

Notice of the Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Reliance Home Finance Limited (the Company) will be held on Saturday, March 25, 2023 at 2:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM) facility to transact the following business.

Special Business:**1. To approve the sale / disposal of asset(s) / undertaking(s) of the Company.**

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

"RESOLVED THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other applicable rules, regulations, guidelines and other provisions of law, enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to vacation of judicial restraints and all necessary approvals, consents, permissions and sanctions from the concerned authorities / bodies including lenders, debenture trustee and other persons holding encumbrance / charge, and subject to such terms and conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this Resolution on any person duly authorised by the Board in these behalf), consent and approval of the Members of the Company be and is hereby accorded to the Board to sell, lease, convey, transfer, assign, deliver or otherwise dispose off, from time to time, in one or more tranches, all or any of the immovable and / or movable, tangible and / or intangible assets, properties, investments, contracts, book debts, rights, licenses, permits or other assets of whatsoever nature and / or the whole or substantially the whole of the undertaking or undertakings of the Company by way of slump sale / business transfer or in any other manner, with or without liabilities and / or to mortgage, charge, convey and deliver or otherwise dispose off and / or cause to be sold, assigned, transferred and delivered together with all their respective assets and / or liabilities / obligations of whatsoever nature and kind and wheresoever situated, in whole or in part; on a going concern basis or otherwise, in such manner and for such consideration and at such time and on such terms and conditions, as the Board may in its absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT the authority and liberty be and is hereby specifically conferred on the Board without being required to seek any further consent or approval of the

Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution to finalise and decide the terms and conditions and execute necessary documents including but not limited to agreements, contracts, memoranda, novation, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner and to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution or any matter incidental thereto, and to settle and finalise any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions including pursuing / implementing the resolution plan finalised with the Lenders, trustees, creditors and other parties and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, desirables, incidental or expedient and that the Board be and is hereby authorised to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated in the above Resolution or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory, regulatory and other appropriate authorities (including but not limited to Lenders, Trustee, SEBI, NHB, RBI, etc.) and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, to execute necessary documents and enter into contracts, arrangements and to authorise all such persons at the absolute discretion of the Board, as may be necessary, in connection therewith and incidental thereto, with the authority and liberty to the Board without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors

Parul Jain

Company Secretary & Compliance Officer

Date: March 2, 2023

Place: Mumbai

Registered Office:

The Ruby, 11th Floor, North-West Wing

Plot No. 29, Senapati Bapat Marg

Dadar (West), Mumbai 400 028

Website: www.reliancehomefinance.com

Notes:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated December 28, 2022 read with circulars dated April 8, 2020 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the "EGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the SEBI Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
3. The EGM is being held pursuant to the MCA Circulars through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 5, 2023 (collectively referred to as "Circulars"), Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited (CDSL) /National Securities Depositories Limited (NSDL) ("Depositories"). Members may note that the Notice will also be available on the Company's website at www.reliancehomefinance.com, website 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 also on the website of KFin Technologies Limited ("KFinTech") at www.kfintech.com.
5. Members whose e-mail address is not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
 - a. Members holding share(s) in physical mode – by registering their e-mail address on the Company's website at <https://www.reliancehomefinance.com/web/guest/registration-of-shareholders-information>
 - b. Members holding share(s) in electronic mode – by registering / updating their e-mail address with their respective Depository Participants ("DPs").
6. The Company has engaged the services of KFinTech, as the authorized agency for conducting of the EGM and providing e-voting facility.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.
9. **Instructions for attending the EGM and E-voting are as follows:**
 - a. 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 and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Saturday, March 18, 2023 only shall be entitled to avail the facility of remote e-voting / e-voting at the EGM. KFinTech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. (IST) on Tuesday, March 21, 2023 to 5:00 P.M. (IST) on Friday, March 24, 2023. At the end of remote e-voting period, the facility shall forthwith be blocked.
 - b. 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", which is effective from June 9, 2021, e-voting process has been enabled for 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.
 - c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Saturday, March 18, 2023.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
 - e. Any person holding shares in physical form and non individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFinTech at praveendmr@kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting, then he/she can use his/her existing User ID and password for casting the e-vote.
 - f. In case of Individual Members holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cutoff date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
 - g. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
 - h. The details of the process and manner for remote e-Voting and EGM are explained herein below:

Part A - E-voting

I. Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	1. User already registered for IDeAS facility:
	<ol style="list-style-type: none">i. Visit URL: https://eservices.nsdl.comii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.

