

Notice

Notice is hereby given that the 12th Annual General Meeting of the Members of **Reliance Home Finance Limited** will be held on Tuesday, June 23, 2020 at 4:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Sunil Wadikar (DIN:07238445), as a Director of the Company, liable to retire by rotation under the provisions of the Companies Act, 2013.

Special Business:

3. **Appointment of Mr. Sushilkumar Agrawal 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), Mr. Sushilkumar Agrawal (DIN:00400892), 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office till he attains the age of 75 (seventy five) years i.e. June 28, 2023."

4. **Appointment of Mr. Ashok Karnavat 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), Mr. Ashok Karnavat (DIN:07098455), 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, 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 January 23, 2020."

By Order of the Board of Directors

Vijesh B Thota
Chief Financial Officer

Registered Office:

Reliance Centre, 6th Floor, South Wing

Off Western Express Highway

Santacruz (East), Mumbai 400 055

CIN: L67190MH2008PLC183216

Website: www.reliancehomefinance.com

May 22, 2020

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation, etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to KFin Technologies Private Limited (KFinTech) the Registrar and Transfer Agent, by e-mail through its registered e-mail address to praveendmr@kfintech.com.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.reliancehomefinance.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at www.kfintech.com.

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6. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at <https://www.reliancehomefinance.com/registration-of-shareholders-information> by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
7. The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent as the authorised agency (KFintech) for conducting of the e-AGM and providing e-voting facility.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The certificate from the Statutory Auditors of the Company confirming the compliance of the 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 through electronic mode on the website of the Company.
11. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
12. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
13. 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.
14. Instructions for attending the AGM and e-voting are as follows:
 - A. Instructions for attending the AGM:**
 1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
 2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://ris.kfintech.com/agmvcspeakerregistration>. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
 3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
 4. Members who need technical assistance before or during the AGM, can contact KFintech at <https://ris.kfintech.com/agmqa/agmqa/login.aspx>.
- B. Instructions for e-voting**
 1. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to all Members of the Company. 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. June 16, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. KFintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. (IST) on Friday, June 19, 2020 to 5:00 P.M. (IST) on Monday, June 22, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
 2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 3. The Members present in the AGM through VC / OAVM facility and have not cast 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 system during the AGM.
 4. The procedure and instructions for e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "<https://evoting>."

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karvy.com".

- b. 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
User – ID	For Members holding shares in Physical Form: Event Number followed by Folio No. registered with the Company
Password	Your unique password is 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

- c. After entering these details appropriately, click on "LOGIN"
- d. 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 KFintech 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.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
- g. 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.
- h. 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'.

- i. 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.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.
 6. 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, June 16, 2020.

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 shall be entitled to vote at the AGM.
 7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.karvy.com/> to reset the password.
 8. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras Dayal, Partner, 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 AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. 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 KFintech at <https://evoting.karvy.com>.
 9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at KFintech's website <https://evoting.karvy.com> OR contact toll free no. 1 800 4250 999.

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15. Appointment of Director:

The Company has received a Notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sunil Wadikar as a Director of the Company liable to retire by rotation in place of Mr. Amit Bapna who retires by rotation at the ensuing AGM scheduled to be held on June 23, 2020. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the appointment.

Mr. Sunil Wadikar, aged 42 years, has been with Reliance Group of Companies since 2014. He has over 16 years of experience in the field of Finance and has managed wide range of roles pertaining to managing financial operations, establishing financial and accounting controls, M&A, corporate planning and strategies. Earlier, he has also worked with Percept Group of Companies and was heading finance department of Percept Talent and Percept Picture Company divisions of flagship Company namely Percept Limited. He is Chartered Accountant and has done Diploma in FR ACCA UK. He is also on the board of Reliance DigiTech Limited and Wavelength Television Private Limited.

He is proposed to be appointed as a Non-executive Director at the ensuing Annual General Meeting and shall be liable to retire by rotation. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees hereof or for any other purpose as may be decided by the Board.

He fulfils the Fit and Proper Criteria of Directors as per the requirements of Guidelines on Corporate Governance issued by the National Housing Bank and has given his declaration in this regard. He does not hold any share in the Company and does not have any relationship with other Directors and Key Managerial Personnel of the Company.

The above be treated as the disclosure 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") and Secretarial Standards on General Meeting are furnished in the Corporate Governance Report forming part of this Annual Report.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 22, 2020

Item Nos. 3 and 4 Appointment of Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat as Independent Directors.

Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat were appointed as the Independent Directors of the Company by the Board with the recommendation of the Nomination and Remuneration Committee on January 23, 2020, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act'). Mr. Ashok Karnavat will hold office as an Independent Director for a term of 5 (five) years. In terms of Regulation 17 of the Listing Regulations, Mr. Sushilkumar Agrawal will hold office as an Independent Director of the Company till he attains the age of 75 (seventy five) years i.e. June 28, 2023.

The Company had received declarations from the above mentioned Directors confirming that they meet 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, each of the Directors fulfils the conditions specified in the Act and the Listing Regulations for their respective appointment as Independent Directors and that they are independent of the management.

Keeping in view the above, it is proposed to seek approval of the Members to appoint Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat as Independent Directors on the Board of the Company, not liable to retire by rotation.

As required under Section 160 of the Act, the Company has received notices in writing from members proposing the candidature of Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat for their respective offices of Director of the Company. Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent(s) to act as Director. The Directors fulfil the Fit and Proper Criteria of Directors as per the requirements of Housing Finance Companies - Corporate Governance (National Housing Bank)

Directions, 2016 and have given their declaration in this regard. The details pertaining to Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat are furnished hereunder:

Mr. Sushilkumar Agrawal, 71 years, is a practicing Chartered Accountant and the Senior Most Partner in M/s. N. D. Kapur & Co., Chartered Accountants. He has over the years developed special expertise in the Banking and Financial Services Industry. He has experience in servicing large and medium sized clients in the areas of Internal Audit, Concurrent Audits, IT Advisory, Taxation, Risk Management and Management Consultancy.

He is a Certified Independent Director in many companies including Pranavaditya Spinning Mills Limited and Margo Finance Limited. He is also a Trustee in many Public Trusts engaged in the field of Social, Environment, Education and Health.

He is also a Director on the board of Pranavaditya Spinning Mills Limited, Margo Finance Limited, Reliance MediaWorks Limited, Reliance Broadcast Network Limited and Reliance Commercial Finance Limited. He is a Member of Audit Committee and Risk Management Committee of the Company. He is Chairman of Stakeholders Relationship Committee of Pranavaditya Spinning Mills Limited and Chairman of Audit Committee of Reliance MediaWorks Limited, Pranavaditya Spinning Mills Limited and Reliance Commercial Finance Limited. He is also member of Audit Committee of Margo Finance Limited, Quant Capital Private Limited and Reliance Broadcast Network Limited and Member of Stakeholders Relationship Committee of Reliance MediaWorks Limited, Margo Finance Limited.

He does not hold any share in the Company.

Mr. Ashok Karnavat, 58 years, is a practicing Chartered Accountant and Partner in M/s. V Parekh and Associates, Chartered Accountants since 1995. He has also obtained DISA (ICAI) and is a Forensic Accountant and Fraud Detection & Investigation certified. He has experience in Auditing / Investigation of large business houses, Manufacturing, Real Estate and Banking sectors. He is also a counsellor for GST / Direct Tax & Indirect Taxes.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 22, 2020

He is also on the board of Reliance Wealth Management Limited, Reliance Money Precious Metals Private Limited, Reliance Money Infrastructure Limited, Rosa Power Supply Company Limited, Quant Capital Private Limited, Reliance Money Solutions Private Limited, Quant Broking Private Limited and Sasan Power Limited. He is a Member of Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.

He is the chairman of audit committee of Sasan Power Limited. He is also a member of audit committee of Reliance Wealth Management Limited, Reliance Money Precious Metals Private Limited, Reliance Money Infrastructure Limited, Rosa Power Supply Company Limited, Quant Capital Private Limited, Reliance Money Solutions Private Limited and Quant Broking Private Limited.

He does not hold any share in the Company.

Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat shall be paid remuneration by way of fee for attending meetings of the Board or Committees hereof or for any other purpose as may be decided by the Board.

The above Directors do not hold any share in the Company and do not hold any relationship with other Directors and Key Managerial Personnel of the Company.

Approval of Members is accordingly sought for appointment of Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat as Independent Directors as set out in the resolutions at Item Nos. 3 and 4 of the accompanying Notice.

The terms and conditions of appointment of the above Directors shall be available on the website of the Company. This statement may also be regarded as a disclosure under the Act and Regulation 36(3) of the Listing Regulations.

Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat are interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice in regard to their respective appointments. The relatives of Mr. Sushilkumar Agrawal and Mr. Ashok Karnavat may be deemed to be interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice, to the extent of their equity shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Ordinary Resolutions set out at Item No. 3 and 4 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Vijesh B Thota
Chief Financial Officer

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