

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AADHAR HOUSING FINANCE LIMITED (@)**  
**(Incorporated under the Companies Act, 1956 - Company Limited by shares)**  
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- I. The name of the Company is “AADHAR HOUSING FINANCE LIMITED” (@).
- II. The Registered Office of the Company will be situated in the state of Karnataka.

**<sup>b</sup>III(A) THE 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 other trusts, funds or pooled investment vehicles or any other financial products issued by banks, mutual funds, non-banking financial companies, asset reconstruction companies or any financial intermediary

**III(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-**

4. To do any activity as may be permitted by Reserve Bank of India /National Housing Bank\*\*\* from time to time and also to undertake carrying on the business which is explicit or implicit in the furtherance of the main objects.
5. (i) To negotiate loans, underwriting contracts, mortgages, equity participation, cash credit, overdrafts, securitizations and other financial facilities from banks, financial institutions, Government or Semi-Government Bodies, individuals, firm, societies, associations and others.  
(ii) To borrow , raise and accept money from time to time for the objects or purposes of the Company by receiving advance of any sum or sum of money with or without security upon such terms of as the Directors may deem expedient and in particular by taking loan(s), securitization, issuance of debentures, other securities or money market instrument, inter-corporate deposits or public deposits from any individual, firm, trust, association, societies, clubs ,banks, financial institutions, foreign financial institutions, companies or other body corporate including agents of the Company or any banker or bankers, financial and other institutions (whether with or without giving security/mortgage/hypothecation/pledge/charge) and to enter into any contract/agreements/undertakings and other authorizations and documentations for the said purposes as may be required and agreed between the parties to contract or agreement or otherwise pursuant to the applicable provisions of Companies Act,2013 or provisions made by NHB/Reserve Bank of India/SEBI and other applicable law(s).

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*@ The name of the Company has been changed from DHFL Vysya Housing Finance Ltd. to Aadhar Housing Finance Ltd based on the Order of National Company Law Tribunal, Bengaluru Bench, Bengaluru, Karnataka and approval of Change of name by ROC vide “Certificate of Incorporation pursuant to change of name”, dated 4th December, 2017.*

*<sup>b</sup> Approved by the shareholders at Extra-Ordinary General Meeting held on 31<sup>st</sup> January, 2018 as per provisions of Sections 4 & 13 read with Schedule-I of the Companies Act, 2013.*

*\* The word “or repairs” is deleted by an amendment as per the confirmation received from Company Law Board Bench vide its order dated 31<sup>st</sup> July 1992.*

*\*\* Inserted by an amendment through a Special Resolution passed at AGM dated 20<sup>th</sup> July, 2013.*

*\*\*\* Inserted by amendment through Special Resolution passed at AGM dated 20<sup>th</sup> July, 2014.*

*\*\*\*\* Inserted by amendment through Special Resolution passed at AGM dated 27<sup>th</sup> December, 2014.*

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6. To sell, lease, let, hire or otherwise deal with or dispose of the lands, houses, buildings and other property or any part or portions thereof belonging to the Company or in which the Company is in any way interested or concerned.
7. To purchase and sell for any persons any property or house, buildings or lands or any part or portions thereof or any share or shares, interest or interests therein and to transact on commission or otherwise the general business of a land and property agent.
8. To undertake or direct the management of the property, buildings, land and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity, of managers or receivers or otherwise.
9. To enter into any arrangement with any person, association of persons, firm, Company, corporation, Union or state Government, Municipal and any Local or Public Authority that may be conducive to the Company's objects or any of them and to obtain from any such person or association of persons, firms, Company, corporation, Government, Municipal or local or public authority any right, privileges or concessions which the Company may think fit and desirable to obtain and carry out, exercise, and comply with any such arrangement, right, privileges or concessions.
10. To undertake, form and/ or execute any trust, the undertaking of which may seem to the Company desirable or conducive to all or any of the objects of the Company and to enter into any escrow agreements/arrangements with any other Company, firms, individual and others and also to stand guarantee to any other Company, firms or individual for completion of housing, commercial, industrial and other building projects.
11. To enter into any agreement for sharing profits or other union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or be engaged in any business or transaction which this Company is or may be authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares and securities of any such concern and sell, hold or reassure with or without security or otherwise deal with the same.
12. To aid any Government, State or any Municipal Corporation, or Company or Association or individuals with capital, credit, means or resources for the prosecution of any works, undertakings, projects or enterprises which are conducive to all or any of the objects of the Company.
13. To prosecute and execute directly or by contribution or other assistance, any such or any other works, undertakings, projects, enterprises in which or in the prosecution whereof or on the security whereof or of any profits or emoluments derivable there from, the Company shall have invested money, embarked capital or engaged its credits.
14. To establish companies and associations for the prosecution or execution of undertakings, works, projects or enterprises whether of private or public character in India and to acquire, underwrite and dispose of shares and interest in such companies or association or in any other Company or association or in the undertakings, thereof.
15. To invest the monies not immediately required for the business, and to hold, sell and deal with the shares, bonds, debentures, obligations, notes, inter-corporate deposits, mutual funds or other units and securities /bonds of any Government, State Company, Corporation, Municipal or Local or other Body or Authority as per the provisions of Companies Act, 2013, provisions made by NHB or other applicable law(s).
16. To mortgage or charge all or any part of the property and rights of the Company including its uncalled capital Companies Act, 2013, provisions made by NHB or other applicable law(s)..
17. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly Companies Act, 2013, provisions made by NHB or other applicable law(s).

