

Aadhar Housing Finance Limited

CIN: U65922KA2010PLC096680

Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027
Karnataka

Tel: 022-3950 9900 Fax: 022-3950 9934

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MEETING OF EQUITY SHAREHOLDERS


Date	: Monday, 17 th July, 2017
Time	: 11:00 AM
Venue	: Corporate Office at CO:201, 2 nd Floor, Raheja Point -1, Vakola, Santacruz East, Mumbai - 400055

INDEX

Sl. No	Contents	Page No.
1.	Notice convening Meeting of Equity Shareholders of Aadhar Housing Finance Limited	1
2.	Explanatory Statement under Section 230 of the Companies Act, 2013	4
3.	Reports adopting the scheme along with Scheme of Amalgamation of Aadhar Housing Finance Limited ("Transferor Company") with DHFL Vysya Housing Finance Limited ("Transferee Company") and their respective shareholders, adopted by the Boards of Directors of the Transferor and Transferee Companies	16
4.	Form of Proxy in MGT 11	20
5.	Attendance Sheet	23
6.	Postal Ballot Form and Voting Instructions	24
7.	Annexures	26

Dated: 7th June, 2017




(G.P. Kohli, Independent Director)
DIN - 00230388
Chairperson appointed for the meeting

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH AT
BENGALURU
ORIGINAL JURISDICTION
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF AADHAR HOUSING FINANCE LIMITED
AND
IN THE MATTER OF SCHEME OF AMALGAMATION OF AADHAR HOUSING
FINANCE LIMITED WITH DHFL VYSYA HOUSING FINANCE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS
FORM NO. CAA. 2

[Pursuant to Section 230 (3) and rule 6 and 7]

COMPANY APPLICATION NO. CA (CAA) 22/BB/2017

Aadhar Housing Finance Limited
CIN: U65922KA2010PLC096680
Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027
Karnataka
...APPLICANT/TRANSFEROR COMPANY

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS

To,

The Equity Shareholders of Aadhar Housing Finance Limited,

Notice is hereby given that pursuant to the order dated 31st May, 2017 by the National Company Law Tribunal Bengaluru Bench ("the Tribunal" or "the NCLT"), which has directed the Transferor Company to convene the meeting of the Equity Shareholders of the Transferor Company for the purpose of considering, and if thought fit, approving with or without modification the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective shareholders.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Transferor Company will be held at the Corporate Office at CO:201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz East, Mumbai - 400055, on Monday, 17th July 2017 at 11.00 AM at which date, time and place the said equity shareholders are requested to attend.

The copy of the said Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective shareholders and of the statement under section 230 read with section 102 and other applicable provisions of the Companies Act, 2013 can be obtained free of charge at the corporate office or at the registered office of the company. The Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the at Corporate Office at CO:201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz East, Mumbai – 400055 or at the registered office of the company at No.3, JVT Towers, 8th A Main Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka not later than 48 hours before the meeting.

The last day for receipt of the duly executed postal ballot is 15th July, 2017.

The Tribunal has appointed Mr. V. Sridar, Independent Director and failing him Mr . G.P. Kohli, Independent Director of the Transferor Company, to be the Chairperson of the said meeting. The above mentioned amalgamation, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

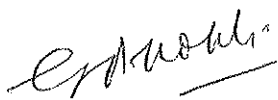
This notice is given for consideration of the resolution passed at such Tribunal Convened Meeting or by way of postal ballot pursuant to relevant provisions of the Companies Act, 2013 read with the relevant rules.

TAKE FURTHER NOTICE that each equity share constitutes one vote as such the holder of such share can either opt for voting at the venue of the meeting of the equity shareholders of the Company or by sending postal ballot. If you opt for sending postal ballot, then do not vote at the venue of the meeting and vice-versa. In case of equity shareholders exercising their right to vote via both modes, i.e. at the venue of the meeting of the equity shareholders of the Company as well as sending postal ballot, then postal ballot shall prevail over voting by the said equity shareholder at the venue of the meeting of the equity shareholders and the vote cast at the venue of the meeting by that equity shareholder shall be treated as invalid.

