



[ Formerly known as DHFL Vysya Housing Finance Ltd ]

201, Raheja Point -1, Nr. Shamrao Vitthal Bank,  
Nehru Road, Vakola, Santacruz (E),  
Mumbai - 400055 (Mah.)

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 Monday 26<sup>th</sup> March, 2018 at 3.00 P.M. (15.00 Hours) at the Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055, to transact the following businesses:

### SPECIAL BUSINESS

#### I. To consider and approve the Aadhar Housing Finance Limited - Employee Stock Appreciation Rights Plan 2018.


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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, relevant provision(s)/regulation(s) of Securities and Exchange Board of India, as may be applicable to the Company on the time being in force, the Memorandum and Articles of Association of the Company or such other approvals, permissions, sanctions or such conditions and modifications as may be prescribed, the approval and consent of the Members be and is hereby accorded to the “Aadhar Housing Finance Limited - Employee Stock Appreciation Rights Plan 2018” (“ESAR 2018 Plan”/“Plan”) and authorised the Board of Directors/Committee of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or any other committee which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, and grant at any time to the benefit of such person(s) who are (a) permanent employees of the Company, working in India or outside India as defined in ESAR 2018 Plan (b) Directors of the Company whether a whole time director or not, but excluding Independent Directors, to offer/grant such number(s) of Employee Stock Appreciation Rights (“ESARs”) approved by the Board from time to time in one or more tranches, exercisable into not more than 11,00,000 (Eleven Lakhs) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10/- each as approved by the Board, or otherwise intended to be settled by way of cash at the discretion of the Board, as per such other terms and conditions, as may be determined/applicable to any corporate action in accordance with the provisions of the ESAR 2018 Plan and/or the applicable laws and regulations.”



1

For Aadhar Housing Finance Ltd

  
Company Secretary

Aadhar Housing Finance Ltd.  
(A Subsidiary of WGC)

CIN: U66010KA1990PLC011409  
Regd. Office: 2nd Floor, No. 3, JVT Towers,  
8th 'A' Main Road, S.R Nagar,  
Bengaluru - 560 027, Karnataka.  
Toll Free No: 1800 3004 2020

www.aadharhousing.com

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to formulate, evolve, decide, issue, allot equity shares or settle the vested Rights as per ESAR 2018 Plan and bring into effect the ESAR 2018 Plan as per the decision taken and also at any time modify, change, vary, alter, amend, suspend the ESAR 2018 Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, intimation letters, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment to the ESAR 2018 Plan and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary to appoint Agents, Compliance Officer and/or other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration, also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions /intimations as required for implementation of ESAR 2018 Plan to the SEBI/such other Regulators as applicable and all other documents required to be filed in the above connection and to take all such steps to implement decisions in this regard.”

**“RESOLVED FURTHER THAT** allotment of shares made as part of ESAR 2018 Plan to person(s) other than existing shareholders pursuant to provisions of section 62(1) (b) read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, under ESAR 2018 Plan be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing Equity Shares of the Company”

## **II. To consider and approve the appointment of Joint Statutory Auditors of the Company.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT,** pursuant to the provisions of Sections 139, 141, 142 and 177 of the Companies Act, 2013 read with rules made thereunder, applicable provisions of National Housing Bank and as per the recommendation of Audit Committee and Board of Directors of the Company, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai having Firm Registration Number (FRN) : 117366W/W-100018, be and is hereby appointed as Joint Statutory Auditors of the Company in addition to existing Statutory Auditors i.e. Chaturvedi SK & Fellows, Chartered Accountants, Mumbai to hold office till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board in consultation with the Joint Statutory Auditors.”




**III. To consider and approve/ratify the sale/ assignment of Mortgage Portfolio and Securitization in various tranches/ transaction.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with the Companies (Meetings of the Board & its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013 on the time being in force, as per the confirmation given by the Board of Directors, approval of the Members of the Company be and is hereby given for sale of mortgage portfolio and Securitization in various tranches/ transactions to be entered with Dewan Housing Finance Corporation Ltd. (associate company/related party) upto the limit of Rs. 400 crores during the financial year 2018-19 on such terms and conditions including consideration, as agreed or may be agreed upon between the parties from time to time with the approval of the Board of Directors under Arms’ Length basis.