18. To provide for the welfare of the employees or ex-employees of the Company and the spouse, widows and the children or the dependents of such persons in such manner as the Company deems fit and proper.
19. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities of the Company or in or about the organisations, formation or promotion of the Company or the conduct of its business.
20. Subject to the provisions of the Banking Regulation Act, 1949, National Housing Bank, Companies Act, 2013 or other applicable law(s) to make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of lading, debentures, commercial papers and other negotiable or transferable instruments or securities or money market instruments.
21. To effect and maintain insurance against loss of or injury to any property of or any persons employed by the Company or against any other loss to the Company.
22. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine Companies Act, 2013, provisions made by NHB or other applicable law(s).
23. To enter into any contract or arrangement for more efficient conduct of the business of the Company or any part thereof and to sub-contract any such contract or arrangement.
24. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise or in fully or partly paid up shares of any Company or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures or mortgage debentures, mortgage or other securities of any Company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired Companies Act, 2013, provisions made by NHB or other applicable law(s).
25. To enter into partnership or any arrangement for sharing profits for union of interest, co-operation, reciprocal concession or otherwise with any person, firm, association, Company or corporation carrying or engaged in or about to carry on or engage in any activity or transaction which the Company is authorised so as to directly or indirectly enhance the value of or render more profitable any of the Company's properties and assets or otherwise to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
26. (a) To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance purchase of any article or articles whether made by the Company or not, by way of loans or by the purchase of any such article or articles and the letting thereof on the hire-purchase system or otherwise howsoever and to act as financiers generally.  
  
(b) To undertake or carry on the business or activities of purchasing, selling, discounting, re-discounting, acquiring and assigning or transferring and / or otherwise dealing in any manner debts, receivables, actionable claims, decrees and to render the services to manufacturers and suppliers of goods and services of collecting, receiving, recovering and enforcing payment for or in respect of debts, claims, invoices, bills, notes, delivery orders and challans, commercial papers, drafts, cheques and other negotiable, transferable or other money market instruments and ledger maintenance, advance payment facilities, credit insurance and protection and recovery, realisation and enforcement of debts, claims and securities. \*

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*\*Amended in 8<sup>th</sup> AGM held on 28<sup>th</sup> August 1998*

27. To sell, lease, grant licences, easements and other rights, over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company.
28. To guarantee or become liable for the payment of money, debentures, bonds or securities or for the performance of any obligation .
29. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, or art of interest, by publication of books and periodicals, and by granting prizes, rewards and donations or by hire the marketing agencies or otherwise.
30. To carryout in any part of India all or any part of the Company's objects as principal agents, factors, trustee, contractor or otherwise, either along or in conjunction with any other person, firm, association, corporate body, municipality, province, state body or government or colony or dependency thereof.
31. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies and dependencies there of and in any or all foreign countries and for these purposes to have and maintain and to discontinue such number of offices and agencies there in as may be convenient Companies Act, 2013, provisions made by RBI/NHB or other applicable law(s)..
32. In the event of winding up, to distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property of the Company subject to the provisions of the Companies Act, 2013, provisions made by NHB or other applicable law(s).
33. To establish and maintain local and/or foreign registers agencies and branch places of business and procure the Company to be registered or recognised and carry on business in any part of the world, subject to the provision(s)/approval(s) of Reserve Bank of India/National Housing Bank /other concerned Regulators .
34. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public or cultural, educational or other institutions, for any exhibition or for any public general or other objects and to establish and support or aid in the establishment and support of association, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or of persons having dealings with the Company or the dependents, relatives or such connection of such persons and in particular friendly or other benefit societies and to grant pension, allowances, gratuities and bonuses either by way of annual payment or a lump sum and to make payments towards insurance and to form and contribute to provident funds and other welfare funds of or for such persons subject to the provisions /approval under Companies Act, 2013 and other Applicable Law(s).
35. To carry on the business of auctioneers, land & estate agents rent controller, broker, & finance broker in respect of all class of properties and to employ experts or valuers to investigate and examine into the condition, prospects, value, character and circumstances of any assets, properties mortgaged or rights or securities or liabilities of the Company or in which Company is directly or indirectly interested.
36. To appoint Directors, Managers, Key Managerial Personal (KMP) of the Company or any subsidiary Company or of any other Company in which this Company is or may be interested.
37. To purchase or otherwise acquire and undertake all or part of the business, property, liabilities and transactions of any person, firm or Company carrying on any business which this Company is carrying on or the carrying on of which is calculated to benefit this Company or to advance its interests suitable for the purpose of the Company.

