



**HOME
FINANCE**

Reliance Home Finance Limited

CIN:L67190MH2008PLC183216
Regd. Office: Trade World, Kamala Mills Compound
7th Floor, B Wing, Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Tel.: +91 22 4158 4000
E-mail: rhfl.investor@relianceada.com
Website: www.reliancehomefinance.com

**Notice pursuant to Section 110 of the Companies Act, 2013
read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given, to the Members of Reliance Home Finance Limited (the "Company") for seeking consent of Members of the Company for transacting the following special business by passing the following resolutions through Postal Ballot including Electronic Voting (e-Voting) pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"):

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

1. Change of Name of the Company and consequential alteration to Memorandum of Association and Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Ministry of Corporate Affairs and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from 'Reliance Home Finance Limited' to 'RHFL Limited' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association, and Name in the Clause 2 of the Articles of Association of the Company be altered as "The Name of the Company is RHFL Limited" and "Company" means RHFL Limited, respectively.

RESOLVED FURTHER THAT upon receipt of a fresh Certificate of Incorporation or relevant document consequent upon the change of name, the old name, i.e. "Reliance Home Finance Limited" be substituted with the new name, i.e. "RHFL Limited" in the Memorandum of Association and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.

RESOLVED FURTHER THAT the Board of Directors 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."

2. Alteration of Main Object Clause of Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules framed thereunder, consent of the Shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Maharashtra, the existing clause (III) (A) 1 of Main Object Clause of the Memorandum of Association of the Company be altered by replacing the same with the following new clauses:

III A. 1. To carry on the business, profession or vocation, in India and abroad, of acting as management consultants and advisors and to render all other services as are usually rendered by management consultants and advisors including engaging in any and all activities necessary, advisable, convenient or incidental to the provision of such management consultant and advisory services, providing and procuring business support services, project counselling and advisory services, all types of information services, training and consultancy services to firms, companies, corporations and other bodies corporate.

III A. 2. To carry on the business in India and abroad of conducting research and in regard thereto gathering, collating, analyzing, processing, distributing, providing, selling, renting, publishing and marketing of information regarding economic and financial trends and factors and of providing access to information of business operations, financial status, governmental policies, credit worthiness, marketing and sales, distribution and management of businesses and operations.

RESOLVED FURTHER THAT the Board of Directors 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.”

3. **Re-appointment of Mr. Ashok Ramaswamy 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 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 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ashok Ramaswamy (DIN: 00233663), who was appointed as an Independent Director to hold office up to May 30, 2024 and who has given his consent for the re-appointment as an Independent Director and submitted a declaration that he meets the criteria of Independence as provided under Section 149 of the Act and the Listing Regulations and is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director on the Board of the Company, for a second term of 5 (five) consecutive years with effect from May 31, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, Mr. Ashok Ramaswamy be continued as an Independent Director of the Company for the said term of 5 (five) years, notwithstanding that on August 16, 2024 he attains the age of 75 (seventy five) years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors 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.”

4. **Appointment of Mr. Gopala Ramaratnam 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 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), appointment of Mr. Gopala Ramaratnam (DIN: 09273100) as an Independent Director of the Company not liable to retire by rotation and to hold office for a consecutive term commencing from April 15, 2024 till he attains the age of 75 (seventy five) years i.e. December 31, 2026, duly approved by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors 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.”

5. **Appointment of Mr. Ravishekhar Pandey 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 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), appointment of Mr. Ravishekhar Pandey (DIN: 10460733) 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 April 15, 2024, duly approved by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors 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.”

6. **Appointment of Ms. Heena Jaysinghani 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 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), appointment of Ms. Heena Jaysinghani (DIN:10457723) 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

April 15, 2024, duly approved by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors 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. **Appointment of Mr. Yeshudas Pol as the Manager.**

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 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee, approval of the Members be and is hereby accorded to appoint Mr. Yeshudas Pol as the Manager of the Company, for a period of 5 (five) years with effect from April 26, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Yeshudas Pol as Manager, the remuneration and perquisites be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the amount as approved by the Board from time to time, subject to the provisions of Schedule V of the Act, as amended.

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.”