A copy of the Scheme of Amalgamation, the statement under Section 230 of the Companies Act, 2013, the Form of Proxy and attendance slip are enclosed.

Dated: 7th June, 2017




(G.P. Kohli, Independent Director)
DIN - 00230388
Chairperson appointed for the meeting

Note:

1. All alterations made in the form of proxy should be initialed.
2. Explanatory Statement of material facts for the proposed Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with applicable rules thereunder and provisions of Section 230 of the Companies Act, 2013 setting out material facts forms part of this Notice booklet.
3. We request you to communicate your assent or dissent by carefully reading the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India) so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 PM. The reply received after the said date shall be treated as if reply from the equity shareholder has not been received. The equity shareholders who wish to exercise their vote using postal ballot form are requested to carefully go through the instructions printed overleaf the enclosed postal ballot form.
4. The Notice of the postal ballot is being sent to all the equity shareholders whose names appear in the records of the Company as on 31st May, 2017. In respect of the equity shareholders who have registered their e-mail IDs for receipt of documents in electronic mode, would be sent the Notice of postal ballot by e-mail.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the equity shareholders as on 31st May, 2017.
6. The voting period for postal ballot commences on 15th June, 2017 and ends on 15th July 2017. Responses received after this date and time will be treated as invalid.
7. Equity shareholders are also requested to carefully read the instructions printed in this notice before exercising their vote.
8. After you vote, the vote cannot be changed subsequently.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH AT
BENGALURU

ORIGINAL JURISDICTION

IN THE MATTER OF COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF AADHAR HOUSING FINANCE LIMITED

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF AADHAR HOUSING
FINANCE LIMITED WITH DHFL VYSYA HOUSING FINANCE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS

COMPANY APPLICATION NO. CA (CAA) 22/BB/2017

Aadhar Housing Finance Limited

CIN: U65922KA2010PLC096680

Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027

Karnataka

...APPLICANT/ TRANSFEROR COMPANY

**EXPLANATORY STATEMENT UNDER SECTION 230 OF AND SECTION 102 OF THE
COMPANIES ACT, 2013 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING
OF THE EQUITY SHAREHOLDERS OF AND NOTICE FOR POSTAL BALLOT**

1. Pursuant to the Order dated 31st May, 2017 passed by the NCLT, Bengaluru Bench in the Company Application referred to hereinabove, meeting of the Equity Shareholders of the Transferor Company, on Monday, 17th July, 2017 at 11.00 A.M at Corporate office at CO: 201, 2nd Floor, Raheja Point -1, Vakola, Santacruz East, Mumbai - 400055, is being convened for the purpose of considering and, if thought fit, approving with or without modification(s) the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective shareholders. The resolution to be submitted at the said meeting will read as follows:

“RESOLVED THAT pursuant to Sections 230 to 232 of the Companies Act, 2013 (the Act) and Companies (Compromise, Arrangement and Amalgamation) Rule 2016 and the National Company Law Tribunal Rules 2016 (the Rules) and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Honorable National Company Law Tribunal Bengaluru Bench and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable Tribunal or other appropriate authorities, the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective shareholders in terms of the draft laid before the meeting and initialed by the Chairperson for the

purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution."