**RESOLVED FURTHER THAT** the Managing Director & CEO of the Company be and is hereby authorized to execute/ sign and confirm the Related Party Transactions/ contracts within the overall limits approved.”

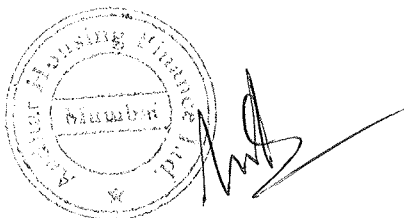
By order of the Board  
For Aadhar Housing Finance Limited

  
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: 26<sup>th</sup> February, 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](http://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.

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

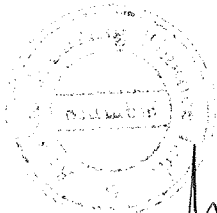
Date: 26<sup>th</sup> February, 2018

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

**EXPLANATORY STATEMENTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014**

**Item no. I**

The Nomination and Remuneration Committee and the Board of Directors of erstwhile Aadhar Housing Finance Ltd. (Transferor Company) at their meeting held on 1<sup>st</sup> September, 2016 approved the **Aadhar Housing Finance Limited Employee Stock Option Plan 2016** ('ESOP 2016'), the Board of Directors of the Company (Company or Transferee Company) at their Board Meeting held on 13<sup>th</sup> September, 2016 has also approved the said ESOP Plan 2016.



Further, as the Members are aware that the National Company Law Tribunal (NCLT), Bengaluru, by their Order dated 27<sup>th</sup> October, 2017, approved the Scheme of Amalgamation of erstwhile Aadhar Housing Finance Ltd. (Transferor Company) with the Company (“Transferee Company or Company”) and subsequently the said Scheme was filed with Registrar of Companies (ROC), Bengaluru on 20<sup>th</sup> November, 2017 (being Effective date of the Scheme). The name of the Company was also changed to Aadhar Housing Finance Ltd. as per the Scheme of Amalgamation (Scheme) & as per provisions of Section 13 of the Companies Act, 2013.

The Scheme also provided that, upon coming into effect of the Scheme, the resolutions, of the Transferor Company, which are valid and subsisting on the Effective date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any resolutions have any monetary limits approved under applicable law, then the said limits shall be added to the limits, under the like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

The Company appreciates the critical role, played by staff in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company is intending to issue employee stock options under an employee stock option plan namely **Aadhar Housing Finance Limited - Employee Stock Appreciation Rights Plan 2018** (“**ESAR 2018 Plan**”/”**Plan**”/”**Scheme**”) to the employees and Directors of the Company and its Subsidiary Company /Holding Company, as determined from time to time.

The Nomination & Remuneration Committee and the Board of Directors of the Company at their meetings held on 26<sup>th</sup> February, 2018, subject to the approval of the Members of the Company have approved the ESAR 2018 Plan. Now the Company seeks Members’ approval in respect of ESAR 2018 Plan and grant of Employee Stock Appreciation Rights (“ESARs”) to eligible employees i.e. (a) permanent employees (working in India or outside India) (b) Directors of the Company whether a whole time director or not but excluding Independent Directors and (c) employees as defined in ESAR 2018 Plan of the Company as decided by the Board or the Nomination and Remuneration Committee of the Board from time to time in due compliance of the applicable laws.

**The main features & disclosures of the ESAR 2018 Plan as per applicable provisions of Companies Act, 2013, rule 12 of (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as under:**

**(1) Total number of ESARs to be granted:**

Such number of ESARs, as approved by the Board of Directors/Committee of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee) would be available for grant to the eligible employees of the Company under ESAR 2018 Plan, in one or more tranches aggregating upto 11,00,000 (Eleven Lakhs) equity shares of the Company with face value of Rs. 10/- each fully paid-up as approved by the Board, or otherwise intended to be settled by way of cash at the



discretion of the Board, as may be determined in accordance with the provisions/conditions mentioned in the ESAR 2018 Plan and in due compliance with the applicable laws and regulations.