By **Order of the Board of Directors**

Krutika Gada

Company Secretary & Compliance Officer

Registered Office:

Reliance Home Finance Limited
Trade World, Kamala Mills Compound
7th Floor, B Wing, Senapati Bapat Marg
Lower Parel (West), Mumbai, 400 013
CIN: L67190MH2008PLC183216
Website: www.reliancehomefinance.com
April 26, 2024

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’) setting out material facts concerning each item of business to be transacted is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited (‘NSDL’) / Central Depository Services (India) Limited (‘CDSL’) on Friday, March 29, 2024.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, March 29, 2024, will be considered for the purpose of voting. A person who is not a Member as on Friday, March 29, 2024 i.e. the ‘cut-off date’ for reckoning voting rights should treat this Notice for information purpose only.
4. Members may note that the Postal Ballot Notice will 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 KFIN Technologies Limited (‘KFIN’) at www.kfintech.com, the e-Voting Service Provider (ESP).
5. The Company has appointed Mr. Anil Lohia, or in his absence Mr. Khushit Jain, Partners, M/s. Dayal and Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
6. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link <https://evoting.kfintech.com/showallevents.aspx> and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier at Mr. Anil Lohia / Mr. Khushit Jain, Scrutinizer for Postal Ballot, Reliance Home Finance Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032 so as to reach on or before 5.00 P.M. (IST) on Wednesday, May 29, 2024.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (‘SEBI Circular’), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on the resolutions set forth in this Notice.
8. Members may vote on the postal ballot from Tuesday, April 30, 2024 to Wednesday, May 29, 2024. In terms of the requirements of SEBI Circular, the e-Voting period begins at 10.00 A.M. (IST) on Tuesday, April 30, 2024 and ends at 5.00 P.M. (IST) on Wednesday, May 29, 2024. Thereafter, the e-Voting module shall be disabled by KFIN.
9. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

10. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
11. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-Voting. If you are opting for e-Voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-Voting, it may be noted that vote cast by them by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
12. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST) and signed should be sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on Wednesday, May 29, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutiniser will submit his report to the Board of Directors of the Company or to any person authorized by the Board of Directors after completion of the scrutiny and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Friday, May 31, 2024 at the Registered Office of the Company at Trade World, Kamala Mills Compound, 7th Floor, B Wing, Senapati Bapat Marg, Lower Parel (West), Mumbai, 400 013, by placing it along with the Scrutiniser's report on its notice board, Company's website, www.reliancehomefinance.com and on the website of the agency KFIN at www.kfintech.com and shall also be communicated to the Stock Exchanges.
13. The resolutions shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-Voting.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, March 29, 2024. Members can vote for their entire voting rights as per their discretion.
15. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the board resolution / power of attorney / authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
16. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 A.M. and 1:00 P. M. upto May 29, 2024.
17. Members whose email address is not registered can register the same in the following manner:
- Members holding share(s) in physical mode can register their e-mail ID on the Company's website at www.reliancehomefinance.com by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - 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.
18. In case of Individual Shareholders holding securities in demat mode and who became a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholders holding securities in demat mode'.
19. Voting through electronic mode:
The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:
Step 1 Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2 Access to KFIN e-Voting system in case of shareholders holding shares in physical and nonindividual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFIN. <p>On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</p>
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

1. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7952, followed by folio number. In case of Demat account, User ID will be your DP ID and ClientID. However, if you are already registered with KFIN for e-Voting, you can use your existing User ID and password for casting the vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc..). The system will prompt you to change your password and update your contact details

like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as ABSTAIN" and the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
9. You may then cast your vote by selecting an appropriate option and click on "Submit".
10. A confirmation box will be displayed. Click

“OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

11. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Postal Ballot Notice and e-Voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-Voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-Voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.

20. Additional information on Directors and Manager recommended for appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure - II.

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated April 26, 2024 setting out all the material facts:

Item Nos. 1 & 2

In pursuance of the implementation of the Resolution Plan in terms of RBI Circular No. RBI / 2018-19 / 203, DBR . No. BP. BC. 45 / 21.04.048 / 2018-19 dated June 7, 2019 on Prudential Framework for Resolution of Stressed Assets, the order of Hon'ble Supreme Court of India dated March 3, 2023 and the special resolution passed by the Shareholders of the Company dated March 25, 2023, the business undertaking of the Company had been transferred by way of a slump sale on a going concern basis, to Authum Investment and

Infrastructure Limited (the Resolution Applicant), through its wholly owned subsidiary Reliance Commercial Finance Limited with effect from March 31, 2023 and the Company had ceased its Housing Finance Institution (HFI) activity with effect from March 31, 2023. Accordingly, the Company had surrendered its Certificate of Registration (CoR) on account of voluntary exit from housing finance business.