2. In this statement, Aadhar Housing Finance Limited is hereinafter referred to as "the Applicant Company" or "the Transferor Company" and DHFL Vysya Housing Finance Limited is referred to as "the Transferee Company". Where the context so requires, the Transferor Company and the Transferee Company are together referred to as the "Companies".
3. The Registered Office of the Transferor Company is situated at No.3, JVT Towers, 8th A Main Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka and the Corporate Office at CO: 201, 2nd Floor, Raheja Point -1, Vakola, Santacruz East, Mumbai - 400055.
4. The Corporate Identification Number (CIN) of the Transferor Company is U65922KA2010PLC096680 and the Permanent Account Number of the Transferor Company is AAICA4667N.
5. The Registered office of the Transferee Company is situated at No.3, JVT Towers, 8th A Main Road, Sampangi Rama Nagar, Bengaluru - 560 027, Karnataka.
6. The Corporate Identification Number (CIN) of the Transferee Company is U66010KA1990PLC011409 and the Permanent Account Number of the Transferee Company is AABCV5640B.
7. The Transferor Company was incorporated on 03rd May 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies Mumbai under the name and style of "*Aadhar Housing Finance Private Limited*". Thereafter the Company was converted into a Public Limited Company on 3rd September, 2013 and the registered office of the Transferor Company was shifted to the State of Karnataka with effect from 23rd September 2016. The Transferor Company is engaged in the business of providing housing loans/finance to retail individuals or companies for purchase or construction/repair and renovation of new/existing flats/house for residential purpose and provide property related services. The email address of the Transferor Company is sreekanth.n@aadharhousing.com.
8. The Transferee Company was incorporated on 26th November 1990 under the provisions of the Companies Act, 1956 with the Registrar of Companies Bengaluru under the name and style of "*Vysya Bank Housing Finance Limited*". The Transferee Company subsequently changed its name from "*Vysya Bank Housing Finance Limited*" to "*DHFL Vysya Housing Finance Limited*" and was issued a fresh certificate of incorporation dated 9th October 2003. The Transferee Company is engaged in the business of providing long term financial assistance to any person, individual, companies, corporations, firms, societies or associations for purpose of construction, purchase, acquisition of residential houses or flats. The email address of the Transferee Company is lourdunathan.MS@dvhousing.com.

9. The Main Objects of the Transferor Company as set out in its Memorandum and Articles of Association are briefly as follows:

“(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

“1A. To advance money to any person or persons of lower and middle income group or economically weaker section of the society or co-operative society or A.O.P Company or Corporation, jointly or individually, for long term, either at interest or without interest and/or with or without security for the purpose of enabling the person borrowing the same to erect or purchase, any house or building or any part or position thereof for residential purpose in India upon such terms and conditions as the Company may think fit.

1B. To solicit and procure Insurance Business as a Corporate Agent in respect of all or any classes of insurance and to undertake such other activities which are incidental or ancillary thereto.

1C. To carry on the business of retail and institutional distribution of the units of mutual funds or other trusts, funds or pooled investments vehicles or any other financial products issued by banks, mutual funds, non-banking financial companies or any financial intermediary.”

10. The Main Objects of the Transferee Company as set out in its Memorandum and Articles of Association are briefly as follows:

“(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of providing long term financial assistance to any person, individual, companies, corporations, firms, societies or associations for purposes of construction, purchase, acquisition of residential houses or flats on such terms and conditions as the Company may deem fit.

2. To solicit and procure Insurance Business as Corporate Agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto.

3. To carry on the business of retail and institutional distribution of the units of mutual funds or trusts, funds or pooled investments vehicles or any other financial products issued by banks, mutual funds, non-banking financial companies, assets reconstruction companies or any financial intermediary”.

11. Both, the Transferor and Transferee Companies are subsidiaries of Wadhawan Global Capital Private Limited.

12. By the Scheme of Amalgamation it is proposed to amalgamate the Transferor Company with the Transferee Company as the Board of Directors of both the

Transferor Company and the Transferee Company are of the opinion that the amalgamation would enable:

- a. Consolidation of businesses;
 - b. Maximize synergies;
 - c. Simplification of the organizational structure;
 - d. Reduce administrative cost; and
 - e. Achieve operational and management efficiency, including reduction of managerial overlaps
13. The shares of both, the Transferor Company and the Transferee Company are unlisted. However the secured and unsecured Non-Convertible Debentures (NCDs) of the Transferor Company and the secured NCDs of the Transferee Company are listed on Bombay Stock Exchange.
14. Capital Structure
- a. The Authorized, Issued, Subscribed and Paid-up share capital of the Transferor Company as on 31st March 2016 is as follows:

Authorised Capital	Amount Rs.
20,00,00,000 Equity Shares of INR 10/- each	2,00,00,00,000/-
Issued, Subscribed and Paid-Up Capital	Amount Rs.
10,00,00,000 Equity Shares of INR 10/- each fully paid up	1,00,00,00,000/-

Subsequent to 31st March 2016, the Transferor Company has made a rights issue of 2,04,91,803 equity shares of face value INR 10 each, at the fair value of INR 24.40 per share, to its existing equity shareholders, in proportion to their existing shareholding in the ratio of b:1 (approx.)