**(2) Identification of classes of employees entitled to participate in ESAR 2018 Plan**

Following classes of employees are entitled to participate in ESAR 2018 Plan:

- a) Permanent employees and of the Company working in India or out of India as defined in ESAR 2018 Plan; and
- b) Directors of the Company whether a whole time director or not, but excluding Independent Directors and

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

**(3) Appraisal process for determining the eligibility of employees under ESAR 2018 Plan:**

The appraisal process for determining the eligibility of the employees will be decided by the Board or the Nomination and Remuneration Committee from time to time.

The employees would be granted ESARs under the ESAR 2018 Plan based on various parameters as mentioned in Plan.

**(4) Requirements of vesting and period of vesting:**

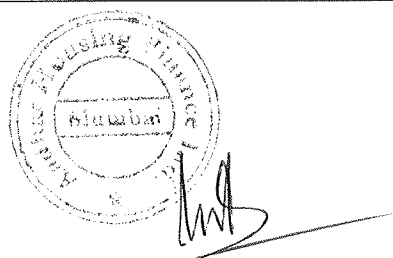
The ESARs granted shall vest so long as the employee continues to be in the employment of the Company. The Board or the Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted ESARs would vest, as per the detailed terms and conditions and the proportion in which ESARs granted would vest (subject to the minimum and maximum vesting period as specified below) as per the ESAR 2018 Plan.

The vesting period of ESARs granted shall vest in not earlier than one (1) year and not more than three (3) years from the date of grant of such ESARs. The exact proportion in which and the exact period over which the ESARs would vest as per the minimum vesting period of one year from the date of grant of ESARs as per Plan.

**(5) Maximum period within which the ESARs shall be vested:**

ESARs granted under ESAR 2018 Plan would vest subject to maximum period of three (3) years from the date of grant of such ESARs as per Plan.

Date of Vesting	Percentage of ESARs to vest
On 1 <sup>st</sup> anniversary from the date of Grant	30% of EASRs granted
On 2 <sup>nd</sup> anniversary from the date of Grant	30% of EASRs granted
On 3 <sup>rd</sup> anniversary from the date of Grant	40% of EASRs granted



**(6) ESAR price or pricing formula:**

Subject to the adjustment in the proviso below, the ESAR Price per ESAR shall be equal to the Fair Market Value as on Grant date as per ESAR 2018 Plan.

**Provided that** the ESAR Price as prescribed above may be adjusted upward or downward at the time of exercise by such an amount so as to ensure that the appreciation/depreciation thereof shall be equal to the price not less than the face value of Equity Share(s) and not more than prevailing fair market value immediately prior to the date of such exercise over the ESAR price as prescribed above and on such adjusted ESAR Price becoming applicable, it shall be deemed that as if such adjusted ESAR Price has been originally contemplated at the time of grant for all purpose including determination of appreciation.

**(7) Exercise period and the process of Exercise:**

Prior to Listing of shares, the vested ESARs can be exercised only upon or in connection with happening of Liquidity Event as defined in the ESAR 2018 Plan and the period within which the vested ESARs can be exercised shall be notified by the Board upon or in connection with happening of Liquidity Event as per Plan.

The ESARs will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents. The ESARs will lapse if not exercised within the specified exercise period as per ESAR 2018 Plan.

**(8) Lock-in Period**

The shares issued pursuant to exercise of ESARs shall not be subject to any lock-in period.

**(9) Maximum number of ESARs to be issued per employee and in aggregate:**

The number of ESARs that may be granted per employee of the Company under the Plan, in any financial year shall be as per the ESAR 2018 Plan and shall not exceed such number of ESARs as approved by the Board.

**(10) Method of ESARs Valuation:**

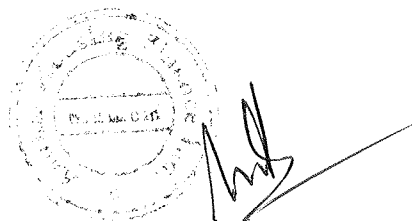
The Company shall use the Fair Market Value method for valuation of the ESARs granted as per ESAR 2018 Plan approved.