The Reserve Bank of India (RBI) vide its Order dated January 25, 2024 has approved Company's application for surrender of its Certificate of Registration on account of voluntary exit from housing finance business.

Pursuant to RBI Order, post cancellation of CoR, the Company is required to apply to the Registrar of Companies (RoC) for suitably changing its name and industry activity code, which will not represent carrying out financial business and to amend Memorandum of Association (MoA) deleting clauses related to financial business from its main objects.

The Board of Directors on August 23, 2023 had approved the change of name of the Company from Reliance Home Finance Limited to RHFL Limited, subject to approval of members of the Company and subject to such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary. The Company had made application for reservation of name to Central Registration Centre, Registrar of Companies and Central Registration Centre, Registrar of Companies has confirmed that new name i.e. “RHFL Limited” is available for registration.

The Company has complied with Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent they are applicable. A certificate from a practising Chartered Accountant to this effect is annexed herewith as Annexure - I.

Further, in terms of RBI Order the Board of Directors on April 5, 2024 had considered and approved the alteration of main object clause of Memorandum of Association of the Company, subject to approval of the shareholders of the Company and subject to the approvals of the Registrar of Companies, Maharashtra.

Approval of Members is accordingly sought for change of name of the Company and alteration of main object clause of Memorandum of Association of the Company as set out in the resolutions at Item Nos. 1 & 2 of the accompanying Notice.

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

The Board accordingly recommends the Special Resolutions set out at Item Nos. 1 & 2 of the accompanying Notice for the approval of the Members.

Item No. 3

The Members of the Company at the 11th Annual General Meeting held on September 30, 2019 had approved the appointment of Mr. Ashok Ramaswamy 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 May 31, 2019.

The Nomination and Remuneration Committee and Board of Directors, on the basis of the report of satisfactory performance evaluation, given circumstance and the challenges the Company is facing, has recommended re-appointment of Mr. Ashok Ramaswamy as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from May 31, 2024, subject to the approval of the Members of the Company.

The Nomination and Remuneration Committee has considered amongst others, leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience / international exposure as the skills required for this role. In

view of the above, the NRC and the Board of Directors are of the view that Mr. Ashok Ramaswamy possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 (seventy five) years will be in the interest of the Company.

Accordingly, based on the satisfactory performance evaluation of Mr. Ashok Ramaswamy and given the background and contributions made by him during his tenure, the continued association would be beneficial to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company on April 16, 2024 have recommended the re-appointment of Mr. Ashok Ramaswamy as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from May 31, 2024.

Mr. Ashok Ramaswamy is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013 (the 'Act') and has given his consent for re-appointment as an Independent Director of the Company.

The Company has received a declaration from Mr. Ashok Ramaswamy confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'). In the opinion of the Board and based on the declaration of independence submitted by him, Mr. Ashok Ramaswamy fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management.

Mr. Ashok Ramaswamy has confirmed his eligibility for continuing as a director and that he is neither disqualified nor restrained / debarred from holding the office as Director of the Company by virtue of any SEBI order or any other authority.

Brief profile of Mr. Ashok Ramaswamy:

Mr. Ashok Ramaswamy, 74 years, is a former Civil Servant with over 40 years of experience in the areas of Financial Control and Management, General Administration, Vigilance Inquiry and administration, procurement, regulation and information technology. He has leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience / international exposure. He retired as a Secretary level official from Govt. of India and subsequently was appointed as Member, TRAI – a statutory appointment. He holds Masters Degree in Science, Management and Public Administration and in the early part of his career was intimately involved in application of information technology to computer aided management information system design and implementation. Most positions held by him required deep comprehension in the subject and knowledge on allied areas and tested analytical and inferential skills. He has travelled widely around the world and is generally familiar with the foreign environment and culture.

He is a Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee of the Company.

He is also on the board of Reliance Power Limited and Mumbai Metro One Private Limited.

He is a member of audit committee, stakeholders relationship committee, nomination and remuneration committee, corporate social responsibility committee and risk management committee of Reliance Power Limited and a member of audit committee, nomination and remuneration committee and corporate social responsibility committee of Mumbai Metro One Private Limited.