As on 31st January 2017, the Authorized, Issued, Subscribed and Paid-up equity share capital of the Transferor Company is as under:

Authorized Capital	Amount Rs.
20,00,00,000 Equity Shares of INR 10/- each	2,00,00,00,000/-
Issued, Subscribed and Paid-Up Capital	Amount Rs.
12,04,91,803 Equity Shares of INR 10/- each fully paid up	1,20,49,18,030/-

- b. The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31st March 2016, was as follows:

Authorized Capital	Amount Rs.
2,00,00,000 Equity Shares of INR 10/- each	20,00,00,000/-
Issued, Subscribed and Paid-Up Capital	Amount Rs.
1,10,80,705 Equity Shares of INR 10/- each fully paid up	110,807,050/-

Subsequent to 31st March, 2016, there has been no change in the aforesaid share capital of the Transferee Company

15. The Board of Directors of the Transferor Company has approved and adopted the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective Shareholders at its meeting held on 09th June 2016 subject to approval by the requisite majority of the equity shareholders of the Transferor Company and creditors of the Transferor Company, as may be required, and subject to the sanction of the National Company Law Tribunal and of such other authorities as may be necessary. Subsequently, the Board of Directors of the Transferor Company approved the revised Scheme of Amalgamation at its meeting held on 01st September 2016. The Directors present unanimously voted in favour of the resolution. Further, the Amalgamation Committee as constituted by the Board unanimously approved the Revised Scheme of Amalgamation at its meeting dated 24th February 2017. Extracts of the resolutions passed at the above mentioned meetings are enclosed as Annexure C.

Names of the directors (present at the meeting) who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

Name of the Director present at the meeting on 1 st September, 2016	Voted in favour / against / abstained from voting
1. Mr. Kapil Wadhawan	Voted in favour of Resolution
2. Mr. V. Sridar	Voted in favour of Resolution
3. Mr. G. P. Kohli	Voted in favour of Resolution
4. Mr. M.K. Chouhan	Voted in favour of Resolution

16. The Board of Directors of the Transferee Company has approved and adopted the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective Shareholders at its meeting held on 09th June 2016 subject to approval by the requisite majority of the equity shareholders of the Transferee Company and creditors of the Transferee Company, as may be required, and subject to the sanction of the National Company Law Tribunal and of such other authorities as may be necessary. Subsequently, the Board of Directors of the Transferee Company approved the revised Scheme of Amalgamation at its meeting held on 13th September 2016. The Directors present unanimously voted in favour of the resolution. Further, the Amalgamation Committee as constituted by the Board unanimously approved the Revised Scheme of Amalgamation at its meeting dated 10th October 2016 and dated 06th March 2017.

Names of the directors (present at the meeting) who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

Name of the Director present at the meeting on 13 th September, 2016	Voted in favour / against / abstained from voting
1. Mr. Kapil Wadhawan	Voted in favour of Resolution
2. Mr. G. P. Kohli	Voted in favour of Resolution
3. Mr. R. Nambirajan, Managing Director	Voted in favour of Resolution

17. REPORT UNDER SECTION 230 TO 232 OF THE COMPANIES ACT 2013

- A. Under the proposed Scheme, the entire assets and liabilities of the entire undertaking of Aadhar Housing Finance Limited, the Transferor Company is proposed to be transferred to and vested in DHFL Vysya Housing Finance Limited, the Transferee Company. The said scheme will be effective from 1st April 2016, the Appointed Date.
- B. The objectives of the above scheme and the benefits as perceived by the Board of Directors to the company, members, creditors and others are as follows:
1. Consolidation of businesses;
 2. Maximize synergies;
 3. Simplification of the organizational structure;
 4. Reduce administrative cost; and
 5. Achieve operational and management efficiency, including reduction of managerial overlaps

