



[Formerly known as DHFL Vysya Housing Finance Ltd]

201, Raheja Point - 1,
Nr. SVC Bank, Nehru Road, Vakola,
Santacruz (E), Mumbai - 400 055

Tel: 022 39509900/61213400
Fax: 022 39509934

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

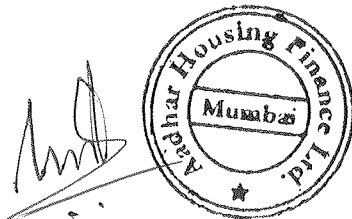
Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of Members of Aadhar Housing Finance Limited (Formerly known as DHFL Vysya Housing Finance Limited), will be held on Wednesday 31st January, 2018 at 3.00 P.M. (15.00 Hours) at the Registered Office of the Company, at No.3, 2nd Floor, 8th A Main, J.V.T. Towers, Sampangirama Nagar, Bangalore, Karnataka-560 027, to transact the following business:

SPECIAL BUSINESS

1. Increase in borrowing powers of the Company

To consider, and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at their Extra-Ordinary General Meeting and pursuant to the provisions of Sections 42, 71, 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the directions/guidelines issued by the National Housing Bank and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, approval of the Members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as “the Board” which shall deem to include any Board Committee(s) or Management Committee or any other Committee which the Board may constitute for this purpose), to raise or borrow any sum or sums of money (including non-fund based facilities) by way of loan(s) in rupee currency and/or foreign currency from Banks and Financial Institution(s), Inter- Corporate Deposit(s) and/or securities comprising of Secured/Unsecured, Fully/ Partly paid-up, Convertible and/or Non-Convertible Debentures and/or Bonds and/or all other securities with or without detachable or non-detachable warrants and/or



secured premium notes/bonds and/or fixed/floating rate notes/ bonds or pass through Certificate(s) of Mortgage Backed Securitized Assets or any other debt/money market instruments, Refinance from Banks/Regulators, Securitization of loans or instruments issued/to be issued by the Company in India or outside India, in one or more tranches, from time to time at their discretion, which together with the money already borrowed by the Company (apart from temporary loans, overdrafts obtained or to be obtained from the Company's Bankers in the ordinary course of business), may at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed shall not at any time exceed Rs. 10,000 Crores (Rupees ten thousand crores) or upto 16 times of Net Owned Fund (NOF) of the Company, whichever is lower, as per provisions of National Housing Bank (NHB) Act/ NHB Directions(s)/Circulars & Notification/ Guidelines.

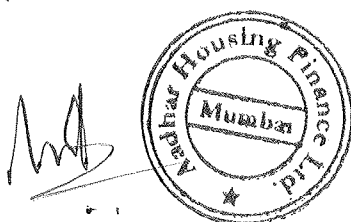
RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries, difficulties, doubts that may arise in respect of the borrowings and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution.”

RESOLVED FURTHER THAT a certified copy of this resolution duly signed/attested by Managing Director & Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be furnished to the respective person or authority/ies, and the said respective person or authority/ies be requested to act upon the same.”

2. Permission to create charge and/or mortgages on the assets of the Company

To consider, and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution:**

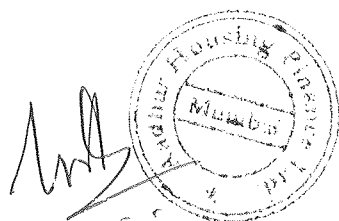
“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on 25th September, 2017 and pursuant to the provisions of Sections 42, 71, 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as “the Board” which shall deem to include any Board Committee(s) or