Approval of Members is accordingly sought for re-appointment of Mr. Ashok Ramaswamy as an Independent Director as set out in the resolution at Item No. 3 of the accompanying Notice.

Mr. Ashok Ramaswamy is interested in the resolution set out at Item No. 3 of the Notice in regard to his re-appointment.

The relatives of Mr. Ashok Ramaswamy may be deemed to be interested in the resolution set out at Item No. 3 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 the resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

Item No. 7

The Board of Directors of the Company ("Board") at their meeting held on April 26, 2024, has subject to the approval of the members, appointed Mr. Yeshudas Pol as the Manager for a period of 5 (five) years with effect from April 26, 2024, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee ('NR Committee') of the Board and approved by the Board.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Yeshudas Pol during his tenure as the Manager of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Yeshudas Pol are as under:

The remuneration payable to and the terms of appointment of Mr. Yeshudas Pol as the Manager of the Company during the tenure of his appointment will comprise salary, allowances and other perquisites, the aggregate monetary value of such salary, allowances and perquisites being limited to Rs. 6 lacs per annum and performance linked variable pay as may be decided by the NR Committee / Board from time to time.

Mr. Yeshudas Pol shall be eligible for perquisites and allowances as per the policy of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, requisites and allowances shall be evaluated at actual cost. However, the Company's contribution to provident fund, superannuation or annuity fund to the extent these singly or together are not taxable under the Income Tax Act, 1961 and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration. In addition to the above, Mr. Yeshudas Pol shall also be eligible to an annual increment as per the policy of the Company.

The Manager will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. The Manager shall act in accordance with the Articles of Association of the Company. The Manager shall adhere to the Company's Code of Conduct.

The office of the Manager may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mr. Yeshudas Pol satisfies 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 Board or NR Committee thereof, subject to requisite approval(s), if necessary, is entitled and authorised to revise at any time, the salary, allowances and perquisites payable to the Manager of the Company such that the overall remuneration payable to the Manager of the Company shall not exceed the limits specified above.

The terms and conditions for appointment including payment of remuneration may be altered and varied from time to time by the Board / NR Committee as it may, at its discretion, deem fit within the overall ceiling fixed herein.

Approval of the Members is accordingly sought for the appointment of Mr. Yeshudas Pol as the Manager of the Company for a period of 5 (five) years, as set out in the Item No. 7 of the accompanying Notice.

The terms and conditions of appointment of Mr. Yeshudas Pol shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 A.M. and 1:00 P.M.

The details pertaining to Mr. Yeshudas Pol are furnished hereunder:

Mr. Yeshudas Pol, 50 years has experience of 18 years in NBFC industry that includes financial system improvements, process management, vendor management and employee reimbursement, statutory audit, accounts payable, MIS, planning and analysis function. He has done his bachelor's degree in commerce. He has earlier worked with ICICI Bank and Reliance Commercial Finance Limited.

He does not hold any shares in the Company as on March 31, 2024. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Yeshudas Pol under Section

190 of the Act.

Mr. Yeshudas Pol is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Mr. Yeshudas Pol may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their 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 this resolution.

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

By **Order of the Board of Directors**

Krutika Gada
Company Secretary & Compliance Officer

Registered Office:

CIN: L67190MH2008PLC183216
Trade World, Kamala Mills Compound
7th Floor, B Wing, Senapati Bapat Marg
Lower Parel (West), Mumbai, 400 013
Website: www.reliancehomefinance.com

April 26, 2024



Sandip Tagare And Associates

Chartered Accountant

Vikrant Apt. Flat No 8, Behind City High School, Gaon Bhag, Sangli. 416416



ANNEXURE - I

Certificate of compliance in terms of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name to RHFL Limited

TO WHOMSOEVER IT MAY CONCERN

We, Sandip Tagare And Associates, Chartered Accountants have verified the relevant records and documents of M/s. Reliance Home Finance Limited ("the Company") for the purpose of ascertaining its compliance with Regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") with respect to its change of name from "Reliance Home Finance Limited" to "RHFL Limited".

