non-Convertible Debentures and/or other Debt Securities.		
9. To consider issue of securities through qualified institutions placement on a private placement basis to qualified institutional buyers ("QIBs").		

Signed this _____ day of _____, 2018.

Signature of the Shareholder(s) _____ Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the AGM Venue

Venue : Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020



Landmark : Next to Bombay Hospital

Distance from Churchgate Station : 1 km

Distance from Chhatrapati Shivaji Terminus : 1.2 km

Distance from Marine Lines Station : 0.8 km



**HOME
FINANCE**

Reliance Home Finance Limited

CIN: L67190MH2008PLC183216
Registered Office: Reliance Centre, 6th Floor, South Wing
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Santacruz (East), Mumbai 400 055
Tel.: +91 22 3303 6000, Fax: +91 22 2610 3299
E-mail: rhfl.investor@relianceada.com
Website: www.reliancehomefinance.com

Despatch Ref. No.:

Reference No.

- 1 Name and registered address of the sole / first named Member (IN BLOCK LETTERS) :

- 2 Name(s) of the joint Member(s), if any, (IN BLOCK LETTERS) :

- 3 Registered Folio Number / DP ID No. / Client ID No. * :

- 4 Number of Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub.: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Home Finance Limited ("RHFL" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 10th Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 at 2:30 P.M. or soon after the conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following period:

- Commencement of remote e-voting : From 10:00 A.M. IST on Friday, September 14, 2018.
End of remote e-voting : Up to 5:00 P.M. IST on Monday, September 17, 2018.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the 10th Annual General Meeting is Tuesday, September 11, 2018.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated August 7, 2018 for the 10th Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 which is being mailed to you with this communication.

The Notice for the 10th Annual General Meeting and this communication are also available on the website of the Company at www.reliancehomefinance.com

Yours faithfully,
For Reliance Home Finance Limited

Parul Jain
Company Secretary & Compliance Officer

Mumbai
August 7, 2018

Instructions and other information relating to e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event number followed by Folio No. registered with the Company
Password	Your unique password is printed overleaf / sent via e-mail forwarded through the electronic notice
Captcha	Please enter the Verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

iii) Members can cast their vote on-line from Friday, September 14, 2018 at 10:00 A.M. IST to Monday, September 17, 2018 till 5:00 P.M. IST.

iv) After entering these details appropriately, click on "LOGIN".

v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) You need to login again with the new credentials.

vii) On successful login, system will prompt you to select the 'Event' i.e. '**Company Name**'.

viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.

ix) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.

x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xi) Once you 'CONFIRM' your vote on the resolution whether partially or otherwise, you will not be allowed to modify your vote.

xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant board resolution / authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the board resolution / authority letter should be in the naming format 'Corporate Name Event no.'.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Tuesday, September 11, 2018.

4. **The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**

5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> OR contact toll free no. **1800 4250 999**.