



**NOTICE OF THE
THIRTEENTH ANNUAL GENERAL MEETING
OF
MOTILAL OSWAL HOME FINANCE LIMITED**





MOTILAL OSWAL HOME FINANCE LIMITED

CIN: U65923MH2013PLC248741

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India;

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

Tel: +91 8291889898 **FAX:** +91 22 5036 2365.

NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirteenth Annual General Meeting** ("AGM/The Meeting") of the Members of Motilal Oswal Home Finance Limited will be held on **Thursday, June 25, 2026 at 04:00 P.M. IST**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025.

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors thereon for the Financial Year ended March 31, 2026.
2. To appoint a Director in place of Mr. Sukesh Bhowal (DIN: 10242971), who retires by rotation, and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), Mr. Sukesh Bhowal (DIN: 10242971), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

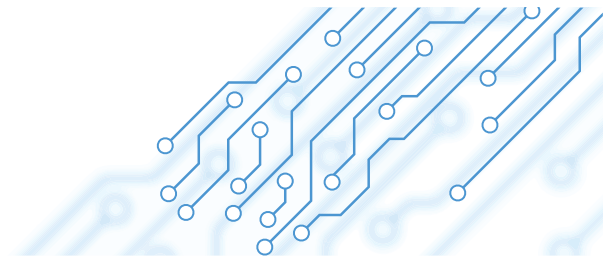
Special Business:

3. **To Issue Redeemable Non-Convertible Debentures through Public Issue/Private Placement:**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder ("Rules"), Reserve Bank of India (Housing Finance Companies) Directions, 2025 read with the applicable circulars/ directions / guidelines issued by the National Housing Bank / Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other regulations / circulars / guidelines issued by the Securities and Exchange Board of India (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals or permissions as may be required from the Authorities / Regulators from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) thereof) of the Company to offer, issue and allot, in one or more tranches, secured/ unsecured, rated / unrated, listed/ unlisted redeemable Non-Convertible Debentures ("NCDs") / bonds by way of public issue / private placement basis, for an amount not exceeding in aggregate ₹ 2,000,00,00,000/- (cumulative limit) (Rupees Two Thousand Crore only) to such person or persons, including one or more companies, bodies corporate(s), statutory corporation(s), commercial bank(s), lending agencies, financial institution(s), insurance companies, mutual fund(s), pension / provident fund(s) and individual(s), as the case may be or such other person / persons on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

NOTICE (Contd..)



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

4. To approve Alteration in 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 5 and 14 of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014 and other applicable provisions of the Act and the Rules framed there under (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), and subject to the approval of Registrar of Companies (“ROC”) and such other approvals or permissions as may be required from the Authorities / Regulators from time to time, the consent of the Members be and is hereby accorded to alter Article 2 (kk) of the Articles of Association of the Company by substituting following revised Article:

“**NHB/RBI Directions**”: “NHB/RBI Directions” means applicable Directions, Guidelines, Circulars, Notifications, Advisories or other Regulatory Instructions issued by National Housing Bank (“NHB”) / Reserve Bank of India (“RBI”) from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

5. To approve re-appointment of Mrs. Neha Gada (DIN: 01642373), as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors), Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Reserve Bank of India (Housing Finance Companies) Directions, 2025 read with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board, Mrs. Neha Gada (DIN: 01642373), who was appointed as an Independent Director of the Company for a first term of 3 (Three) consecutive years w.e.f. October 27, 2023 and holds office up to October 26, 2026 and is eligible for re-appointment as an Independent Director of the Company and has submitted a declaration of satisfying the criteria of independence under Section 149(6) of the Act read with Listing Regulations, along with her consent to such re-appointment, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years with effect from October 27, 2026 to October 26, 2031 on such terms and conditions including commission on profits, if any, as applicable to other Independent Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board
Motilal Oswal Home Finance Limited

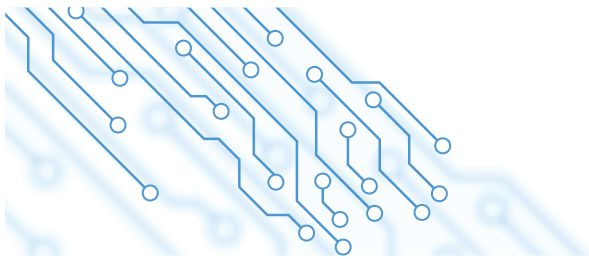
Sd/-

Sunny Ganatra
Company Secretary & Compliance Officer
(ACS No.: 62430)

Date: June 02, 2026

Place: Mumbai





NOTICE (Contd..)