In accordance with the information and explanations given to us and based on our examination of the records and documents of the Company, we hereby confirm and certify that the Company is in compliance with the following conditions as specified in Regulation 45(1) of the Listing Regulation: -

- time period of at least one year has elapsed from the last name change - Not Applicable. The Company has not changed its name, ever since 2012 year.
- at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name - Not Applicable.
- the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity - Not Applicable.

As informed by the management, the Reserve Bank of India (RBI) vide its Order dated January 25, 2024 has approved Company's application for surrender of its Certificate of Registration on account of voluntary exit from housing finance business. Pursuant to RBI Order, post cancellation of CoR, the Company is required to apply to the Registrar of Companies (RoC) for suitably changing its name and industry activity code, which will not represent carrying out financial business and to amend Memorandum of Association (MoA) deleting clauses related to financial business from its main objects.

Thanking You

For Sandip Tagare And Associates
Chartered Accountants

CA Sandip Tagare
Proprietor
Firm Registration Number :136046W
Membership No. 130427
UDIN: 24130427BKBGQH15263
Date: 05/04/2024



Membership No. 130427
Mo. 7588588519

Firm Regn No. 136046W

PAN No. AEFPT 3512 H

Mail ID :- sandip.tagare@icai.org

Additional information on directors / manager recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

(a) Mr. Ashok Ramaswamy, Independent Director

Sl. No.	Particulars	Details
1.	Age	74 years
2.	Date of Birth	August 16, 1949
3.	DIN	00233663
4.	Qualification	Masters Degree in Science, Management and Public Administration and in the early part of his career was intimately involved in application of information technology to computer aided management information system design and implementation
5.	Brief details of experience and nature of expertise in specific functional area	Mr. Ashok Ramaswamy is a former Civil Servant with over 40 years of experience in the areas of financial control and management, general administration, vigilance inquiry and administration, procurement, regulation and information technology. Mr. Ashok retired as a Secretary level official from Govt. of India and subsequently was appointed as Member, TRAI – a statutory appointment. He has leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience/ international exposure. Most positions held by him required deep comprehension in the subject and knowledge on allied areas and tested analytical and inferential skills. Mr. Ashok has travelled widely around the world and is generally familiar with the foreign environment and culture.
6.	Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
7.	Listed companies (other than the Company) in which holds directorship and committee membership	Reliance Power Limited – Independent Director and a Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee
8.	Listed entities from which the Director resigned in the past three years	None
9.	Directorships in other companies / Positions in other Entities	(i) Reliance Power Limited (ii) Mumbai Metro One Private Limited
10.	Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	(i) Reliance Power Limited - Member of Audit Committee and Stakeholders Relationship Committee (ii) Mumbai Metro One Private Limited – Member of Audit Committee (iii) Reliance Home Finance Limited – Member of Audit Committee and Stakeholders Relationship Committee
11.	Shareholding in the Company	Nil
12.	Terms and Conditions of appointment, including remuneration sought to be paid	Re-appointment as an Independent Director for the second term of five years w.e.f. May 31, 2024. Not liable to retire by rotation. Directors are not entitled to any remuneration except for sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
13.	Date of first Appointment on the Board	May 31, 2019
14.	Date up to which the Director shall hold office	In the second term, Mr. Ashok Ramaswamy will hold office till May 30, 2029.
15.	No. of board meetings attended during the financial year (FY 2023-24) (as on the date of this Notice)	10
16.	Remuneration last drawn from the date of appointment	Directors are not entitled to any remuneration except sitting fees of Rs.40,000 for attending meeting of the Board and / or Committees thereof.
17.	Skills and capabilities required for the role and the manner in which Mr. Ashok Ramaswamy meets such requirements	Mr. Ashok Ramaswamy has leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience/ international exposure as the skills required to act as an Independent Director on the Board of Directors of the Company. The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Ashok Ramaswamy possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.

