



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

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

E-mail: hfquery@motilalosal.com Website: www.motilalosalhf.com;  
Tel: +91 22 4718 9999/ 6272 9898 FAX: +91 22 5036 2365

**Notice of the Sixth Annual General Meeting**

Notice is hereby given that the Sixth Annual General Meeting ("AGM") of the Members of Motilal Oswal Home Finance Limited will be held on Thursday, July 11, 2019 at 4.00 p.m. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025 to transact the following:

**Ordinary Business:**

1. To consider and adopt the Audited Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2019.
2. To appoint a director in place of Mr. Raamdeo Agarawal (DIN: 00024533), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, for appointment of Statutory Auditors, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of Sixth Annual General Meeting ("AGM") till the conclusion of the Eleventh AGM on such terms and conditions of appointment including the remuneration, as may be decided by the Board (including any Committee thereof).

**By Order of the Board**  
**Motilal Oswal Home Finance Limited**  
(Formerly Aspire Home Finance Corporation Limited)

Sd/-  
**Shivani Chouhan**  
**Company Secretary & Compliance Officer**  
**ACS: 41254**

**Date:** June 14, 2019

**Place:** Mumbai

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SIXTH AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent 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 person or Member.

The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not later than forty eight hours before the commencement of the AGM i.e. by 4.00 P.M. of Tuesday, July 9, 2019. Further, the proxy holder shall carry a valid proof of identity at the AGM.

Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the AGM. Inspection shall be allowed between 10.00 A.M. and 6.00 P.M.

2. In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act and Secretarial Standard on General Meetings ("SS-2"), the Company has also provided the facility to the Members to cast their votes by way of Remote e-voting (e-voting from a place other than venue of the Meeting) facility. Necessary arrangements have been made by the Company with Link Intime India Private Limited ("LI IPL") to facilitate Remote e-voting. The instructions for the process to be followed for Remote e-voting are annexed to this Notice.
3. The Company has appointed Mr. Umashankar K. Hegde, Practicing Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting process as well as voting at the AGM through Ballot Paper, to ensure that the process is carried out in a fair and transparent manner.
4. The Company's Registrar and Transfer Agent for its Share Registry Work (Electronic) is LI IPL having their office at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083.
5. Members/proxies should bring the Attendance Slip duly filled in for attending the Meeting. The attendance slip and proxy form are attached as annexure to the Notice.
6. In case of joint holders attending the AGM only such joint holder who is higher in the order of names will be entitled to vote.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner maintained by the Depositories as on the cut-off date i.e. Thursday, July 4, 2019.
8. The Member whose name appears in the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Thursday, July 4, 2019 will only be considered for the purpose of Remote e-voting or voting at the AGM through Ballot Paper.

9. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through Ballot Paper for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.
10. Any Person who becomes a Member of the Company after dispatch of Annual Report and holding shares as on the cut-off date i.e. Thursday, July 4, 2019 shall also follow the procedure stated herein.
11. A person who is not a Member as on the cut-off date i.e. Thursday, July 4, 2019 should treat this Notice for information purpose only.
12. The Remote e-voting facility commences on Monday, July 8, 2019 at 9.30 a.m. (IST) and ends on Wednesday, July 10, 2019 at 5:00 p.m. (IST). The Remote e-voting shall be disabled by LIPL after said period.
13. The Members are requested to bring their copy of the Annual Report to the AGM.
14. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
15. The Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the AGM.
16. Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the AGM.
17. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed format duly filled in to the Company.
18. The Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which includes transfer of shares since trading is permitted in dematerialised form only, electronic transfer and elimination of any possibility of loss of documents and bad deliveries. Further, effective October 2, 2018 requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
19. This Notice along with the Annual Report for the financial year 2018-19 is being sent to the Members whose name appear in the Register of Members/ Beneficial Owners maintained by the Depositories as on Friday, June 7, 2019. The Notice along with the Annual Report is being sent to Members in electronic form to the Email IDs registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of physical shareholding). For Members whose Email IDs are not registered, physical copy of the Notice along with the Annual Report is being sent by permitted mode. This Notice and Annual Report may also be accessed on website of the Company at [www.motilaloswalhf.com](http://www.motilaloswalhf.com) and website of LIPL at <https://instavote.linkintime.co.in>. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year, to the Members to register their e-mail IDs and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail

IDs registered with the Company to get the same registered with the Company. The Members are also requested to intimate to the Company the changes, if any, in their e-mail IDs.

20. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act will be made available for inspection at the AGM.
21. Additional Information of Director seeking re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the SS-2, is annexed to the Notice.
22. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m., up to the date of the AGM.
23. Route Map showing directions to reach to the venue of the AGM is given at the reverse side of Attendance Slip as per the requirement of the SS-2.

### **Voting Results:**

1. The Scrutinizer shall after the conclusion of the AGM submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting or Ballot Paper) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the Meeting, who shall countersign the same and declare the result of the voting forthwith.
2. Based on the Scrutinizer's Report, the result will be declared within 48 hours of the conclusion of the AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at [www.motilaloswalhf.com](http://www.motilaloswalhf.com) and on the website of LIPL at <https://instavote.linkintime.co.in> and shall also be displayed on the Notice Board of the Company.

