

AADHAR HOUSING FINANCE LIMITED
Corporate Identity Number (CIN) –U66010KA1990PLC011409

NOTICE OF 33RD (THIRTY THIRD) ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd (Thirty Third) Annual General Meeting (“AGM”) of the Members of Aadhar Housing Finance Limited, will be held at 5.30 p.m. (17.30 Hours) on Wednesday, 9th August, 2023, through Video Conference facility as per the General Circular No. 10/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs, at the Registered Office of the Company at 2nd Floor, No. 3, JVT Towers, 8th ‘A’ Main Road, S.R. Nagar, Bengaluru - 560027, Karnataka, to transact the following businesses:-

ORDINARY BUSINESS :

Item No. 1- Approval and Adoption of Audited Financial Statements along with the Statutory Auditors’ Report, the Board of Directors’ Report along with Corporate Governance report, various annexures and Secretarial Auditors’ Report thereon, for the Financial Year ended 31st March 2023:

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

“RESOLVED THAT pursuant to Section – 129, 134 & other applicable provisions of the Companies Act, 2013, read with Rules and other Regulatory guidelines/Directions of the Reserve Bank of India /National Housing Bank & the Securities and Exchange Board of India as may be applicable, the Audited Annual Financial Statements, including the Statutory Auditors’ Report thereon, along with the Report of the Board of Directors, along with Corporate Governance report, various annexures and Secretarial Auditors’ Report for the financial year ended 31st March, 2023, as circulated and laid before this meeting, be and are hereby approved and adopted.”

Item No. 2- Re-appointment of Mr. Mukesh Mehta (DIN: 08319159), as Non-Executive Director, liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Mukesh Mehta (DIN: 08319159), who being the longest in his office retires by rotation at this Annual General Meeting be and is hereby re-appointed as Non-Executive Director of the Company in Nominee Category, liable to retire by rotation.”

Item No. 3- To consider and appoint M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number 105215W/W100057) as Joint Statutory Auditors of the Company along with existing statutory auditors, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration Number 001076N/N500013)

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,

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2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India vide Circular no. RBI/2021-22/25-Ref.No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”), as recommended by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Kirtane & Pandit LLP, (Firm Reg. No. 105215W/W100057), as the Joint Statutory Auditors of the Company, to hold office for a period of three consecutive years from the F.Y. 2023-24 till the conclusion of the Annual General Meeting of the Company to be held for F.Y. 2025-26 along with the existing Statutory Auditors M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number 001076N/N500013) till their term expires, on such remuneration, taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with M/s. . Kirtane & Pandit LLP, Statutory Auditors and confirmed by the Managing Director & CEO of the Company.

RESOLVED FURTHER THAT the Board, including the Audit Committee of the Board be and is hereby authorised any one of the Key managerial Personnel or any other officials authorized/ approved by the Board or Audit Committee in this regard on behalf of the Company, to do all such acts, deeds, sign letters/documents, and things as it may, in its absolute discretion deem necessary or desirable for such purpose, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalizing, amending, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to Accounting Standards or Regulations and such other requirements resulting in the change in scope of work, etc., without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS

Item No. 4 - To consider & revalidate the Borrowing powers/limits for the Company and Issuance of Debentures and approval to create charge by way of mortgages and/or hypothecation 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 revalidation of earlier resolution passed by the Members of the Company at their previous Annual General Meeting dated 18th August, 2022 and pursuant to the provisions of Sections 42, 71, 180 (1) (c) & 180 (1) (a) 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 Reserve Bank of India/ National Housing Bank(RBI/NHB) and 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/Management Committee 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, Convertible and/or Non-Convertible Debentures and/or Bonds and/or all other securities with fixed/floating rate or any other debt/money market instruments,

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Refinance from Banks/Regulators/NHB/ Financial Institution, 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) provided that the total amount so borrowed shall not at any time exceed Rs. 20,000 Crores (Rupees Twenty Thousand Crores) or upto 12 times of Net Owned Fund (NOF) of the Company or such other limits prescribed by the Regulators from time to time, whichever is lower, as per provisions of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable Directions(s)/ Notification(s)/ Circulars/Guidelines issued by RBI/NHB and to create charge on the tangible, intangible, immovable, movable assets including receivables of the Company by way of mortgage and/or hypothecation, as may be required and to securitize or assignment of receivables of the Company and also delegate the powers to the Board of Directors/Management Committee of the Company to decide the combination/sub-limits of borrowings, creation of charge and to securitize or assign the receivables of the Company and also authorize various officials of the Company, required as per market conditions from time to time.

RESOLVED FURTHER THAT the Board or Management Committee be and is hereby authorized to do all such acts, matters, deeds & things that may arise in respect of the borrowings through various modes and to do other needful acts, as may be necessary or desirable for giving effect to the aforesaid resolution.”