**(11) The condition under which ESAR vested in employees may lapse:**

The vested ESARs will lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. The vested ESARs may also get cancelled in event of abandonment/termination of employment by an employee as per ESAR 2018 Plan.

**(12) The specified time period within which the employee shall exercise the vested ESARs in the event of a proposed termination of employment or resignation of employee:**

In case of resignation/ termination (other than due to misconduct or due to breach of Company policies or the terms of employment), all the vested ESARs as on that date can be exercised by the



employee only upon or in connection with liquidity event or within such period as under ESAR 2018 Plan.

**(13) Disclosure and Accounting Policies:**

The Company shall comply with the disclosure requirement and the accounting policies prescribed as per prevailing Accounting guidelines, including disclosure requirements prescribed therein as per applicable regulations, guidelines and other applicable law(s) on the time being in force.

As ESAR 2018 Plan provides for issue of equity shares to persons other than the existing shareholders of the Company, consent of the members has been granted by this Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws.

A draft copy of the ESAR 2018 Plan is available for inspection at the Company's Registered Office during official hours on all Company's working days till the date of the Extraordinary General Meeting.

None of the Promoter Directors and Independent Directors are interested in the resolution as mentioned at item no I of this Notice, however other Directors and Key Managerial Personnel of the Company are interested or concerned in the resolution to the extent of their ESAR entitlements, if any, under this ESAR 2018 Plan.

Accordingly, your Board recommends the resolutions as set out at Item no. I of this notice as **Special Resolution.**

**II. Item No. II**

The existing Statutory Auditors of the Company i.e. M/s Chaturvedi SK & Fellows, Chartered Accountants, Mumbai on the recommendation of the Board of Directors was appointed as Statutory Auditors by the Members of the Company at their 27<sup>th</sup> Annual General Meeting (AGM) held on 24<sup>th</sup> July, 2017 for the period of 5 years i.e. from the conclusion of 27<sup>th</sup> AGM till the conclusion of 32<sup>nd</sup> AGM.

In view of the Merger of both erstwhile Aadhar Housing Finance Ltd. (Transferor Company) and DHFL Vysya Housing Finance Ltd. (Transferee Company or Company) branches & increasing business activities of the Company and pursuant to the provisions of Sections 139, 141, 142 and 177 of the Companies Act, 2013 read with rules made thereunder, applicable Regulations of National Housing Bank Directions, the Audit Committee and Board of Directors of the Company at their meeting held on 17<sup>th</sup> January, 2018, considered and recommended for the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai having Firm Registration Number (FRN) : 117366W/W-100018, who has given their consent of appointment, as Joint Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, as per approval given by Members of the Company. The consent & confirmation given by the Joint Statutory Auditors as per the provisions of Companies Act, 2013 was also noted by the Audit Committee and Board of Directors of the Company at their meetings.





None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolution as mentioned at item no. II of this notice.

Accordingly, your Board of Directors recommends the resolutions as set out at item no. II of this notice as an **Ordinary Resolution**.

### **III. Item No. III**

Pursuant to the provisions of Section 188 the Companies Act, 2013, read with the Companies (Meetings of the Board & its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013, confirmation/ approval of Members of the Company is required for related party transaction(s).

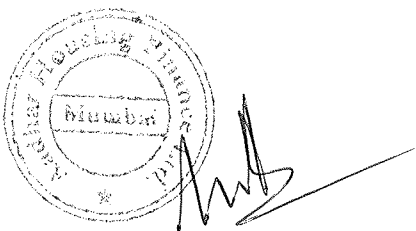
Further, as the Members are aware that the National Company Law Tribunal (NCLT), Bengaluru, by their Order dated 27<sup>th</sup> October, 2017, approved the Scheme of Amalgamation of erstwhile Aadhar Housing Finance Ltd. (Transferor Company) with the Company (“Transferee Company or Company”) and subsequently the said Scheme was filed with Registrar of Companies (ROC), Bengaluru on 20<sup>th</sup> November, 2017 (being Effective date of the Scheme). The name of the Company was also changed to Aadhar Housing Finance Ltd. as per the Scheme of Amalgamation (Scheme) & as per provisions of Section 13 of the Companies Act, 2013.