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as “MCA Circulars”) has permitted the Companies to conduct their Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred as “Shareholders”) at a common venue. In accordance with the provisions of the Companies Act, 2013 (“the Act”), MCA Circulars (as amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“MUFG Intime”) and instructions for the process to be followed for attending and participating in the ensuing AGM through VC / OAVM is forming part of this Notice.

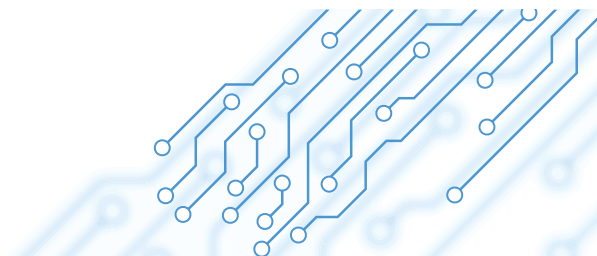
2. The Explanatory Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. Further, the explanatory statement relating to Ordinary Business in item no. 2 to be transacted at the AGM is also annexed hereto.
3. Pursuant to the 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 MCA Circulars, the Company is providing facility of Remote e-voting (E-voting from a place other than venue of the Meeting) and E-voting during AGM, to its Members in respect of the businesses to be transacted at the AGM.

For this purpose, necessary arrangements have been made by the Company with MUFG Intime to facilitate Remote e-voting and E-voting during AGM. The instructions for the process to be followed for Remote e-voting and E-voting during AGM is forming part of this Notice.

4. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the 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. However, pursuant to MCA Circulars, since the AGM will be held through VC / OAVM, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-voting or for participation and voting in the AGM to be conducted through VC / OAVM. The Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF / JPEG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail ID at mohfl.sec@motilalosal.com with a copy marked to enotices@in.mpms.mufg.com.
6. In compliance with the MCA Circulars and applicable circulars issued by SEBI, the Notice calling the AGM along with the Annual Report is being sent through electronic mode to those Members/ debenture holders whose name appear in the Register of Members/ Register of Debentures holders/ Beneficial Owners maintained by the Depositories as on benpos date i.e., May 29, 2026 and whose email addresses are registered with the Company /Depositories. The Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the website of the Company i.e., www.motilalosalhf.com and on the website of the MUFG Intime at <https://instavote.linkintime.co.in>.
7. The process for registration of e-mail ID for receiving the Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
8. The relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at mohfl.sec@motilalosal.com.

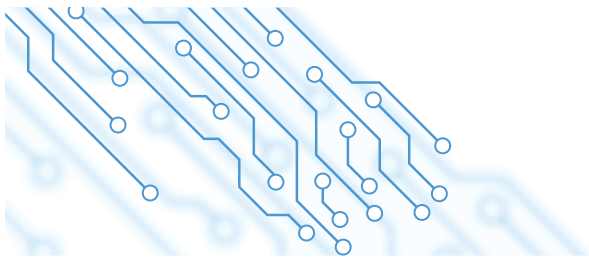


NOTICE (Contd..)



9. The Company has appointed Mr. Umashankar K. Hegde (Membership No. A22133), Practicing Company Secretary, as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
10. Only those Members whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e., Thursday, June 18, 2026 will only be considered for the purpose of Remote e-voting and E-voting at the AGM.
11. The Remote e-voting facility will commence on Monday, June 22, 2026 at 9:00 A.M. IST and ends on Wednesday, June 24, 2026 at 5:00 P.M. IST. The Remote e-voting shall be disabled by MUFG Intime after aforesaid period.
12. The voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, June 18, 2026.
13. In case of joint holders, only the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
14. 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 during the AGM through E-voting 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.
15. The Members who are holding shares in physical form or who have not registered their email address with the Company / Depository Participant or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been dispatched by the Company, and holds shares as of the cut-off date, i.e., Thursday, June 18, 2026 may obtain the User ID and password by sending a request at enotices@in.mpms.mufig.com. However, if a non-individual Member is already registered with MUFG Intime for Remote e-voting and E-voting then existing User ID and password can be used for casting vote.
16. A person who is not a Member as on the cut-off date i.e., Thursday, June 18, 2026 should treat this Notice for information purpose only.
17. The 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 read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Company. Further, Members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company. These forms will be made available on request.
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 include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, 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.
19. Additional Information of Directors seeking appointment / re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.
20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Sr. Assistant Vice President, MUFG Intime, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000; E-mail to enotices@in.mpms.mufig.com.
21. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.