Management Committee or any other Committee which the Board may constitute for this purpose),, to create such mortgages, charges and/or hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such time and at such term(s) as the Board may determine, on all or any of the immovable and/or movable properties and/or Receivables of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, to in favour of the Banks/ Financial Institution(s) /other Lender(s)/ Agent(s)/ Trustee(s), for securing the borrowings by whatever name called, availed/to be availed including but not limited to, by way of loan(s) in rupee currency and/or foreign currency from Banks and Financial Institution(s), Inter- Corporate Deposit(s) and/or securities comprising of Secured/Unsecured, Fully/ Partly paid-up, Convertible and/or Non-Convertible Debentures and/or Bonds and/or other securities with or without detachable or non-detachable warrants and/or secured premium notes/bonds and/or fixed/floating rate notes/ bonds or pass through Certificate(s) of Mortgage Backed Securitized Assets or any other debt/money market instruments, issued/to be issued by the Company in India or outside India, in one or more tranches, from time to time, subject to the overall limits approved under Section 180(1)(c) of the Companies Act, 2013 and limit prescribed by National Housing Bank which ever is lower, together with interest and in case of default with accumulated interest, liquidated damages and commitment charges, premia on repayment (if any) or on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of their respective loan agreement(s), Debenture Trust Deed(s) or any other documents entered into between the Company and the Bank(s)/ Financial Institution(s)/ other Lender(s)/ Agent(s)/ Trustee(s) on such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated - in that behalf and agreed to, between the Board and Bank(s)/ Financial Institution(s) /other Lender(s)/ Agent(s)/Trustee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries, difficulties, doubts that may arise in respect of the borrowings and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution.”

RESOLVED FURTHER THAT a certified copy of this resolution duly signed/attested by Managing Director & Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be furnished to the respective person or authority/ies, and the said respective person or authority/ies be requested to act upon the same.”

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "NATIONAL HOUSING FINANCE CORPORATION LIMITED" around the perimeter and "MUMBAI" in the center.

3. To amend Clause – III of the Memorandum of Association

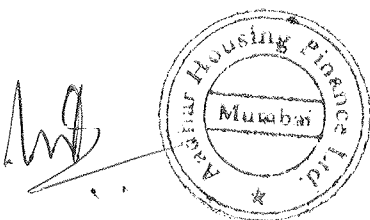
To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules & Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per other applicable Regulatory provisions, approval of the Members of the Company be and is hereby granted to amend the existing object Clause of Memorandum of Association (MOA) of the Company, and to align it as per the provisions of Companies Act, 2013 inter-alia by dividing/clubbing existing clauses into two sub-clauses namely (a) ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION i.e. clause III-A and (b). MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE- III-A’ and/or to make other necessary changes/amendment(s), as per the draft of the revised MOA placed before the meeting and also available for inspection on the website of the Company or at the Registered Office of the Company on working days during 9.30 a.m. to 6.30 p.m.

RESOLVED FURTHER THAT the Change in Name Clause pursuant to the Merger order of NCLT and ROC approval to change as – **“Aadhar Housing Finance Limited”** and revision in Capital Clause from Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 Equity share of Rs. 10 each to Rs. 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 22,00,00,000 equity shares of Rs. 10/- each, which were forming part of the Scheme of Amalgamation as approved by of NCLT, vide its order dated 27th October, 2017 and the same have been given effect by filing of necessary Form(s) with ROC and/or Central Government & approval already obtained thereof.

RESOLVED FURTHER THAT any of the Director or Managing Director & Chief Executive Officer or Company Secretary of the Company be and are hereby severally authorized to do all acts / deeds / filings(electronically or otherwise)/ other needful, to give effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a Certified copy of this resolution duly signed/attested by Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be furnished to the respective person or authority/ies, and the said respective person or authority/ies be requested to act upon the same.”



4. To amend the clauses of Articles of Association

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 & other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), and as per SEBI Circular No. CIR/IMD/DF-1/67/2017 dated 30th June, 2017 and the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, and Other Regulatory Authority(ies), the existing Articles of Association (AOA) of the Company be and is hereby aligned/amended/substituted in its entirety by the revised set of Articles of Association to incorporate various provisions/clauses relating to IFC privileges/rights and the same be hereby approved and adopted in place & instead of the existing Articles of Association of the Company placed before the meeting and the draft of the same is available for inspection on the website of the Company and also at the Registered Office of the Company on working days during 9.30 a.m. to 6.30 p.m.

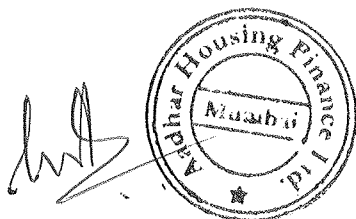
RESOLVED FURTHER THAT any of the Director or Managing Director & Chief Executive Officer or Company Secretary of the Company be and are hereby severally authorized to do all acts / deeds / filings (electronically or otherwise)/ other needful, to give effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a Certified copy of this resolution duly signed/attested by Managing Director & Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be furnished to the respective person or authority/ies, and the said respective person or authority/ies be requested to act upon the same.”