(b) Mr. Gopala Ramaratnam, Independent Director

Sl. No.	Particulars	Details
1.	Age	72 years
2.	Date of Birth	01-01-1952
3.	DIN	09273100
4.	Qualification	Bachelor of Arts and certified lead Auditor for BS 7799 (Information Security Standard) from British Standard Institute, India, Master Blackbelt in Six Sigma, MR for ISO.
5.	Brief details of experience and nature of expertise in specific functional area	Mr. Gopala Ramaratnam has overall 35 years of experience in Audit, Vigilance & Risk Management. Earlier he had worked with RBL Bank, ABN AMRO & Bank of America. He has significant regional and global exposure and experience in credit, capital markets and general administration.
6.	Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
7.	Listed companies (other than the Company) in which holds directorship and committee membership	Globesecure Technologies Limited – Independent Director and a Member of Audit Committee, Stakeholder's Grievances Committee and Nomination and Remuneration Committee..
8.	Listed entities from which the Director resigned in the past three years	None. Appointed as an independent director on January 9, 2024 and ceased from the office of independent director of the Company with effect from April 9, 2024, as the consent of shareholders has not been obtained within the time frame as prescribed under Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
9.	Directorships in other companies / Positions in other Entities	Indian Commodity Exchange Limited
10.	Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	(i) Globesecure Technologies Limited – Member of Audit Committee and Stakeholder's Grievances Committee. (ii) Reliance Home Finance Limited – Member of Audit Committee and Stakeholders Relationship Committee.
11.	Shareholding in the Company	Nil
12.	Terms and Conditions of appointment, including remuneration sought to be paid	Appointment as an Independent Director for a consecutive term commencing from April 15, 2024 till he attains the age of 75 (seventy five) years i.e. December 31, 2026. Not liable to retire by rotation. Directors are not entitled to any remuneration except for sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
13.	Date of first Appointment on the Board	Appointed as an Independent Director for a consecutive term commencing from April 15, 2024 till he attains the age of 75 (seventy five) years i.e. December 31, 2026. Not liable to retire by rotation.
14.	Date up to which the Director shall hold office	31-12-2026
15.	No. of board meetings attended since the date of appointment	1
16.	Remuneration last drawn from the date of appointment	Directors are not entitled to any remuneration except sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
17.	Skills and capabilities required for the role and the manner in which Mr. Gopala Ramaratnam meets such requirements	Mr. Gopala Ramaratnam is a person of integrity and has relevant skills, experience and expertise in the area of financial services and banking, for him to act as an Independent Director on the Board of Directors of the Company. The Board of Directors of the Company is of the view that Mr. Gopala Ramaratnam possesses and has the requisite skills and has expertise in financial services sector having complex business and regulatory contexts, strategic planning and understanding of economic trends. He has leadership experience in handling financial management, as identified and required for an Independent Director of the Company.

(c) **Mr. Ravishekhar Pandey, Independent Director**

Sl. No.	Particulars	Details
1.	Age	28 years
2.	Date of Birth	28-02-1995
3.	DIN	10460733
4.	Qualification	Law graduate from Dr Dy Patil College Of Law B.L.S.LI.B. [2012-2017], University of Mumbai and holds Post Graduate Diploma in Securities law from GLC Mumbai, 2019.
5.	Brief details of experience and nature of expertise in specific functional area	Mr. Ravishekhar Pandey is a practicing advocate, presently associated with Agama Law Associates as a Principal Associate. Advising and representing Securities and Exchange Board of India before Securities Appellate Tribunal and Bombay High Court. Regularly working on cases involving SEBI Act, SCRA Act, Companies Act, Regulations made under the SEBI Act, viz. Insider Trading Regulations, Takeover Regulations, PFUTP Regulations, LODR Regulations.
6.	Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
7.	Listed companies (other than the Company) in which holds directorship and committee membership	None
8.	Listed entities from which the Director resigned in the past three years	None. Appointed as an independent director on January 9, 2024 and ceased from the office of independent director of the Company with effect from April 9, 2024, as the consent of shareholders has not been obtained within the time frame as prescribed under Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
9.	Directorships in other companies / Positions in other Entities	None
10.	Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	None
11.	Shareholding in the Company	Nil
12.	Terms and Conditions of appointment, including remuneration sought to be paid	Appointment as an Independent Director not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from April 15, 2024. Directors are not entitled to any remuneration except for sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
13.	Date of first Appointment on the Board	Appointed as an Independent Director not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from April 15, 2024
14.	Date up to which the Director shall hold office	14-04-2029
15.	No. of board meetings attended since the date of appointment	1
16.	Remuneration last drawn from the date of appointment	Directors are not entitled to any remuneration except sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
17.	Skills and capabilities required for the role and the manner in which Mr. Ravishekhar Pandey	Mr. Ravishekhar Pandey is a person of integrity and has relevant skills, experience and expertise in the area of corporate governance, financial, regulatory, legal and risk management and leadership, for him to act as an Independent Director on the Board of Directors of the Company. The Board of Directors of the Company is of the view that Mr. Ravishekhar Pandey possesses and has the requisite skills and has expertise in financial services sector having complex business and regulatory contexts, strategic planning and understanding of economic trends. He has leadership experience in handling financial management, as identified and required for an Independent Director of the Company.