NOTICE (Contd..)

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 and E-voting during AGM) of the total votes cast in favour or against the resolutions and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer's Report, the result will be declared within 2 (Two) working days 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 and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.

INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

A) REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL").

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

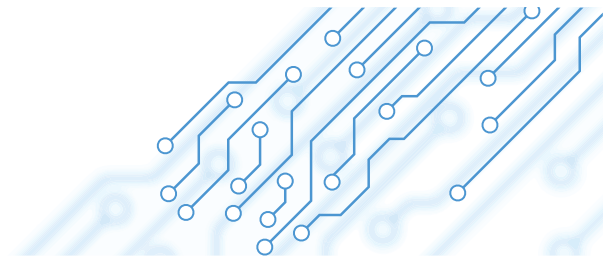
- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:





- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'



NOTICE (Contd..)



- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

<p>NSDL Mobile App is available on</p> <p> </p> <p> </p>	<p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience</p>
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METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED("CDSL").

METHOD 1 - CDSL e-voting page

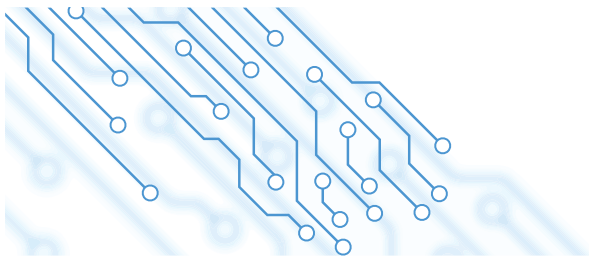
- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside





NOTICE (Contd..)

Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit".

InstaVote USE ID	NSDL	Use ID is 8 Character DP ID followed by 8 Digin Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

InstaVote USE ID	NSDL	Use ID is 8 Character DP ID followed by 8 Digin Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company



NOTICE (Contd..)



- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
- o Shareholders, holding shares in **NSDL form**, shall provide 'point D' above.
 - o Shareholders, holding shares in **CDSL form**, shall provide 'point C' or 'point D' above.
 - o Shareholders, holding shares in **physical form** but have not recorded 'point C' and 'point D', shall provide their Folio number in 'point D' above
- E. 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).
- F. Enter Image Verification (CAPTCHA) Code.
- G. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

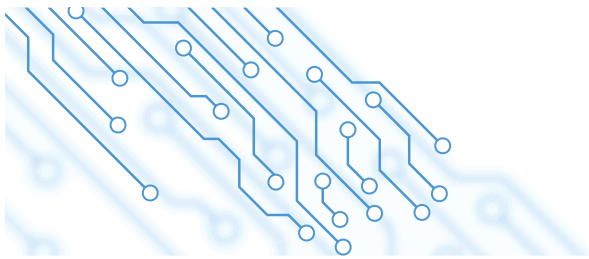
Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)





NOTICE (Contd..)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID i.e., 0000000012345678.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

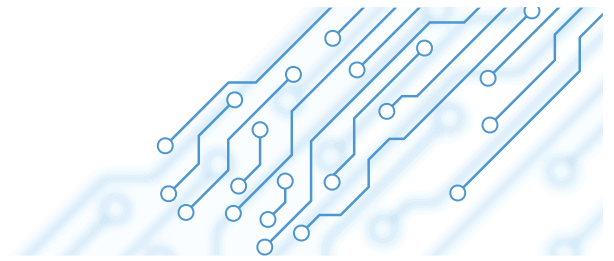
- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” (260278) for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



NOTICE (Contd..)



NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact **INSTAVOTE** helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

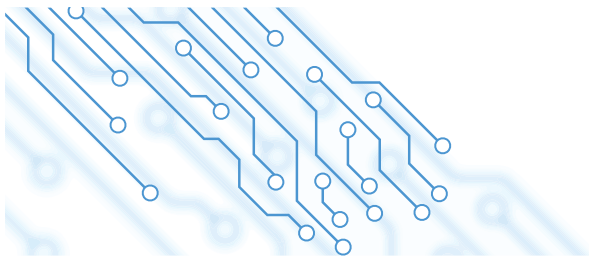
InstaVote USE ID	NSDL	User ID is 8 Character DP ID followed by 8 Digin Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*





NOTICE (Contd..)