5. To approve Preferential Issue of Equity Shares of the Company on private placement basis

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution** :

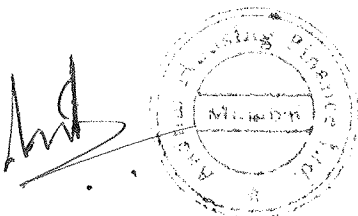
“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made thereunder, as amended from time to time, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and the applicable rules, regulations,



guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, IFC consent as per agreement or sanctions and approval by any authority, as may be necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other agreement(s), alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby granted to the Board to create, issue, offer, and allot, on a preferential basis a total of 39,42,407 number of equity shares (fraction has been rounded off to nearest integer) of face value of Rs. 10/ each (the "Equity Shares"), at a premium of Rs. 281.70 per share, to the aggregate issue price of Rs. 291.70/- (Rupees Two ninety one and seventy paise only) each or such issue price to be determined as per the valuation report, making the consolidated value of shares issued up to Rs. 115,00,00,000 (Rupees one hundred and fifteen crores only), including premium, at such time or times, in one or more tranches to those shareholders to whom Private placement offer is given and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and Share Certificates or Demat credit to DP Account of eligibleshareholder(s) shall be issued/ made within the prescribed time-limit as per the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents including for appointment of agencies, intermediaries and advisors, filing/submitted of various forms/documents/applications with Registrar and Share Transfer Agent, National Securities Depository of India Ltd.(NSDL) for the Issue and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the



shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

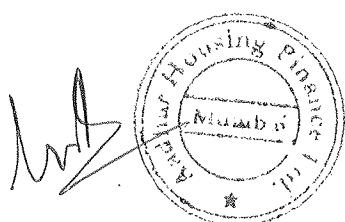
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges/authorities and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

6. To approve appointment of Mr. Deo Shankar Tripathi, as Managing Director & Chief Executive Officer (CEO) of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution** :


“**RESOLVED THAT** in accordance with the provisions of Sections 160, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), ratification approval of the Members of the Company be and is hereby granted to appoint Mr. Deo Shankar Tripathi (DIN : 07153794), as Managing Director & Chief Executive Officer of the Company for a period of 5 years, with effect from 5th December, 2017 (being the date of appointment as per the decision taken at Board Meeting), as per the terms and conditions of appointment, including remuneration as contained in the annexure forming part of the explanatory statement annexed with this Notice, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the terms & conditions within the overall ceiling of remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.



RESOLVED FURTHER THAT notwithstanding anything contrary contained herein, where in any financial year during the currency of his tenure, if the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the maximum remuneration permissible as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the any of the Director and / or the Company Secretary of the Company be and are hereby severally authorized to intimate / file necessary forms with the Registrar of Companies and other Regulator / Authorities as may be required.”

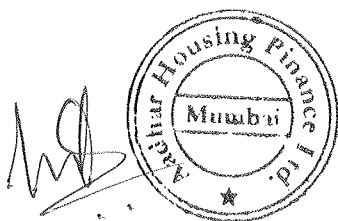
By order of the Board
For Aadhar Housing Finance Limited


Sreekanth V N
COMPANY SECRETARY
FCS : 4191

Registered Office:
No.3, 'JVT Towers', 8th A Main Road,
Sampangi Rama Nagar,
Bangalore Karnataka- 560027
Place: Mumbai
Date: 4th January, 2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY DULY FILLED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE EGM. A PROXY FORM FOR THE EGM IS ENCLOSED HERewith.
2. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. The Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, would be entitled to inspect the various documents, annexures & proxies lodged at any time during the business



hours of the Company (i.e. between 10.00 a.m. to 5.00 p.m.), provided that not less than three (3) days prior notice in writing is given to the Company.