C. Share Exchange Ratio:

Upon this Scheme becoming effective, Transferee Company shall without any further application or deed, issue and allot Equity Shares, at fair values, credited as fully paid-up, to the extent indicated below to the equity shareholders of Transferor Company holding fully paid-up Equity Shares and whose name appear in the register of members on the Effective Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the respective Board of Directors, in the following proportion:

“10(Ten) fully paid Equity Shares of INR 10/- each of Transferee Company shall be issued and allotted for every 119 (One Hundred and Nineteen) fully paid Equity Shares of INR 10/- each held in Transferor Company”

The valuation report issued by M/s N S Kumar & Co. is enclosed herewith as Annexure B.

- D. The Directors and Key Managerial Personnel (“KMP”) of the respective companies shall deemed to be interested in the above merger between the Transferor Company and the Transferee Company to the extent of shares held by them, if any.
- E. As per the audited balance sheet of the Transferor Company made upto 31.3.2016, the assets and liabilities of the Transferor Company are as follows:

(In millions)

Liabilities	Amount	Assets	Amount
Share capital	1,000.00	Noncurrent assets	17,485.61
Reserves and surplus	337.47	Current assets	2,198.72

Non-current liabilities	12,928.98		
Current liabilities	5,417.88		
Total	19,684.33	Total	19,684.33

Subsequent to the date of the aforesaid audited accounts, there has been no substantial change in the financial position of the Transferor Company excepting those arising or resulting from the usual course of business.

- F. As per the audited balance sheet of the Transferee Company made upto 31.3.2016, the assets and liabilities of the company are as follows:

(In millions)

Liabilities	Amount	Assets	Amount
Share capital	110.81	Fixed assets	13,682.76
Reserves and surplus	1,357.39	Long term loans and advances	2,107.94
Non-current liabilities	11,349.07	Other current assets	
Current liabilities	2,973.43	Current assets	
TOTAL	15,790.70	TOTAL	15,790.70

Subsequent to the date of the aforesaid audited accounts, there has been no substantial change in the financial position of the Transferee Company excepting those arising or resulting from the usual course of business.

- G. There are no investigation proceedings or winding up proceedings pending against the Transferor and Transferee Companies under Sections 235 to 251 or any other provisions of the Companies Act, 1956 or Sections 206 to 229 of the Companies Act, 2013.
- H. Pursuant to clause 6.2 of the Scheme, the 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended by deleting the existing Clause and replacing it by the following:
- "The Share Capital of the Company is INR 2,20,00,00,000/- (Rupees Two Hundred and Twenty crores Only) divided into 22,00,00,000/- (Twenty Two Crores) Equity Shares of INR 10/- each."*
- I. Names of the Promoters and Directors of the Transferor Company along with their addresses

LIST OF DIRECTORS	
Sl. No	Name, Designation, DIN and address
1	Mr. Kapil Wadhawan, Director, DIN: 00028528, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.
2	Mr. Bikram Sen, Director, DIN: 00230547 No.181, Kalpataru Heights, 18 th Floor, Sane Guruji Marg, Mumbai Central, Mumbai-400011.
3	Mr. V. Sridar, Independent Director, DIN: 02241339 No.303A, H.P. Employees CHS, Plot No.BNDR-11, Tilak Nagar, Chembur, Mumbai-400089.
4	Mr. G.P. Kohli, Independent Director, DIN: 00230388 No.1403/1404, Dheeraj Enclave, Tower A/1, Off. Western Express Highway, Opp: Bhor, Voriwali East, Mumba,-400066.
5	Mr. Mahendra Kumar Chouhan, Nominee Director, DIN: 00187253; A/1, Shitala Krupa, 277, LJ Road, Mahim West, Mumbai- 400016, Maharashtra
6	Ms. Sasikala Varadachari, Woman Director, DIN: 07132398; E-11, Hiranya Apts., Greenways Road Extension, Raja Annamalaipuram, Chennai- 600028, Tamil Nadu.
LIST OF PROMOTERS	
Sl. No	Name, Designation, DIN and address
1	Mr. Kapil Wadhawan, Director, DIN: 00028528, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.
2	Dewan Housing Finance Corporation Limited, 10 th Floor, TCG Financial Centre, BKC, Bandra E Mumbai-400093.
3	Wadhawan Global Capital Private Limited, 4th Floor, Hdil Towers Anant Kanekar Marg, Bandra East Mumbai Mh 400051.