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ 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”.

B) INSTAMEET VC Instructions for shareholders

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

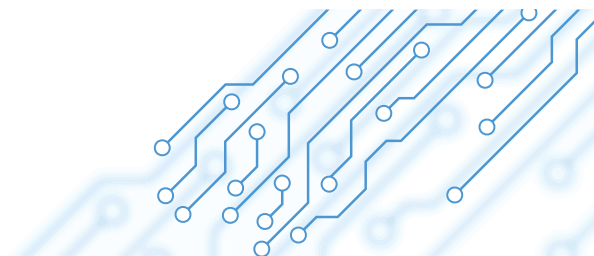
- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
 - b) Select the “Company Name” and register with your following details:
 - c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
 - d) Click “Go to Meeting”.
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the Company at Company’s registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.



NOTICE (Contd..)



- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

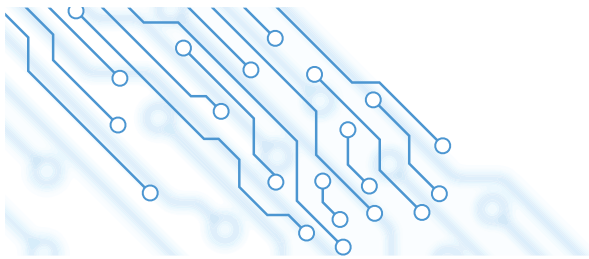
Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.





ANNEXURE TO THE NOTICE

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

ITEM NO. 2

In terms of the provisions of Section 152 of the Companies Act, 2013 (“Act”) (as amended from time to time) and in accordance with the Articles of Association of the Company, not less than two-third of the total number of Directors, excluding Independent Directors, shall be eligible to retire by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation shall be those who have been longest in office since their last appointment.

Accordingly, Mr. Sukesh Bhowal and Mr. Raamdeo Agarwal, Non-Independent Directors are liable to retire by rotation. Mr. Sukesh Bhowal being the longest in the office shall retire by rotation and is eligible for re-appointment in this Annual General Meeting (“AGM”).

The brief profile of Mr. Sukesh Bhowal is given herein below and other relevant details as required pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (as amended from time to time), are provided in Annexure to the Notice.

Brief profile of Mr. Sukesh Bhowal is as follows:

Mr. Sukesh Bhowal has a rich experience of over 28 years in Business Management, Sales & Distribution, Retail Lending, Mortgage Lending, Real Estate Lending and Retail Banking. He was associated with DCB Bank, where he headed the Mortgages, Micro Mortgages, Construction Finance and Gold Loans segments and was responsible for starting and scaling up these businesses. He was also associated with HDB Financial Services, Citibank and HSBC. He has strong academic credentials of Bachelor of Technology from IIT Bombay and a PGDM in Finance & Marketing from IIM Lucknow.

Save and except Mr. Bhowal who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in the Resolution set forth in **Item No. 2** of the Notice.

Mr. Bhowal is not related to any other Director/Key Managerial Personnel.

Accordingly, the Board recommends the Ordinary Resolution set out in **Item No. 2** of the Notice for approval of the Members of the Company.

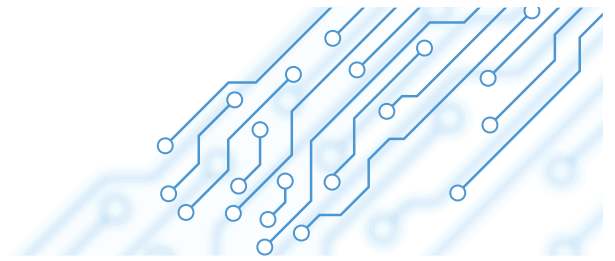
ITEM NO. 3

In order to augment long-term resources for the purpose of onward lending, financing, refinancing the existing indebtedness of the Company or for general corporate purposes, consent of the Members is being sought by way of a Special resolution in terms of Sections 23, 42, 71 of the Companies Act, 2013 (“the Act”) and Rules made thereunder, Reserve Bank of India (Housing Finance Companies) Directions, 2025 read with the applicable circulars/ directions / guidelines issued by the National Housing Bank / Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other regulations / circulars / guidelines issued by the Securities and Exchange Board of India (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), for enabling the Board of Directors of the Company to offer/invite/issue securities through public issue/private placement basis for a period commencing from the date of this Annual General Meeting (“AGM”) upto to next AGM, by way of issue of Non-Convertible Debentures (“NCDs”).