The Scheme also provided that, upon coming into effect of the Scheme, the resolutions, of the Transferor Company, which are valid and subsisting on the Effective date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any resolutions have any monetary limits approved under applicable law, then the said limits shall be added to the limits, under the like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

Apart from the limits taken by the Company for entering into transaction for Sale/Assignment/Securitisation of loan portfolios upto an aggregate limit of Rs. 200 Crores to Dewan Housing Finance Corporation Ltd (related party or DHFL), the Transferor Company had also taken the approval of its shareholder by passing special resolution at their Annual General Meeting (AGM) held on 18<sup>th</sup> August, 2017 to enter into transaction for Sale/Assignment/Securitisation of loan portfolios upto an aggregate limit of Rs. 200 Crores, to DHFL.

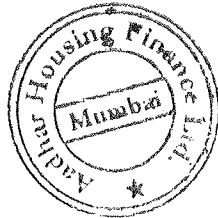
The Audit Committee at their meeting held on 17th January, 2018 have recommended/ confirmed the sale/ assignment of Mortgage Portfolio and Securitization in various tranches/ transaction to DHFL upto an aggregate limit of Rs. 400 Crores as per applicable provisions of Companies Act, 2013 and other applicable law(s) under Arms’ Length basis and the Board of Directors at their meeting held on the same day as above have also confirmed the above proposed Related Party Transaction subject to approval of Members of the Company.

Mr. Kapil Wadhawan (DIN: 00028528) and Mr. G.P. Kohli (DIN: 00230388), being the common Directors in the Company and DHFL are interested in this Resolution.

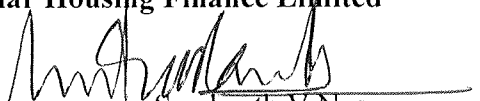


None of the other Directors, Key Managerial Personnel of the Company including their relatives (other than to the extent of their shareholding in the Company) are concerned or interested in the resolution as mentioned at item no. III of this notice.

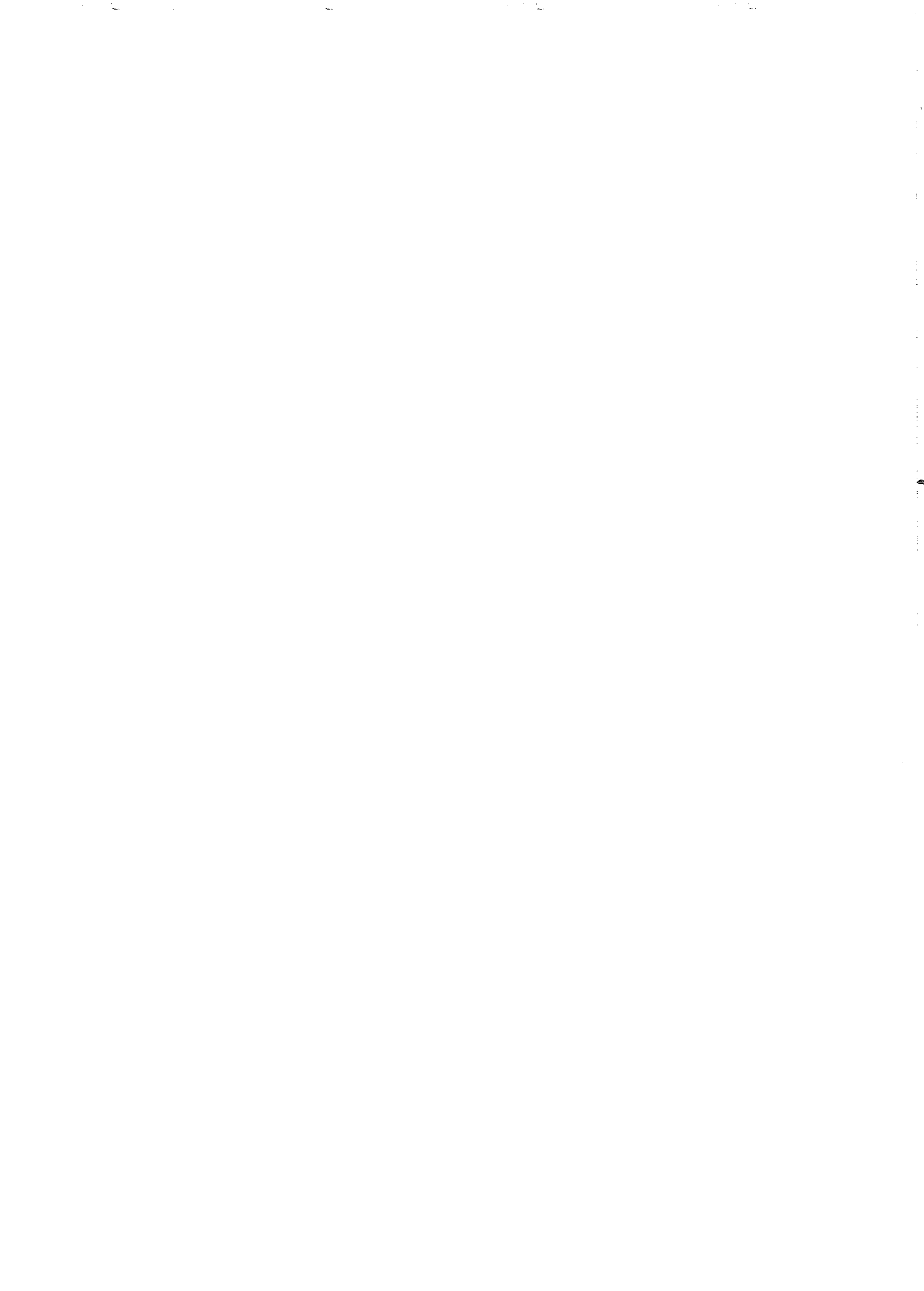
Accordingly, your Board of Directors recommends the resolutions as set out at item no. III of this notice as **Special Resolution**.