38. To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise grant licenses, easement and other rights in or over the immovable & movable properties and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
39. To amalgamate with any other Company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other Company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares of stock of this or any such other Company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner subject to the provisions of Companies Act, 2013 and/or other applicable law(s).
40. To lend and advance money and give credit to any person or Company or corporation, firms, trusts, bodies, to guarantee and give guarantees or indemnities for payment of money and performance of contracts or obligations by any person or Company, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any persons or Company and otherwise to assist any person or Company
41. To receive grants, loans, Refinances advances or other moneys or deposit or otherwise from State Government or Central Government, National Housing Bank or other Banks, Companies, Trusts or individuals with or without allowances or Interest thereon.
42. To provide finance to Proprietor, Partnership Firm, Limited Liability Partnership, Company, other body Corporate or agencies engaged in the business of construction of residential houses or flats for purposes of construction of such houses and flats including the acquisition and development of land for construction of such houses or flats.
43. To provide finance to agencies engaged in the manufacture of building materials.
44. To make advances or deposit with any Company, body corporate, firm, person or association with or without security and in particular to advance money to shareholders on such terms and conditions which may be beneficial, in furtherance of the housing finance activity.
45. To apply for, promote and obtain any Act, charter, privilege, concession, licence, authorisation from any Government or State or Municipality provisional order or licence of any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly to prejudice the Company's interest.
46. To procure the incorporation, registration or other recognition of the Company in any country, State or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body, Indian, British, Colonial or Foreign, for any acts of Parliament Laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly to prejudice the Company's interest.
47. To apply for, purchase or otherwise acquire and protect and renew in any part of the work any patents, patent rights, brevets d'invention, trade marks, designs, copy rights, know how, licences, concessions, industrial or commercial property and the like conferring any exclusive or non exclusive or limited right to their use, application or exploitation or any secret or other information to any invention or otherwise which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
48. To grant licences or concessions over or in respect of any property or rights of the Company.
49. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

50. To sell, mortgage, assign or lease and in any other manner, deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debenture and other securities of any other Company having objects altogether or in part similar to those of this Company.
51. To train and pay for the training in India or abroad of any of the Company's employees or any candidate and to recruit and employ Indian or Foreign experts for the interests for furtherance of the Company's objects as per the provisions of applicable laws .
52. To pay all expenses incurred in connection with the formation, promotion and incorporation of the Company and any Company, in which this Company is or may contemplate being interested, or do contract with any person, firm or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or any Company promoted by this Company.
53. To create any depreciation fund, reserve fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interests of the Company.
54. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the, powers herein before set forth either alone or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
55. To undertake / carry out / sponsor/ assist / act as agents / marketing executives / promote any firm / Company / undertaking engaged in general insurance or/ and life insurance.\*
56. To provide necessary financial assistance for comprehensive preliminary investigations, innovations and requisite working capital when these investigations, innovations and research eventuate in the establishment of industrial and commercial organisation engaged in activities related to housing on a commercial basis.
57. To carry on the business of advisers on problems relating to the administration and organisation of housing industry and the training of personnel for the housing industry and personnel consultants and of all systems of process relating to production, storage, distribution and marketing and sale of goods and/or relating to the rendering of services.
58. To engage in research in to all problems relating to personnel, industrial and business management, distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry related to housing.
59. To take part in the management, supervision and control of the business or operations of any Company or undertaking and for the purpose mentioned in the preceding clause, to appoint and remunerate any Directors, Trustees, Accountants or other experts or agents.