Further, pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time), Company can issue NCDs without passing special resolution once in a year, if the Company has taken approval of the Members by way of special resolution for borrowings under Section 180(1)(c) of the Act.



NOTICE (Contd..)



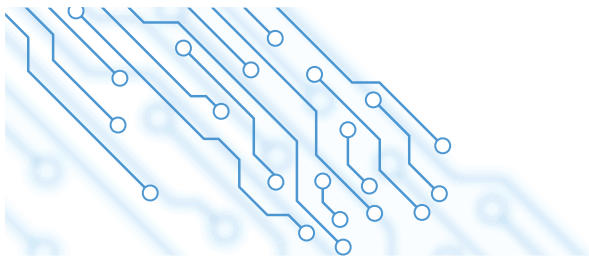
The Company has the higher limits approved for borrowings under Section 180(1)(c) of the Act but for better governance, it is proposed to take approval of Members of the Company for issuance of NCDs/Bonds through public issue/private placement basis.

Pursuant to the Chapter XII (Fund raising by issuance of debt securities by large corporate) of Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025 (as amended from time to time), the Company being 'Large Entity' as on March 31, 2026 is required to raise 25% of incremental borrowing by way of issuance of debt securities. Further, based on projected long term borrowings, taking into consideration scheduled maturities, retaining flexibility for inter-changeability between Bank loans and NCDs of the Company, it is proposed to borrow money by way of issue of NCDs upto ₹ 2,000,00,00,000/- (cumulative limit) (Rupees Two Thousand Crore only) in one or more tranches, through public issue/private placement basis.

As required under Rule 14(1) of the Companies (Prospects and Allotment of Securities) Rules, 2014 (as amended from time to time), the material facts in connection with the aforesaid issue of NCDs are as follows:

1	Particulars of the offer including date of passing of Board resolution	Secured / Unsecured, rated / unrated, listed/ unlisted Redeemable NCDs for an amount not exceeding in aggregate ₹ 2,000,00,00,000/- (cumulative limit) (Rupees Two Thousand Crore only) in one or more tranches through public issue/private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Committee. Date of passing of Board Resolution: April 27, 2026
2	Kinds of securities offered and the price at which security is being offered	Secured / Unsecured, rated / unrated, listed/ unlisted, Redeemable NCDs at premium, discount or at par, as may be determined by the Board/Committee.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee in accordance with the prevailing market conditions at the time of issue.
4	Name and address of valuer who performed valuation	Not applicable in case of NCDs
5	Amount which the company intends to raise by way of such securities	₹ 2,000,00,00,000/- (cumulative limit) (Rupees Two Thousand Crore only)
6	Material terms of raising such securities	Since the issuance would be in one or more tranches material terms will be determined by the Board/Committee, in accordance with the applicable provisions of the Act and the Rules framed thereunder and other applicable law for the time being in force.
7	Proposed time schedule	Upto next Annual General Meeting
8	Purposes or objects of offer	For the deployment of funds on its own balance sheet including onward lending towards mortgage finance and construction finance, refinancing of the existing indebtedness of the Company or meeting working capital requirements and other General Corporate Purposes.





NOTICE (Contd..)

9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets charged as securities	The principal amount of the secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of exclusive and/or pari-passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by the Company and the Debenture Trustee. Company will create appropriate security in favour of the Debenture Trustee for the secured NCD Holders on the assets adequate to ensure at least 100% asset cover for the Secured NCDs (along with the interest due thereon).

Accordingly, the Board recommends the Special Resolution set out in **Item No. 3** of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 3** of the Notice except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4

Pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (“the Act”), read with the Rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the Articles of Association (“AOA”) of the Company are proposed to be amended to align with the current regulatory framework governing Housing Finance Companies (“HFCs”).

