



Motilal Oswal Home Finance Limited

CIN: U65923MH2013PLC248741

Registered Office: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai-400025

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

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

POSTAL BALLOT NOTICE

To,

The Members of Motilal Oswal Home Finance Limited (“Company”)

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through Remote e-voting vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (collectively referred to as “MCA Circulars”), that the appended ordinary resolution is proposed to be passed by the Members of the Company through Postal Ballot only by voting through electronic means i.e. Remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent through electronic mode to those Shareholders/Members whose e-mail addresses are registered with the Company/Depositories as on benpos date i.e. Friday, October 1, 2021. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope will not be sent to the Members and Members are required to communicate their assent or dissent through Remote e-voting system only.

The Board of Directors of the Company have appointed Mr. Umashankar K. Hegde (ACS - 22133), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process through Remote e-voting in a fair and transparent manner.

The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) to provide Remote e-voting facility. The Remote e-voting period commences from 9.30 a.m. (IST) on Monday, October 11, 2021 and ends at 5.00 p.m. (IST) on Tuesday, November 9, 2021. The Members are requested to carefully read the instructions set out in the notes to this Postal Ballot Notice under the section "Instructions for Remote e-voting".

The Scrutinizer will submit his report to the Chairman or Managing Director & Chief Executive Officer of the Company or any other authorised person, after taking into consideration the votes cast through Remote e-voting. Based on Scrutinizer's Report, the result of the voting will be announced on Wednesday, November 10, 2021 at the Registered Office of the Company. The result along with Scrutinizer's Report will be placed on the website of the Company i.e. www.motilaloswalhf.com and on the website of the LIPL at <https://instavote.linkintime.co.in> and shall also be displayed on the Notice Board of the Company.

SPECIAL BUSINESS

Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E), as the Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. Walker Chandiook & Co. LLP, Chartered Accountants.

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

"RESOLVED THAT subject to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' issued by the Reserve Bank of India ("RBI") vide circular dated April 27, 2021 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E), be and are hereby appointed as the Statutory Auditors of the Company w.e.f. August 13, 2021 to hold the office till the conclusion of ensuing Annual General Meeting of the Company, to fill the casual vacancy caused due to the resignation of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013).

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorised to fix the remuneration of Statutory Auditors as may be mutually agreed upon and re-imburement of out of pocket expenses incurred by them for the purpose of audit of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

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

Date: October 8, 2021

Place: Mumbai

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts pertaining to the Resolution is annexed hereto.
2. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder and circulars issued by Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through Remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2021 and No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars"), the Company is pleased to provide the Remote e-voting facility to the Members to enable them to cast their votes electronically and has engaged services of Link Intime India Private Limited ("LI IPL") to provide Remote e-voting facility. The instructions for the process to be followed for Remote e-voting are annexed to this Postal Ballot Notice.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose name appear in the Register of Members/ Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, October 1, 2021 and whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on website of the Company, i.e. www.motilaloswalhf.com and on the website of the LI IPL at <https://instavote.linkintime.co.in>
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Members.
5. The Member whose name appear in the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, October 1, 2021 will only be considered for the purpose of Remote e-voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, October 1, 2021.
7. The Remote e-voting period commences at 9:30 a.m. (IST) on Monday, October 11, 2021 and ends at 5.00 p.m. (IST) on Tuesday, November 9, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, October 1, 2021 may cast their vote electronically. The Remote e-voting module shall be disabled by LI IPL for voting thereafter.
8. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical Postal 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 authorised representative(s), to the Scrutinizer.
9. Once the vote cast by the member on Remote e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.

10. The Resolution, if approved with requisite majority, shall be deemed to have been passed on the last date specified for Remote e-voting i.e. Tuesday, November 9, 2021.
11. All the material documents referred to in the statement, if any, will be available for inspection in electronic mode. Members can inspect the same until the last date for receipt of votes by Remote e-voting, by sending an e-mail to the Company at corpsec@motilaloswal.com.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nihar Kudaskar, Associate - Technology Group, LIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083; Helpdesk: 022 49186000/ 49186175; E-mail to enotices@linkintime.co.in.