- J. Names of the Promoters and Directors of the Transferee Company along with their addresses

LIST OF DIRECTORS	
Sl. No	Name, Designation, DIN and address
1.	Mr. Kapil Wadhawan, Chairman, DIN: 00028528, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.
2.	Mr. R. Nambirajan, Managing Director DIN: 00241157 No.55, Concorde Homes, Kudlu Main Road, Bagalore-560068.
3.	Mr. G.P. Kohli, Independent Director, DIN: 00230388 No.1403/1404, Dheeraj Enclave, Tower A/1, Off. Western Express Highway, Opp: Bhor, Voriwali East, Mumba,-400066.
4.	Mr. Bikram Sen, Independent Director, DIN: 00230547 No.181, Kalpataru Heights, 18 th Floor, Sane Guruji Marg, Mumbai Central, Mumbai-400011.

5.	Mr.V. Sridar, Independent Director, DIN: 02241339 No.303A, H.P. Employees CHS, Plot No.BNDR-11, Tilak Nagar, Chembur, Mumbai-400089.
LIST OF PROMOTERS	
Sl. No	Name, Designation, DIN and address
1.	Wadhawan Global Capital Private Limited, 4th Floor, Hdil Towers Anant Kanekar Marg, Bandra East Mumbai Mh 400051.
2.	Dewan Housing Finance Corporation Limited, Shareholder, 10 th Floor, TCG Financial Centre, BKC Road, Mumbai-400093.
3.	Mr. Kapil Wadhawan, Chairman, DIN: 00028528, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.
4.	Mr. Dheeraj Wadhawan, Shareholder, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.
5.	Smt. Aruna Wadhawan, Shareholder, Wadhawan House, Plot No.32/A, Union Park Road, No.05, Bandra (West), Mumbai-400050.

K. Disclosure about the effect of the amalgamation on the following stakeholders of the Transferor Company:

(a)	Key managerial personnel	No impact
(b)	Directors	Mr. MK Chouhan & Ms. Sasikala V will be vacating their offices as Directors of the company
(c)	Promoters	New shares will be issued by Transferee company as per swap ratio
(d)	Non-promoter members	New shares will be issued by Transferee company as per swap ratio
(e)	Depositors	Nil
(f)	Creditors	No impact
(g)	Debenture holders	No impact
(h)	Deposit trustee and debenture trustee	No impact
(i)	Employees of the Transferor Company	No impact

L. Disclosure about the effect of the amalgamation on the following stakeholders of the Transferee Company:

(a)	Key managerial personnel	No impact
(b)	Directors	No impact
(c)	Promoters	The shareholding of the promoters will get diluted by 7.1%

(d)	Non-promoter members	The shareholding of the non-promoters will increase by 7.1%
(e)	Depositors	No impact
(f)	Creditors	No impact
(g)	Debenture holders	No impact
(h)	Deposit trustee and debenture trustee	No impact
(i)	Employees of the Transferor Company	No impact