Item No. 5 – Payment of Commission to Independent Directors of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and applicable provisions of Notification, Circulars, Guidelines issued by Reserve Bank of India and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and the Committees thereof, the approval of the Members be and is hereby given for payment of Commission to all Independent Directors of the Company (other than the Managing Director and Whole-time Director of the Company), for their services rendered during the financial year 2022-23, upto an aggregate amount of Rs. 1.13 crores (Rupees One Crore Thirteen lakhs only), consolidated to be paid to all Independent Directors which will be within the overall limit of 1% of the net profit (PBT) of the Company during the financial year 2022-23, to be authorised by the Board of Directors based on the services rendered as per the limit prescribed under the Companies Act, 2013.”

Item No. 6: To consider and approve amendment/insertion of Article 175A in the existing Articles of Association of the Company, as per the requirement of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended:

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

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“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 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 the applicable regulations, guidelines, circulars issued by the Ministry of Corporate Affairs and other Regulatory Authority(ies), the approval of Members of the Company be and is hereby accorded for amendment in the existing Articles of Association (AOA) of the Company by insertion of following new Article 175A after Article 175:-

“175A - The Board of Directors of the Company will be authorised, in accordance with the requirement of prevailing applicable SEBI Regulations, laws/ statutes in force and the trust deed entered into with the Debenture Trustees in connection with the issue of Debentures/ Bonds, to appoint a person nominated by the Debenture Trustees as a Director on the Board of the Company (to be referred as “Debenture Director”) within the timelines permitted by applicable law. Debenture Director shall ipso facto vacate such office immediately upon the money owed by the Company to the Debenture holders is paid off or on satisfaction of the liability of the Company on this account.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, other matters and things as may be considered necessary, to give effect to this resolution.”

By order of the Board of Directors of
Aadhar Housing Finance Limited



Sreekanth V N
Company Secretary
FCS: 4191

Corporate Office:
8th Floor, Unit No. 802,
Natraj by Rustomjee,
Junction of Western Express Highway and M. V. Road,
Andheri (East), Mumbai-400069

Place: Mumbai
Date: 14th July 2023

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NOTES:

- Pursuant to the general circular no. 20/ 2020 issued by Ministry of Corporate Affairs (MCA) dated 5th May, 2020 as amended from time to time, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not provided for the AGM. Since this Annual General Meeting will be held through online mode, the appointment of proxy has been dispensed with pursuant to aforesaid MCA circulars. In case any member wishes to appoint proxy, he/she may contact the Secretarial department of the Company for the proxy form.
- The Members may note that, pursuant to the General Circular No. 10/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs, this AGM will be held through Video Conference, by using the Zoom Meeting App and Meeting Id and password to participate in the said AGM is given herein below :**

Link of Video Conference	https://aadharhousing.zoom.us/j/93476055062?pwd=T0xUTnRGRIFWT1BrZ005dVJKS2NLUT09
Meeting ID	934 7605 5062
Password	123456

For detailed procedure to participate in the AGM through video conference by using Zoom App, please refer Annexure-2, as enclosed.

- Corporate members intending to depute their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution- Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
- Pursuant to provisions of Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
- The members can join the AGM through VC mode 15 minutes before the fixed time of 5.30 p.m. and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Annexure-2 to this Notice.
- This AGM will be conducted through Audio – Visual Facility and the attendance of the members attending the AGM through Video Conference will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and therefore separate Attendance Slip and route map are not enclosed.
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
- Members may also note that the Notice of this AGM along with the explanatory statement will be available on the website of the Company i.e. <https://aadharhousing.com/>
- 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 & Sundays) upto the date of AGM.
- In case, of joint holders attending the AGM, only such joint holder whose name appear first in order of names will be entitled to vote.

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

11. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
12. The resolution mentioned in the Notice of this AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolution.
13. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

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

Item No. 2- Re-appointment of Mr. Mukesh Mehta (DIN: 08319159), as Non-Executive Director, liable to retire by rotation:

Members of the Company to note that, pursuant to provisions of Section 152(6) of the Companies Act, 2013, not less than two-third of the total number of Directors (excluding Independent Directors) of Public Limited Company, shall be persons whose period of office is liable to determination by retirement of Director by rotation and save as otherwise provided in the Companies Act, 2013, be appointed by the Company in Annual General Meeting.

Members of the Company may further note that, the Company has appointed Mr. Amit Dixit, Mr. Mukesh Mehta and Mr. Prateek Roongta, Non-Executive Directors in Nominee Category, whose period of office is liable to retire by rotation and it is proposed to re-appoint Mr. Mukesh Mehta (DIN: 08319159), who being the longest in his office retires by rotation and being eligible, offers himself for re-appointment. As per Secretarial Standard 2 the details regarding re-appointment of Director is mentioned in Annexure 1.