❖ **INSTRUCTIONS FOR REMOTE E-VOTING**

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS POST CHANGE IN THE LOGIN MECHANISM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE, PURSUANT TO SEBI CIRCULAR DATED DECEMBER 9, 2020:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, 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. 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 in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ul style="list-style-type: none"> • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LinkIntime.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> o Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <p>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves

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

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE & EVOTING SERVICE PROVIDER IS LINKINTIME, HAVE FORGOTTEN THE PASSWORD:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAVE FORGOTTEN THE PASSWORD:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can 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

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.
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HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS & E-VOTING SERVICE PROVIDER IS LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

❖ INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS

1. Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the Company by sending the mail to the Company at corpsec@motilaloswal.com. The Members are requested to provide details such as Name, DP ID, Client ID / PAN, mobile number and e-mail id.

2. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

3. Registration for Shareholders holding physical shares:

The Members holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with the Company by sending the request at corpsec@motilaloswal.com. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and the image of share certificate in PDF or JPEG format (up to 1 MB).

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

Pursuant to the recommendation of Audit Committee and the Board at their respective Meeting held on May 10, 2019, M/s. Walker Chandiook & Co. LLP, Chartered Accountants, was appointed as Statutory Auditors of the Company by the Members at the Sixth Annual General Meeting (“AGM”) held on July 11, 2019, for the term of five years to hold office from the conclusion of Sixth AGM until the conclusion of the Eleventh AGM.

Members are informed that the Reserve Bank of India (“RBI”) vide circular dated April 27, 2021 has issued ‘Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs).

Pursuant to the abovementioned circular, an entity can appoint statutory auditors for maximum tenure of three continuous years subject to the firm satisfying the eligibility norms each year. Further, one audit firm can concurrently take up statutory audit of a maximum of Eight NBFCs (including HFCs) during a particular year.

As on the date of notification of RBI circular, M/s. Walker Chandiook & Co. LLP was undertaking statutory audit of more than eight NBFCs/HFCs. Hence, in order to ensure compliance with aforementioned circular, M/s. Walker Chandiook & Co. LLP, has shown its inability to continue as a statutory auditor of the Company for remaining period of 1 year w.e.f. August 12, 2021 which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

M/s. Walker Chandiook & Co. LLP have confirmed to the Audit Committee that there were no other misgivings or reasons for resigning other than to ensure compliance with aforementioned guidelines and will extend their co-operation to the new Statutory Auditors for smooth transition.

In view of the above and pursuant to the provisions of Section 139 of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, basis of recommendation of the Audit Committee and subject to the approval of the shareholders, have appointed M/s. Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E), as the Statutory Auditors of the Company w.e.f. August 13, 2021, to fill the casual vacancy caused due to resignation of M/s. Walker Chandiook & Co. LLP, till the conclusion of ensuing ninth AGM of the Company at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s. Singhi & Co., being eligible under section 141 and other applicable provisions of the Act including guidelines prescribed by RBI, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act.

M/s. Singhi & Co. is a leading firm of Chartered Accountants in India with over 600 people providing high quality services in the fields of Audit & Assurance, Risk Consulting & Internal Audit, Corporate Finance, Tax, Outsourcing and Management Consulting. The firm was founded in the year 1940 by Late Mr. R. C. Singhi. The firm has its head office in Kolkata and offices in key cities such as Mumbai, Delhi, Chennai, Guwahati, Bangalore, Nagpur, Hyderabad and Ahmedabad. The firm has collaborated with Moore Global Network.

In view of the aforesaid, the Board recommends the Ordinary Resolution set forth in the Notice for approval of the Members.

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

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

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

Date: October 8, 2021

Place: Mumbai