### **INSTRUCTIONS FOR REMOTE E-VOTING**

#### **❖ Log-in to e-Voting website of LIPL**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.</li> </ul>
<b>DOB/ DOI</b>	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
<b>Bank Account Number</b>	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolution(s) placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolution(s) contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the Company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In the event of any grievance relating to remote e-voting, the Members may contact the following: Mr. Shailesh Mhatre, Associate - Technology Group, LI IPL, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083., E-mail: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in), Helpdesk: 022 49186000.

## ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Raamdeo Agarawal
Date of Birth	July 1, 1956
Qualifications	Chartered Accountant
Date of Appointment on the Board	October 1, 2013
Remuneration last drawn (Rs. in Lakhs)	N.A.*
Brief Profile	Mr. Raamdeo Agrawal is the Joint Managing Director of Motilal Oswal Financial Services Limited ("MOFSL"). He is the man behind the strong research capabilities at MOFSL. A keen believer and practitioner of the QGLP philosophy, his wealth creation insights and decades-rich experience have played a pivotal role in MOFSL, transforming it from a small stock broking firm to a well-diversified financial services company.
Directorships held in other companies (excluding foreign companies) as on date	<ul style="list-style-type: none"> <li>• Motilal Oswal Financial Services Limited</li> <li>• Passionate Investment Management Private Limited</li> <li>• Motilal Oswal Investment Advisors Limited</li> <li>• MOPE Investment Advisors Private Limited</li> <li>• Motilal Oswal Asset Management Company Limited</li> <li>• Motilal Oswal Real Estate Investment Advisors Private Limited</li> <li>• Motilal Oswal Foundation</li> </ul>
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p><b><u>Audit Committee:</u></b> Motilal Oswal Financial Services Limited Motilal Oswal Asset Management Company Limited</p> <p><b><u>Nomination and Remuneration Committee:</u></b> Motilal Oswal Asset Management Company Limited</p> <p><b><u>Corporate Social Responsibility Committee:</u></b> Motilal Oswal Financial Services Limited MOPE Investment Advisors Private Limited Passionate Investment Management Private Limited Motilal Oswal Asset Management Company Limited Motilal Oswal Investment Advisors Limited</p> <p><b><u>Stakeholders Relationship Committee:</u></b> Motilal Oswal Financial Services Limited</p>
Shareholding in the Company (Equity)	10 Equity shares
Relationship with other Directors/Manager/Key Managerial Personnel	None
Number of Board meetings attended during the FY 2018-19	Six

\* Mr. Raamdeo Agarawal is in the service of Motilal Oswal Financial Services Limited ("MOFSL") and draws remuneration from MOFSL. Mr. Agarawal is not paid any commission, or sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

**By Order of the Board**  
**Motilal Oswal Home Finance Limited**  
(Formerly Aspire Home Finance Corporation Limited)

**Sd/-**  
**Shivani Chouhan**  
**Company Secretary & Compliance Officer**  
**ACS: 41254**

**Date:** June 14, 2019

**Place:** Mumbai





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(Formerly Aspire Home Finance Corporation Limited)  
CIN: U65923MH2013PLC248741

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

**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

Folio No. / DP ID & Client ID: _____
No. of Shares held: _____
Name of the Member/Proxy holder: _____ (IN BLOCK LETTERS)
Address of the Member : _____ _____
Email ID : _____

I certify that I am a registered shareholder / proxy holder for the registered shareholder of the Company.

I hereby record my presence at the Sixth Annual General Meeting of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025 on Thursday, July 11, 2019 at 4:00 p.m.

\_\_\_\_\_  
Name of the Member / Proxy holder

\_\_\_\_\_  
Signature of Member / Proxy holder

**Notes:**

1. Only Shareholder / Proxy holder can attend the Meeting.
2. Shareholder / Proxy holder should bring his / her copy of the Notice for reference at the Meeting.
3. Those shareholders who have multiple folios with different joint holders may use copies of this Attendance Slip.

**ELECTRONIC VOTING PARTICULARS**

Event Number	User ID	*PAN/SEQUENCE NO.
190076		

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use Sequence No. in the PAN field.

## ROUTE MAP



\*Elphinstone Road Railway Station is now known as Prabhadevi Station.



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

**FORM NO. MGT-11**

**PROXY FORM**

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

CIN	U65923MH2013PLC248741
Name of the Company	Motilal Oswal Home Finance Limited
Registered Office	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025.

Name of the Shareholder(s)	
Registered Address	
E-mail ID	
Folio No. / DP ID & Client ID	

I / We, being the shareholder(s) of Motilal Oswal Home Finance Limited and holding \_\_\_\_\_ equity shares of the, hereby appoint

Name		Signature
Address		
E-mail ID		

OR FAILING HIM / HER;

Name		Signature
Address		
E-mail ID		

OR FAILING HIM / HER;

Name		Signature
Address		
E-mail ID		

as my / our Proxy and whose signature(s) are appended below to attend and vote (on a poll) for me / us and on my / our behalf at Sixth Annual General Meeting of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai – 400025 on Thursday, July 11, 2019 at 4:00 p.m. and at any adjournment thereof in respect of the Resolutions as indicated below:-

<b>Resolution No.</b>	<b>Resolutions</b>
1	To consider and adopt the Audited Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2019.
2	To appoint a director in place of Mr. Raamdeo Agarawal (DIN: 00024533), who retires by rotation, and being eligible, offers himself for re-appointment.
3	To appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Revenue Stamp of Re. 1/-
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Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

**Notes:**

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025, not later than 48 hours before the commencement of the Meeting.
2. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company / Depository Participant.
3. A Proxy need not be a Shareholder.