- M. A copy of the Scheme has been filed with the Registrar of Companies.
- N. The report of the scheme duly adopted by the Directors is furnished herewith.
- O. Provisional balance sheet as at 31 January 2017 is enclosed as Annexure A.
18. Inspection of the following documents may be done at the Corporate Office or Registered Office of the Transferor Company on any working day (except Saturday and Sunday) prior to the date of the meeting between 10.00 A.M. to 4.00 PM.
- (a) Order dated 31st May, 2017 .of the Hon'ble Tribunal passed in Company Application No CA (CAA) 22/BB/2017 directing the convening of the meetings of Equity Shareholders, Secured and Unsecured Creditors of the Transferee Company.
 - (b) Scheme of Amalgamation (attached as Annexure -D).
 - (c) Memorandum and Articles of Association of the Transferor and the Transferee Companies.
 - (d) Annual Report of the Transferor and the Transferee Companies for the year ended 31.3.2016
 - (e) Provisional balance sheet of the Transferor and Transferee Companies as at 31 January 2017
 - (f) Contracts or agreements material to the amalgamation
 - (g) Certificate issued by the Auditor of the company to the effect that the accounting treatment if any proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013
 - (h) Such other information or documents as the Board or Management believes necessary and relevant for making decisions for or against the Scheme
19. Details of approval from regulatory authorities -
- a) Approval from Competition Commission of India and National Housing Bank has been obtained.

20. Summary of Valuation Report -

- a) The Valuation Report has been obtained from M/s N S Kumar & Co., an independent valuer
- b) For the purpose of determining the number of shares to be issued to the equity shareholders of the Transferor Company, the valuer has examined, considered and placed reliance on various details, data, documents, accounts and statements furnished and explanations and information given to him, such as financial statements, discussions with management and industry and economy information.
- c) As per the valuer, the Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of the Transferor and Transferee Companies based on the methodology explained in the Valuation Report and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations. The same is enclosed as Annexure B.

The valuation report is available for inspection at the corporate office and the registered office of the Transferor Company up to one day prior to the date of the meeting between 11:00 am and 6:00 pm on all working days (except Saturday, Sunday and public holidays).

21. Amount due to unsecured creditors by the Transferor Company as at 31st January, 2017 (provisional) is Rs. 5,004,074,004.
22. This statement may also be treated as an Explanatory Statement under Section 102 of the Companies Act, 2013.
23. After the Scheme of Amalgamation is approved by you, it will be further subject to the approval by the Hon'ble National Company Law Tribunal Bengaluru Bench.
24. Pre and Post Amalgamation Shareholding Pattern

Pre-amalgamation shareholding pattern of the Transferor Company and pre and post-amalgamation (expected) shareholding pattern of the Transferee Company are given below:

- a) The pre- amalgamation shareholding pattern of the Transferor Company is provided as Annexure D1
- b) The pre and post-amalgamation shareholding pattern of the Transferee Company is given as Annexure D2

Dated: 7th June, 2017



G. P. Kohli

Mr. G. P. Kohli
DIN - 00230388

Chairperson appointed for the meeting

Registered Office:

No.3, JVT Towers, 8th A Main Road,
Sampangi Rama Nagar, Bengaluru - 560 027, Karnataka

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH AT
BENGALURU
ORIGINAL JURISDICTION
IN THE MATTER OF COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF AADHAR HOUSING FINANCE LIMITED
AND
IN THE MATTER OF SCHEME OF AMALGAMATION OF AADHAR HOUSING
FINANCE LIMITED WITH DHFL VYSYA HOUSING FINANCE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS

COMPANY APPLICATION NO. CA (CAA) 22/BB/2017

Form No. MGT-11

PROXY FORM

Aadhar Housing Finance Limited

CIN: U65922KA2010PLC096680

Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027

Karnataka

...APPLICANT/ TRANSFEROR COMPANY

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No /*DP ID and Client Id: (*Applicable to Investors holding shares in dematerialized form)	
No. of shares held	

I/We, being the member (s) of _____ equity shares of Aadhar Housing Finance Limited, hereby appoint:

1.	Name	
	Address	
	Email ID	
	Signature	

or failing him

2.	Name	
	Address	
	Email ID	
	Signature	

or failing him

3.	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll), for me/us and on my/our behalf at the National Company Law Tribunal convened meeting, to be held at the Corporate Office at CO:201, 2nd Floor, Raheja Point -1, Vakola, Santacruz East, Mumbai -400055 on 17th July, 2017 at 11.00 AM and at any adjournment thereof, in respect of such resolution and in such manner as indicated below:

Description of resolution	For	Against
Resolution pursuant to Section 230 to 232 of the Companies Act, 2013 read with the applicable provisions and Rules and under the relevant provisions of applicable law for approval with or without modification(s), the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya Housing Finance Limited and their respective shareholders		

Signed this ____ (date) day of _____ (month) 2017

Signature of shareholder

Signature of proxy holder

1. Proxy Form, duly stamped, completed and signed must be deposited at the Registered Office of the Transferor Company at No.3, JVT Towers, 8th A Main Road, Sampangi Rama Nagar, Bengaluru - 560 027, Karnataka not later than 48 hours before the meeting.
2. Please select the appropriate column by placing a tick mark (✓) against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate
3. All alterations made in the form of Proxy must be initialed
4. In case of multiple proxies, proxy later in time shall be accepted.

Aadhar Housing Finance Limited

CIN: U65922KA2010PLC096680

Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027
Karnataka

Tel: 022-3950 9900 Fax: 022-3950 9934

Website : www.aadharhousing.com Email : sreekanth.n@aadharhousing.com

ATTENDANCE SLIP

In the matter of Scheme of Amalgamation of Aadhar Housing Finance Limited (Transferor Company) with DHFL Vysya Housing Finance Limited (Transferee Company).

I/We hereby record my/our presence at the Tribunal Convened Meeting of the equity shareholders of the Company held at the Corporate Office at CO:201, 2nd Floor, Raheja Point -1, Vakola, Santacruz East, Mumbai - 400055 on 17th July, 2017 at 11.00 AM

NAME (S) OF THE SHARE HOLDER (S) / PROXY (IN BLOCK LETTERS)	
FOLIO NO/ CLIENT ID NO	
DP ID NO	
NUMBER OF SHARES HELD	
SIGNATURE OF THE EQUITY SHAREHOLDER (S) / PROXY	

Note : Equity shareholder/Proxy holder, as the case may be, is requested to sign and hand over this slip at the entrance of the meeting venue.

Aadhar Housing Finance Limited

Registered office at No.3, JVT Towers,
8th A Main Road, Sampangi Rama Nagar,
Bengaluru 560 027
Karnataka

Tel: 022-3950 9900 Fax: 022-3950 9934

Website : www.aadharhousing.com Email : sreekanth.n@aadharhousing.com

Form No. MGT -12 POSTAL BALLOT FORM

S. No.	Particulars	Details
1.	Name & registered address of the sole/ first named shareholder	
2.	Name(s) of the Joint Shareholder(s), if any	
3.	Registered folio Number or *DPID No. & Client ID No. (*Applicable to Investors holding shares in dematerialized form)	
4.	Number of Equity Shares held	

I / We hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice dated 7th June 2017, of Aadhar Housing Finance Limited (the "Notice") by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate column below.

Description of Resolution	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution pursuant to Section 230 to 232 of the Companies Act, 2013 read with the applicable provisions and Rules and under the relevant provisions of applicable law for approval with or without modification(s), the Scheme of Amalgamation of Aadhar Housing Finance Limited with DHFL Vysya			

Date:

Place:

Signature of Shareholder:

POSTAL BALLOT VOTING INSTRUCTIONS

The detailed procedure is as under:

1. An equity shareholder desiring to exercise vote by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Roy Jacob, Practising Company Secretary in the enclosed self-addressed postage prepaid envelope. The postage has been borne and paid by the Transferor Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the equity shareholder will also be accepted.
2. The self-addressed postage prepaid envelope bears the name and address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the postal ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6:00 PM on 15th July, 2017. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. The voting rights shall be reckoned on the paid up value of shares registered in the name of the equity shareholders as on 31st May, 2017.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. There will be only one Postal Ballot Form for every Registered Folio/client ID irrespective of the number of joint member(s).
9. The consent must be accorded by recording the Assent in the column for or Dissent in the column against by placing a tick mark (✓) in the appropriate column in the postal ballot form. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. The result of the voting on the resolutions will be announced on 18th July, 2017 and displayed at the registered office of the Company and also be posted on the website of the Company viz. www.aadharhousing.com.