4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the all Special Businesses to be transacted at the EGM and Attendance Slip is annexed hereto.
5. Members may also note that the Notice of this EGM will be available on the website of the Company i.e. www.aadharhousing.com.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto the date of EGM.
7. In case, of joint holders attending the EGM, only such joint holder whose name appear first in order of names will be entitled to vote.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
9. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
10. The resolutions listed in the Notice of this EGM shall be deemed to be passed on the date of the EGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

ANNEXURE TO THE NOTICE CALLING THE E.G.M.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

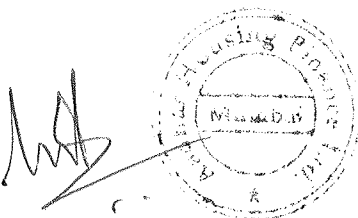
Item No. 1 and 2

Increase in borrowing powers of the Company and Permission to create charge and/or mortgage on the assets of the Company

In terms of the provisions of Section 180(1)(c) and other provisions of the Companies Act, 2013, the Members of the Company vide Special Resolution passed at their Extra-Ordinary General Meeting held on 25th September, 2017, authorized the Board of Directors of the Company to borrow, from time to time, in excess of the paid up share capital and its free reserves (that is to say the reserves not set apart for any specific purpose) to the extent of Rs. 3,000 Crores (Rupees three thousand Crores) or 16 times of Net Owned Fund (NOF) of the Company whichever is lower.

It is further to note that your Company, previously known as DHFL Vysya Housing Finance Limited (“Transferee Company or Company”) was merged with Aadhar Housing Finance Limited (Transferor Company) pursuant to the approval of Scheme of Amalgamation (Scheme) approved by Members and Creditors of both the transferor and transferee Company and Order (dated 27th October, 2017) of National Company Law Tribunal, Bengaluru Bench, Karnataka (NCLT).

Further as per the Scheme, the Company has applied for Availability and Change of Name to “Aadhar Housing Finance Limited” which were duly approved by the Registrar of Companies (ROC)- Central Registration Centre and Central Government respectively on 29th November , 2017 and 4th December, 2017 respectively.



The image shows a handwritten signature in black ink on the left side. To its right is a circular stamp. The stamp contains the text 'Aadhar Housing Finance Limited' around the perimeter and 'Member' in the center. There is a small 'x' mark at the bottom of the stamp.

Now keeping in view of the business plans, fund requirements and growth of Company i.e. Merged Entity, it is considered desirable and pertinent to increase the said borrowing limits upto Rs. 10,000 Crore or upto the limit prescribed under NHB Regulations. The Company shall, however, at all times ensure that the borrowings of the Company remains within the limit (i.e. 16 times of the Net Owned Fund) as prescribed by the National Housing Bank (NHB).

Members are further requested to note that, provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, stipulates that the Board of Directors shall not borrow money in excess of the paid up share capital of the Company and its free reserves, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business and shall not, create charge / hypothecation or mortgage the undertakings/properties of the Company (movable and/or immovable) to secure its borrowings respectively except with the consent of the Members accorded by way of a Special resolution.

It is, therefore necessary, for the Company to obtain Member's approval by way of a Special Resolution on the matters as set out at Item No. 1 & 2 of this Notice for enabling the Board to borrow (together with the money already borrowed), through loans, bonds, debentures or otherwise whether from India or outside India in one or more tranches, in excess of aggregate of the paid up share capital of the Company and its free reserves upto an amount of Rs. 10,000 Crores (Rupees Ten thousand Crores) or upto the total limit so borrowed shall at all times remain within the limits as prescribed by NHB. It is also pertinent to simultaneously seek approval of the Members of the Company by way of Special Resolution as set out at Item No. 2 of this Notice to create charge/hypothecation and/or mortgage on the immovable and/or movable properties and/or Receivables of the Company, present and future, to secure the borrowings of the Company.

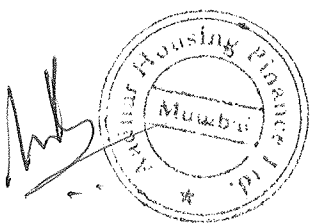
The above proposals are in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item Nos. 1 & 2 of this Notice for the approval of the Members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1 and 2 of this Notice.

Item No. 3

To Amend the Clause – III of Memorandum of Association

In terms of the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules & Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulatory provisions, it is proposed to amend the existing of Memorandum of Association (MOA) of the Company and to align it as per the provisions of Companies Act, 2013 inter-alia by dividing existing MOA under two Objects namely (a). THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION i.e. clause III-A and (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III-A.