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*\*Amended through AGM held on 15<sup>th</sup> July 2004*

60. To vote, upon or in respect of any shares, securities, bonds notes, other evidence, interest or applications, based on investments made by the Company with any Corporation, Trust, Association or Concern whether or not affecting the security or the apparent security of the Trust, property or the purchase or sale of lease of the assets of any such corporation, Trust, Association or Concern and to enter into or establish any voting Trusts in respect of any shares, securities or property and to appoint, remove and replace any voting Trustee with specific power to the Trustees to appoint themselves as voting Trustees either jointly with other/s or not, as they in their absolute discretion shall deem fit, to deposit any such shares, securities or properties in any voting Trustee or with any depository thereby and to appoint authorized representatives or proxies or power of attorney with or without power for substituting or for voting or acting on behalf of the Trustees as the owners of any such property.

61. Generally to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights. The object of each paragraph of this clause shall have the widest possible construction and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph of this clause.

IV. The liability of the members is limited.

V. #The share capital of the Company is 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.

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**Note :** The Members of the Company at their 16<sup>th</sup> AGM, held on 12<sup>th</sup> July, 2006, increased the Authorised Share Capital from Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 Equity shares of Rs. 10 each to Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 Equity share of Rs. 10 each.

# The Authorised Share Capital of the Company has been consolidated/enhanced 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, pursuant to Scheme of Amalgamation approved by National Company Law Tribunal (NCLT), Bengaluru Bench, Karnataka, vide their Order dated 27.10.2017 and filing / registration of the said Order with Registrar of Companies, Bengaluru, Karnataka.

We, the several persons whose names and addresses are subscribed below, are desirous of being formed into a Company In pursuance of this Memorandum of Association and we respectively agree to take the number of shares In the capital of the Company set opposite to our respective names.

SI No.	Names, addresses descriptions & occupations of the subscribers with their signatures	No. of equity shares taken by each subscriber	Signatures with Names, addresses descriptions and occupations of witness to the signatures of the subscribers
01	<b>RAMESH GELLI</b> S/o. Sri G. Narayana Chatty 29, 38th Cross, 2nd Main, VIII Block, Jayanagar, BANGALORE – 560 082. - Service –	<b>10</b> (Ten)	
02	<b>THE VYSYA BANK LIMITED</b> for and on behalf of The Vysya Bank Ltd., <b>R. HARINATH</b> Secretary Administrative Office, # 72, St. Mark's Road, BANGALORE – 560 001.	<b>100</b> (Hundred)	
03	<b>P. V. SATYANARAYANA</b> S/o. Late P. Vasudevalah Setty No. 9, Arya Nagar, J.P. Nagar, BANGALORE – 560 078. - Service -	<b>10</b> (Ten)	
04	<b>V. RAJAGOPAL</b> S/O. Late V. Adinarayanappa No. 4, Arya Nagar, J.P.Nagar BANGALORE – 560 078. - Service -	<b>10</b> (Ten)	<b>A MURALI</b> S/o. Sri S. Ananthasivan 416, 20th Main Road, Rajalinagar, I Block Bangalore - 560 010., Advocate -
05	<b>A. RAMA MOHANA RAO</b> S/o Late A. Venkateswara Rao 935, 20th Main, B.S.K. 11 Stage, BANGALORE – 560 070. - Service -	<b>10</b> (Ten)	
06	<b>C. A. SUBRAMANYA GUPTA</b> S/o. Adinarayanaiah, 337, X A Main Road, 3rd Block, Jayanagar, BANGALORE - 560 oil. - Service -	<b>10</b> (Ten)	
07	<b>P. NAGESWARA RAO</b> S/o. Late Sri P. Ramajah No. 1, I Floor, 11 <sup>th</sup> 'A' Main, 39th Cross, 4th T Block, Jayanagar, BANGALORE – 560 041. - Service -	<b>10</b> (Ten)	
08	<b>SRIDHAR SUBASRI</b> S/O. S. P. S. Sharma A-22/1, Vijai Kiran Apartment 32, Victoria Road, BANGALORE - 560 047. - Service -	<b>10</b> (Ten)	
	<b>TOTAL NUMBER OF EQUITY SHARES SUBSCRIBED</b>	<b>170</b> (One hundred seventy only)	

Dated this the 21<sup>st</sup> day of November One Thousand Nine Hundred and Ninety at Bangalore.