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: 26<sup>th</sup> February, 2018



**Form No. MGT-11**

**Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s):.....

Registered address: .....

E-mail Id:.....

Folio No/ Clint Id:.....

DP ID: .....

I/ We being the Member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:.....

E-mail Id:.....

Signature: ..... or failing him

2. Name: .....

Address:.....

E-mail Id:.....

Signature: .....,.....

as my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Members of the Company, to be held on Monday 26<sup>th</sup> March, 2018 at Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
	<b>Special Business :</b>		
1	To consider and approve the Aadhar Housing Finance Limited - Employee Stock Appreciation Rights Plan 2018.		
2	To consider and approve the appointment of Joint Statutory Auditors of the Company.		

3	To consider and approve/ratify the sale/assignment of Mortgage Portfolio and Securitization in various tranches/ transaction.		
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Signed this ..... day of (Month), 2018

Affix Revenue Stamp of Rs. 1/-

Signature of Member .....

Signature of Proxy holder(s).....

**Note:**

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Regd. & Corporate Office of the Company addressed to the “Company Secretary”, not less than 48 hours before the commencement of the EGM.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

\*It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Aadhar Housing Finance Limited (Formerly known as DHFL Vysya Housing Finance Limited), will be held on Monday 26<sup>th</sup> March, 2018 at 3.00 P.M. (15.00 Hours) at the Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055.

Website: [www.aadharhousing.com](http://www.aadharhousing.com) ; Email id: [sreekanth.n@aadharhousing.com](mailto:sreekanth.n@aadharhousing.com)

**ATTENDANCE SLIP – EXTRA ORDINARY GENERAL MEETING**

<b>1</b>	Name(s)of Member(s) including Joint holders, if any (in Block Letter)	
<b>2</b>	Registered Address of the Sole/First named Member	
<b>3</b>	Name of Proxy holder (if applicable)	
<b>4</b>	Registered Folio No./*DPID No and Client ID No. (*Applicable to Members holding shares in dematerialized form)	
<b>5</b>	Number of Equity Shares held	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of DHFL Vysya Housing Finance Limited on Monday, 26<sup>th</sup> March, 2018 at 3.00 P.M. (15.00 Hours) at the Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055.

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Signature of Member/Proxy

**NOTE : PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

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