Type of Members**Login Method**

iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".

iv. Click on company name or e-Voting Service Provider (ESP) and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services

i. To register click on link :<https://eservices.nSDL.com>

ii. Select "Register Online for IDeAS" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

iii. Proceed with completing the required fields.

iv. Follow steps given in points 1.

3. Alternatively, by directly accessing the e-Voting website of NSDL:

i. Open URL: <https://www.evoting.nSDL.com/>

ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.

iii. 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.

iv. Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFinTech.

v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Securities held in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit cdsL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of KFIN, the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at cdsL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Members**Login Method**

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Login through their demat accounts / Website of Depository Participant

i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.

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.

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.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type Helpdesk details

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.

II. Access to KFinTech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode**(a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-Voting, you can use your existing User ID and password for casting the vote.
- III. After entering these details appropriately, click on "LOGIN".
- IV. 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.

- V. You need to login again with the new credentials
- VI. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- VII. 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.
- VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- IX. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit".
- XI. 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.
- XII. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- XIII. 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 authorized 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. Temporarily get their email address and mobile number provided with KFinTech, by sending an e-mail to evoting@kfintech.com. 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.

- II. Alternatively, member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed 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 Annual report, Notice of EGM and the e-voting instructions.
- III. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Part B – Access to join virtual meeting (EGM) of the Company on KFinTech system to participate in EGM and vote thereat.

Instructions for all the Members for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- I. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- II. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- III. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox.
- IV. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid difficulties.
- V. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/ folio number, email ID, mobile number at: <https://evoting.kfintech.com>. Queries received by the Company till Friday, March 24, 2023 (5:00 P.M. IST) shall only be considered and responded during the EGM.
- VI. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- VII. A member can opt for only single mode of voting i.e. through remote e-voting or voting at the e-EGM. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

- VIII. Facility of joining the EGM through VC / OAVM shall be available for 1000 members on first come first serve basis. However, the participation of members holding 2% or more shares, Promoters, and Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- IX. The members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit and login through the user ID and password provided by KFinTech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the EGM to only those members who have registered themselves, depending on the availability of time for the EGM.
- X. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or send e-mail at evoting@kfintech.com or call KFinTech's toll free no. 1800-309-4001.
- XI. In case a person has become a member of the Company after dispatch of EGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- I. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - II. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- XII. Members who may require any technical assistance or support before or during the EGM are requested to contact KFinTech at toll free number 1800-309- 4001 or write to them at evoting@kfintech.com.
10. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Khushit Jain, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit their report to the Chairperson of the EGM or any person authorised by the Board after completion of the scrutiny and the results of voting will be announced within 48 hours after end of the voting period. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the EGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancehomefinance.com and also on the website of KFinTech at [https:// evoting.kfintech.com](https://evoting.kfintech.com).

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No.1

Attention of the Members is invited to the debt resolution being conducted by the lenders of the Company in terms of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 vide RBI Circular dated June 7, 2019 (RBI Circular), and the Inter Creditor Agreement (ICA) dated July 6, 2019. The Lenders had selected Authum Investment and Infrastructure Limited (Authum) as the successful Bidder through a competitive bidding process after several rounds of negotiations between the bidders and the Lenders. The Company has received a communication dated June 19, 2021 from Bank of Baroda, the Lead Bank, informing that the said Resolution Plan has been approved by the requisite majority of the lenders in terms of the said RBI Circular Implementation of the said Resolution Plan is subject to approval of all lenders including non-ICA Lenders, debenture holders, shareholders, regulatory authorities as also vacation of judicial restraints on the Company.

As per provisions of Section 180(1)(a) of the Companies Act, 2013, the Company is required to obtain consent of the shareholders by way of special resolution to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Board at its meeting held on February 28, 2023 has considered the proposal to seek the consent of the Members of the Company by passing a Special Resolution. Accordingly, the said Notice is being issued seeking approval of the Members for passing the resolution. The resolution set out at Item No. 1 is an enabling resolution empowering the Board of Directors of the Company to sell, lease, assign, dispose off, convey, transfer, deliver the whole or substantially the whole of the assets of the Company, as and when deemed appropriate to Authum or any of its affiliates, for the purposes of implementation of the said Resolution Plan.

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 March 25, 2023.

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

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Parul Jain

Company Secretary & Compliance Officer

Date: March 2, 2023

Place: Mumbai

Registered Office:

The Ruby, 11th Floor, North-West Wing

Plot No. 29, Senapati Bapat Marg

Dadar (West), Mumbai 400 028

Website: www.reliancehomefinance.com