(d) Ms. Heena Jaysinghani, Independent Director

Sl. No.	Particulars	Details
1.	Age	31 years
2.	Date of Birth	20-05-1992
3.	DIN	10457723
4.	Qualification	Law graduate from the University of Mumbai, a Fellow Member of Institute of Company Secretaries of India (ICSI) and a Certified Independent Director
5.	Brief details of experience and nature of expertise in specific functional area	Ms. Heena Jaysinghani has over a decade of experience in various sector of Companies including Fortune 500 Companies working with Cement, BFSI, Textile, Construction and various other Business sectors. She is a Founder of Heena Jaysinghani & Co. possessed with great knowledge skills specialises in the field of Corporate Laws, Corporate Governance including Initial Public Offer, Delisting, Corporate Litigations, Acquisition / Takeover and other allied matter
6.	Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
7.	Listed companies (other than the Company) in which holds directorship and committee membership	MOS Utility Limited – Independent Director and Member and Chairperson of Audit Committee and Member of Stakeholder's Grievances Committee and Nomination and Remuneration Committee
8.	Listed entities from which the Director resigned in the past three years	None. Appointed as an independent director on January 9, 2024 and ceased from the office of independent director of the Company with effect from April 9, 2024, as the consent of shareholders has not been obtained within the time frame as prescribed under Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
9.	Directorships in other companies / Positions in other Entities	(i) MOS Utility Limited (ii) M/s. Heena Jaysinghani & Co., Company Secretaries and legal advisory, Founder
10.	Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	MOS Utility Limited – Member and Chairperson of Audit Committee and Member of Stakeholders Relationship Committee
11.	Shareholding in the Company	Nil
12.	Terms and Conditions of appointment, including remuneration sought to be paid	Appointment as an Independent Director not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from April 15, 2024. Directors are not entitled to any remuneration except for sitting fees of Rs.40,000 for attending meetings of the Board and / or Committees thereof.
13.	Date of first Appointment on the Board	Appointed as an Independent Director not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from April 15, 2024
14.	Date up to which the Director shall hold office	14-04-2029
15.	No. of board meetings attended since the date of appointment	1
16.	Remuneration last drawn from the date of appointment	Directors are not entitled to any remuneration except sitting fees of Rs.40,000 was paid for attending meetings of the Board and / or Committees thereof.

Sl. No.	Particulars	Details
17.	Skills and capabilities required for the role and the manner in which Mr. Heena Jaysinghani meets such requirements	Ms. Heena Jaysinghani is a person of integrity and has relevant skills, experience and expertise in the area of corporate governance, financial, regulatory, legal and risk management and leadership, for her to act as an Independent Director on the Board of Directors of the Company. The Board of Directors of the Company is of the view that Ms. Heena Jaysinghani possesses and has the requisite skills and has expertise in financial services sector having complex business and regulatory contexts, strategic planning and understanding of economic trends. She has leadership experience in handling financial management, as identified and required for an Independent Director of the Company.

(e) Mr. Yeshudas Pol, Manager

Sl. No.	Particulars	Details
1.	Age	50 years
2.	Date of Birth	May 8, 1973
3.	DIN	Not Applicable
4.	Qualification and Brief details of experience and nature of expertise in specific functional area	Mr. Yeshudas Pol has experience of 18 years in NBFC industry that includes financial system improvements, process management, vendor management and employee reimbursement, statutory audit, accounts payable, MIS, planning and analysis function. He has done his bachelor's degree in commerce. He has earlier worked with ICICI Bank and Reliance Commercial Finance Limited.
5.	Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
6.	Listed companies (other than the Company) in which holds directorship and committee membership / Listed entities from which the Director resigned in the past three years / Directorships in other companies / Positions in other Entities / Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	Not Applicable
7.	Shareholding in the Company	Nil
8.	Terms and Conditions of appointment, including remuneration sought to be paid	Please refer to the Explanatory Statement forming a part of this Notice.
9.	Date of Appointment	April 26, 2024