



802, Natraj by Rustonjee, Western Express Highway,
Sir MV Road Junction, Andheri East, Mumbai - 400069.
Tel: 41689900 / 61213400 Fax : 4168 9934

Date: January 20, 2023

To,
The General Manager,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai- 400001

Kind Attn.: Listing Corporate Relationship Department

Sub: Submission of Report on Corporate Governance by the Company for the Quarter ended 31st December, 2022

Ref.: Company Code- 10844 /11302

Dear Sir/ Madam

With reference to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the amendment dated 7th September, 2021 read along with BSE circular no. 20220107-16 dated 7th January 2022 and format specified under SEBI operational circular dated 29th July, 2022, we hereby submit the Report on Corporate Governance as per the prescribed format for the quarter ended 31st December, 2022 (enclosed as Annexure I) for submission.

Kindly note the same and take this on your record.

Thanking you,

Yours faithfully,

For Aadhar Housing Finance Limited

VENGANALLUR
NARAYANAN
SREEKANTH
Sreekanth V. N.

Company Secretary & Compliance Officer
FCS: 4191

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VENGANALLUR
NARAYANAN SREEKANTH
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Encl.: As above - Annexure - I

Aadhar Housing Finance Ltd.

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



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Annexure I

Report on Corporate Governance by the Company for the Quarter ended 31st December, 2022

1. Name of Listed Entity :- Aadhar Housing Finance Limited (High Value Debt- Listed)
2. Quarter ending:- 31st December, 2022

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cession	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in Listed entities including this listed entity [in Reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Om Prakash Bhatt	00548091 AGPPB9727Q	Chairman- Non-Executive - Independent Director	13 th September, 2019	13 th September, 2022	NIL	At the 32 nd AGM held on 18.08.2022, Members approved re-appointment of Mr. O.P Bhatt as a Non-Executive Chairman and Independent	7 th March, 1951	5	5	6	1

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							Director of the Company for a period of 3 years i.e. w.e.f. 13 th September, 2022 till 12 th September 2025.					
Dr.	Nivedita Haran	06441500 AABPH5654E	Non-Executive - Independent Director	15 th September, 2018	29 th June, 2020	NIL	2 year extension of tenure approved at EGM held on 26th May 2022, till 34th AGM to be held in the calendar year 2024.	22 nd November, 1954	1	1	2	1
Ms.	Sharmila A. Karve	05018751 AETPK7563H	Non-Executive - Independent Director	15 th December, 2020	NA	NIL	3 years w.e.f. 15 th December, 2020	8 th April, 1965	5	5	8	4
Mr.	Amit Dixit	01798942 AHXPD7229A	Non-Executive - Nominee Director	2 nd August, 2019	18 th August, 2022	NIL	Liable to retire by rotation	26 th January, 1973	4	0	1	0
Mr.	Mukesh Mehta	08319159 AJOPM2123M	Non-Executive - Nominee Director	2 nd August, 2019	17 th July, 2021	NIL	Liable to retire by rotation	30 th November, 1980	1	0	2	0

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Mr. Deo Shankar Tripathi**	07153794 ABMPT4639B	Managing Director & CEO	5 th Decemb er, 2017	NA	4 th Dece mber, 2022	5 years w.e.f. 5 th December, 2017	1 st January, 1953	--**	--	--	--
Whether Regular chairperson appointed :- YES											
Whether Chairperson is related to the Managing Director or CEO:- NO											
³ PAN of any director would not be displayed on the website of Stock Exchange ⁴ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen ⁵ to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. **The 5 year term of Mr. Deo Shankar Tripathi as Managing Director and Chief Executive Officer has expired on 4th December 2022 and committee positions held as on 31st December, 2022 was - Nil											

Notes:

- The Board of Directors at their Meeting held on 3rd January 2023 has appointed Mr. Deo Tripathi as Additional Director and Executive Vice Chairman of the Board of Directors of the Company w.e.f 3rd January 2023 as approved by RBI in its letter dated 27th December, 2022 upto the period of 5 years from the date of this RBI letter, subject to approval by shareholders at general meeting.
- The Board of Directors at their Meeting held on 3rd January 2023 has appointed Mr. Rishi Anand as Additional Director and Managing Director and Chief Executive Officer w.e.f 3rd January 2023 as approved by RBI in its letter dated 27th December, 2022 upto the period of 5 years from the date of this RBI letter, subject to approval by shareholders at general meeting.

II. Composition of Committees – There is no change in the Composition of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee for the quarter ended 31st December, 2022. The details are same as previous quarter and accordingly to be taken on record for quarter ended 31st December 2022 as well. However, the change in Stakeholders Relationship Committee is mentioned in below table.

II. Composition of Committees:

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵	Date of Appointment	Date of Cessation
I. Stakeholders Relationship Committee	Yes	Dr. Nivedita Haran	Chairperson- Non-Executive Independent Director	29 th October, 2018	NA

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	Mr. Mukesh Mehta	Non- Executive - Nominee Director	8 th September, 2021	NA
	Mr. Deo Shankar Tripathi**	Managing Director & Chief Executive Officer	4 th July, 2019	4 th December, 2022**

**Mr. Deo Shankar Tripathi's term of appointment has expired on 4th December, 2022 and he has been appointed as Additional Director and Executive Vice Chairman on 3rd January, 2023 and also a member of the Stakeholders Relationship Committee w.e.f 20th January, 2023 at the Board meeting held.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
12 th August, 2022	--	--	--	--	--
--	13 th October 2022	Yes	6	3	62
--	10 th November 2022	Yes	6	3	28

* to be filled in only for the current quarter meetings

IV. Meetings of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
10 th November 2022	Yes	4	3	12 th August, 2022	90

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
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V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes (For transactions with the Subsidiary Company)
Whether shareholder approval obtained for material RPT	There is no material related party transactions hence not applicable.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Not Applicable
Note:	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
2. The composition of the following committees (except Stakeholders Relationship Committee)is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Risk management Committee (as applicable) <p>**Mr. Deo Shankar Tripathi has been appointed as a member of the Stakeholders Relationship Committee w.e.f 20th January, 2023 at the Board meeting held on that date, post the expiry of his previous tenure of appointment on 4th December, 2022 as mentioned above, in order to align with the composition of this Committee in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	

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5. This report and/or the report submitted in the previous quarter will be placed before Board of Directors. Any comments/observations/advice of the board of directors will be mentioned here.

For Aadhar Housing Finance Limited

**VENGANALLUR
NARAYANAN
SREEKANTH
Sreekanth V.N.**

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SREEKANTH
Date: 2023.01.20 16:01:49
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**Company Secretary and Compliance Officer
Date:- 20th January, 2023**

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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