As an HFC, the Company is additionally governed by the Reserve Bank of India (“RBI”) alongside the National Housing Bank (“NHB”). Accordingly, it is proposed to amend Article 2 (kk) of the AOA by adding a reference of ‘RBI’ in addition to ‘NHB’. The revised article is provided herein below:

Article 2 (kk): “NHB/RBI Directions”: “NHB/RBI Directions” means applicable Directions, Guidelines, Circulars, Notifications, Advisories or other Regulatory Instructions issued by National Housing Bank (“NHB”) / Reserve Bank of India (“RBI”) from time to time.

The proposed amendment is procedural in nature and is being undertaken to ensure regulatory alignment by accurately reflecting the regulatory authorities governing Housing Finance Companies (“HFCs”).

The draft AOA of the Company after incorporating the amendments proposed in the Resolution is available for inspection of the Members of the Company in electronic mode.

Accordingly, the Board recommends the Special Resolution set out in **Item No. 4** of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 4** of the Notice except to the extent of their shareholding, if any, in the Company.

ITEM No. 5

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board, the Members through postal ballot passed on December 26, 2023, had approved the appointment of Mrs. Neha Gada (DIN: 01642373) as an Independent Director of the Company for a first term of 3 (Three) consecutive



NOTICE (Contd..)



years w.e.f. October 27, 2023 upto October 26, 2026 without being liable to retire by rotation in accordance with the provisions of Section 149 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time).

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment upon passing of a Special Resolution by the Company and disclosure of such appointment in the Board’s Report. Further, Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Board, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors), Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Reserve Bank of India (Housing Finance Companies) Directions, 2025 (“HFC Master Directions, 2025”) read with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board, re-appointed Mrs. Gada as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on the Board of the Company from October 27, 2026 to October 26, 2031. The aforesaid appointment is subject to approval of the Members at this Annual General Meeting (“AGM”). Mrs. Gada is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given her consent to act as an Independent Director of the Company.

The Company has also received a declaration from Mrs. Gada stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended from time to time). Further there is no conflict of interest arising out of her independent directorship while being on the Board of other NBFC at the same time pursuant to Para 28 of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. The Board was further apprised that Mrs. Gada satisfies the ‘fit and proper’ criteria as stipulated under the HFC Master Directions, 2025.

In the opinion of the Board, Mrs. Gada fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations and she is independent of the Management.

Mrs. Gada shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and payment of commission, if any.

The copy of the draft Letter of Appointment setting out the terms and conditions of the appointment of Mrs. Gada as an Independent Directors and all the relevant documents referred in this Notice and Explanatory Statement, are available for inspection in physical or electronic form at the Registered Office of the Company between 10:00 A.M. to 12:00 Noon, on all working days (except Saturdays, Sundays and Public Holidays).

Mrs. Gada is interested in the Resolution as set out at **Item No. 5** of the Notice.

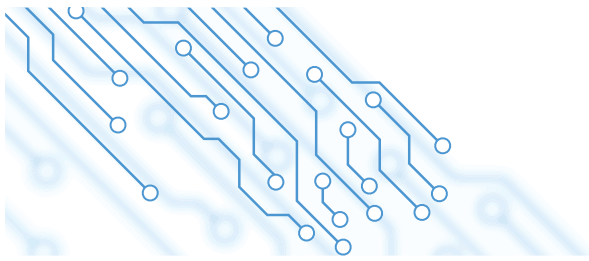
The relatives of Mrs. Gada may be deemed to be interested in the Resolution as set out at **Item No. 5** of the Notice, to the extent of their shareholding, if any, in the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 5** of the Notice except to the extent of their shareholding, if any, in the Company.

Mrs. Gada is not related to any other Director/Key Managerial Personnel.

Accordingly, the Board recommends the Special Resolution set out in **Item No. 5** of the Notice for approval of the Members of the Company.





NOTICE (Contd..)

The brief profile of Mrs. Neha Gada is given herein below and other relevant details as required pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (as amended from time to time), are provided in Annexure to the Notice.

Brief Profile of Mrs. Neha Gada

Mrs. Neha Rajen Gada is an Independent Director on the Board of our Company. She is an Associate Member of the Institute of Chartered Accountants of India (“ICAI”) and holds the certificate for limited insolvency examination from Insolvency and Bankruptcy Board of India. She has previously served as a manager with BSE Limited and is a co-founder in Infineon Capital Advisors LLP, a boutique consultancy firm, specializing in Securities Law, Corporate Restructuring compliance management, due diligence and regulatory approvals for fundraising transactions. She has been awarded the “Card of Recognition” for completing 25 years of membership with the ICAI and first position in the category of “CA Women Independent Director” award conferred by the Women & Young Members Excellence Committee of the ICAI, 2023.