Further, the Members are also requested to take note the Change of Name Clause of MOA (i.e. from DHFL Vysya Housing Finance Limited is changed to 'Aadhar Housing Finance Limited' and change in Capital Clause of MOA i.e. from Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 Equity share of Rs. 10 each to Rs. 2,20,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 22,00,00,000 equity shares of Rs. 10/- each), which were done pursuant to approval of Scheme of Amalgamation by the Members and Creditors of both the Companies and Transferor Company, Order of NCLT, approving the said Scheme and registration/ approval by Registrar of Companies (ROC).

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution as set out at Item Nos. 3 of this Notice for the approval of the Members as Special Resolutions. A copy of the same can be obtained on request or send to email ID of shareholders as per records.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3 of this Notice.

Item No. 4

To Amend clauses of Articles of Association

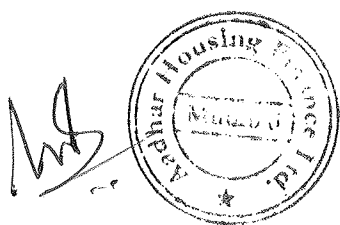
Members are requested to note that due to the Merger as detailed in explanatory statement explained in Item No. 1 & 2 as aforesaid and to give effect to Circular No. CIR/IMD/DF-1/67/2017 dated 30th June, 2017, issued by Securities and Exchange Board of India, to carry out consolidation and re-issuance of debt securities for grouping and consolidation of ISIN of Debt Securities as per the provisions of aforesaid SEBI Circular given below :

“The provisions of this circular shall be applicable for debt securities issued in the financial year (FY) 2017-18 i.e. after the date of this circular and shall not be applicable to the ISINs maturing in respect of the debt securities issued prior to the FY 2017-18. However, post FY 2017-18, whatever issuances are made by the issuer, the issues shall be grouped and consolidated under the ISIN maturing in the same FY”

Therefore, it is pertinent to align/substitute/amend the Articles of Association (AOA) of the Company and to include the various clauses of Articles of Transferor Company based on shareholders' agreement executed with International Financial Corporation (IFC). A copy of the same can be obtained on request or send to email ID of shareholders as per records.

Members are further requested to note that pursuant to the provisions of Sections 5 & 14 of the Companies Act, 2013, read with the Rule framed thereunder, amendment/substitution of Articles of Association as per provisions of Companies Act, 2013, requires approval of Members of the Company by way of Special Resolution.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution as set out at Item No. 4 of this Notice for the approval of the Members as Special resolution.



A copy of the existing as well as draft of new Articles of Association of the Company are available for inspection at the Registered Office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto the date of EGM and will also be available on the website of the Company i.e. www.aadharhousing.com.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5

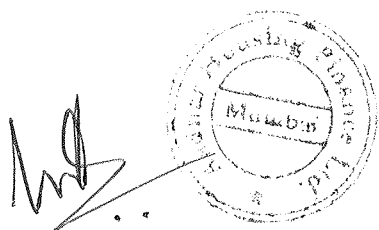
To approve Preferential Issue of Equity Shares of the Company on private placement basis

Members are requested to note that, your Company's business is growing and therefore additional Capital is required to be augmented to meet the working capital needs and meeting capital adequacy norms of National Housing Bank(NHB). Therefore it is proposed to raise capital through preferential issue of shares to the International Financial Corporation & holding company/ promoter group being the existing member(s) of the Company.

Members are further requested to note that pursuant to the provisions of Sections 42 & 62(1) (c) read with Rules of the Companies Act, 2013, Company can issue Shares on preferential basis, with the approval of shareholders through passing a Special Resolution.

Disclosure as per provisions of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions:

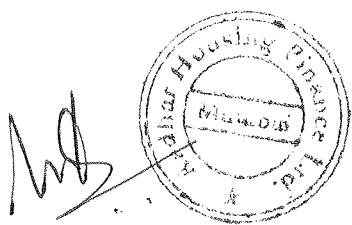
Sr. No.	Particulars	Response of the Management
1	Object of the Issue	Your Company's business is growing and therefore Capital is required to be augmented to meet the working capital needs and meeting capital adequacy norms of National Housing Bank.
2	Total number of shares or other securities to be issued;	39,42,407 number of equity shares (fraction has been rounded off to nearest integer) of face value of Rs. 10/ each.
3	Price or price band at/within which the allotment is proposed;	Rs. 291.70 (Rupees Two Hundred ninety one and paise seventy only) each or such issue price to be determined as per the Valuation Report
4	Basis on which the price has been arrived at along with report of the registered valuer;	Price has been arrived at based on Valuation Report
5	Relevant date with reference to which the price has been arrived at;	5 th December, 2017
6	The class or classes of persons to whom the allotment is proposed to be made;	Foreign Direct Investor & Promoter Group/ Holding Company



7	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	The offer, issue and allotment of the subject Equity Shares is being made to the Foreign Direct Investor & holding/promoter group to augment capital
8	Proposed time within which the allotment shall be completed;	As per the applicable provisions of Companies Act, 2013
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Post issue shareholding - (1) International Finance Corporation – 17% & (2) Holding Co.- Wadhawan Global Capital Pvt. Ltd. – 70%
10	The change in control, if any, in the company that would occur consequent to the preferential offer	Not Applicable
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	Nil
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;	Not Applicable

13. The pre and post Preferential issuance shareholding pattern of the company is as follows:-

Sr. No.	Category	Pre-issue Pref. Equity Shareholding		Post-issue Pref. Equity Shareholding	
A	PROMOTERS' HOLDING :				
1	Indian				
	Individuals/Relatives	412,066	1.94	412,066	1.64
	Bodies Corporate /Group entities	1,81,93,118	85.80	1,99,07,208	79.16
	Sub Total	18,605,184	87.74	20,319,274	80.80
	Foreign Promoters	0	0	0	0
	Sub Total (A)	18,605,184	87.74	20,319,274	80.80
B	NON PROMOTERS' HOLDING				
1	Institutional Investor (Banks and Financial Institution)	4,65,000	2.19	4,65,000	1.85
2	Non Institutional Investors				
	Private Corporate Bodies	30,000	0.14	30,000	0.12



Directors and Relatives	0	0	0	0
Indian Public/ Ex-employees	80,809	0.38	80,809	0.32
Others (Including NRIs/FII): International Finance Corporation, USA)	20,25,072	9.55	42,53,389	16.91
Sub Total (B)	2,600,881	12.26	4,829,198	19.20
GRAND TOTAL	21,206,065	100%	25,148,472	100%

Record date will be fixed on 31st January, 2018 being the date of EGM.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item No. 5 of this Notice for the approval of the Members as Special resolutions.

The Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution set out at Item No. 5 of this Notice to the extent of their present shareholding.

Item No. 6

Appointment of Mr. Deo Shankar Tripathi, as Managing Director & Chief Executive Officer (CEO) of the Company.

The Members are requested to note that, on the recommendations of the Nomination and Remuneration Committee at its meeting held on 5th December, 2017, the Board of Directors of the Company at their meeting held on same day, appointed Mr. Deo Shankar Tripathi (DIN : 07153794), as an Additional Director of the Company, whose period of office will liable to regularize at the ensuing Annual General Meeting (AGM) of the Company pursuant to section 160 of the Companies act, 2013.

Members are further requested to note that, on the recommendation of the Nomination and Remuneration Committee, Mr. Deo Shankar was also appointed/designated as a Managing Director & Chief Executive officer, by the Board of Directors at the same meeting for a period of 5 years w.e.f. 5th December, 2017 on terms, conditions & remuneration and disclosure of interest, as per annexure to item number 6 to this notice which is available at the registered office of the Company for inspection thereof, during the working hours (i.e. 9.30 p.m. to 6.30 p.m. except Saturday(s) and Sunday(s). A copy of the same can be obtained on request or send to email ID of shareholders as per records.

The Company has received from Mr. Deo Shankar Tripathi, his consent to act as a Director and Managing Director of the Company and intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013. Mr. Deo Shankar Tripathi satisfies all the conditions as set out in Part-I of Schedule V of the Companies Act, 2013 and under sub-section (3) of Section 196 of the Companies Act, 2013 and conditions specified by National Housing Bank vide various Circular, Notification, Guidelines etc. for being eligible for appointment.