Additional Information of Director seeking re-appointment at the Thirteenth Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Sukesh Bhowal	Mrs. Neha Gada
DIN	10242971	01642373
Date of Birth	23/09/1972	22/03/1976
Age	53	50
Qualifications	Bachelor of Technology from IIT Bombay and a PGDM in Finance & Marketing from IIM Lucknow.	Chartered Accountant from Institute of Chartered Accountants; Insolvency Professional from Indian Institute of Insolvency Professionals of ICAI; and Bachelor of Law from University of Mumbai
Effective Date of Appointment on the Board	October 27,2023	October 27, 2023
Remuneration	The remuneration details are mentioned in Report on Corporate Governance forming part of Annual Report of the Company.	The remuneration details are mentioned in Report on Corporate Governance forming part of Annual Report of the Company.
Experience/ Brief Profile and Expertise in specific functional area	Please refer explanatory statement (Item No. 2) for brief profile of Mr. Sukesh Bhowal.	Please refer explanatory statement (Item No. 5) for brief profile of Mrs. Neha Gada.
Terms and conditions of appointment / re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with the Explanatory Statement.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the Explanatory Statement.
Directorships held in other companies (excluding foreign companies) as on date	–	<ul style="list-style-type: none">• Sejal Glass Limited• Aarti Drugs Limited• Tamboli Industries Limited (formerly Tamboli Capital Limited)• Gala Precision Engineering Limited• Motilal Oswal Home Finance Limited• SFC Environmental Technologies Limited

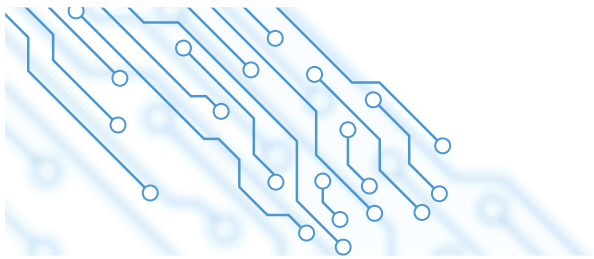


NOTICE (Contd..)



Name of the Director	Mr. Sukesh Bhowal	Mrs. Neha Gada
		<ul style="list-style-type: none"> Playsimple Games Limited Fore Green Real Estate Private Limited Pinnacle Life Science Private Limited Lumora Capital IFSC Private Limited JITO Mumbai Midtown Chapter Foundation
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Motilal Oswal Home Finance Limited <ul style="list-style-type: none"> Risk Management Committee 	Sejal Glass Limited <ul style="list-style-type: none"> Audit Committee Stakeholders Relationship Committee Tamboli Industries Limited (formerly Tamboli Capital Limited) <ul style="list-style-type: none"> Stakeholders Relationship Committee Risk Management Committee
		Gala Precision Engineering Limited <ul style="list-style-type: none"> Audit Committee Stakeholder Relationship Committee Motilal Oswal Home Finance Limited <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Aarti Drugs Limited <ul style="list-style-type: none"> Audit Committee SFC Environment Technologies Limited <ul style="list-style-type: none"> Risk Management Committee Playsimple Games Limited <ul style="list-style-type: none"> Risk Management Committee
Chairpersonship of Committees across companies (only Statutory Committees as required to be constituted under the Act are considered)	–	Sejal Glass Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee Tamboli Industries Limited (formerly Tamboli Capital Limited) <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Aarti Drugs Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee SFC Environment Technologies Limited <ul style="list-style-type: none"> Audit Committee Pinnacle Life Science Private Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee Playsimple Games Limited <ul style="list-style-type: none"> Audit Committee
Shareholding in the Company (Equity)	–	–





NOTICE (Contd..)

Name of the Director	Mr. Sukesh Bhowal	Mrs. Neha Gada
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None
Number of Board meetings attended during the FY 2025-26	4 out of 4 meetings held	4 out of 4 meetings held

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

**Sd/-
Sunny Ganatra
Company Secretary & Compliance Officer
(ACS No.: 62430)**

Date: June 02, 2026

Place: Mumbai