Save and except Mr. Mukesh Mehta, 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. 2 of this Notice.

Item No. 3- To consider and appoint M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number 105215W/W100057) as Joint Statutory Auditors of the Company along with existing statutory auditors, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number 001076N/N500013)

The Shareholders at their Extra-Ordinary General meeting held on 21st January, 2022 had appointed M/s. Walker Chandiook & Co LLP, Chartered Accountants as the Statutory Auditor of the Company in compliance with guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide circular no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 (RBI Guidelines) for a period of 3 years i.e. till conclusion of Annual General Meeting for F.Y. 23-24 .

Pursuant to RBI Guidelines, for the entity with asset size of Rs. 15,000 crores and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms. Since the Company has crossed the asset size of Rs 15000 crores as on 31st March, 2023, it is required to appoint Joint Statutory Auditor to conduct the audit for F.Y. 2023-24 onwards alongwith the existing Statutory auditor M/s. Walker Chandiook & Co LLP, Chartered Accountants.

As per the Policy for Appointment of Statutory Auditors approved by the Board, the Company has shortlisted 2 audit firms based on the industry experience and firm's reputation and standing and their credentials were placed before the Audit Committee for evaluation. The Audit Committee and the Board of Director at their respective meetings held on 13th July, 2023 deliberated on the appointment of joint

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statutory auditor and recommended M/s **Kirtane & Pandit LLP** (Firm Registration No. 105215W/W100057) as Joint Statutory Auditors of our Company to be appointed for a period of 3 years i.e. from F.Y. 2023-24 till the conclusion of the Annual General Meeting of the Company to be held for F.Y. 25-26 in accordance with RBI Guidelines.

M/s. Kirtane & Pandit LLP, Chartered Accountants ('K&P LLP' or 'the Firm'), is a partnership firm established in Pune, Maharashtra. With 7 offices across the country, 33 partners and a team of over 700 people, K&P LLP provides audit, tax and advisory services in India. The firm has experience across a range of industries, market segments, and geographical corridors. K&P LLP has a significant experience of auditing companies in the financial services sector including banks, NBFCs, insurance and asset management companies etc. M/s Kirtane & Pandit LLP and M/s Walker Chandiook & Co. LLP. do not have any common partners and they are not under the same network of audit firms. M/s Kirtane & Pandit LLP, the proposed Statutory Auditors have given their consent & confirmed that their appointment, if made, will be within the limit specified under the Companies Act, 2013 and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines. A copy of the consent and eligibility certificate by the proposed auditor is available for inspection at the corporate office.

The Company shall finalize the scope of work and allocate among the Joint Statutory Auditors prior to the commencement of the statutory audit of the Company. Their remuneration is negotiated and fixed with applicable GST for the annual audit services by the Audit Committee and any other assignment to be charged extra, as confirmed by the Management.

Having regard to experience of the firm in independent assurance and taxation for Banking, Financial Services and Insurance (BFSI) sector, the above proposal is recommended by the Board of Directors and the resolution as set out at Item No. 3 of this Notice is placed for the approval of the Members as Ordinary Resolution.

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. 3 of this Notice.

Item No. 4 – To revalidate the Borrowing powers/limits for the Company and Issuance of Debentures and Approval to create charge by way of mortgages and or hypothecation on the assets of the Company.

In terms of the provisions of Section 180(1)(c) and other provisions of the Companies Act, 2013 ("Act"), the Members of the Company vide Special Resolution passed at their previous Annual General Meeting held on 18th August, 2022, 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. 20,000 Crores (Rupees Twenty Thousand Crores) or such no. of times of Net Owned Fund (NOF) of the Company whichever is lower.

Now keeping in view of the business plans, fund requirements and growth of Company, it is considered desirable and pertinent to keep the said borrowing limits upto Rs. 20,000 Crores or upto the limit of 12 times of Net-Owned Funds as prescribed under RBI Directions.

The Company shall, however, at all times ensure that the borrowings of the Company remains within the limit (i.e. 12 times of the Net Owned Fund) as prescribed by the Reserve Bank of India (RBI).

Members are further requested to note that, provisions of Section 42, 71, 180(1)(c) and 180(1)(a) and all other applicable provisions of the Act stipulates that the Board of Directors can 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 can create charge / hypothecation or mortgage on the undertakings/properties of the Company (movable and/or immovable) to secure its borrowings respectively only with the consent of the Members accorded by way of a Special resolution. Further as per section 42 of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for debentures to be offered during the year.

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. 4 of this Notice for enabling the Board/Management Committee of the Board to revalidate borrowing limits (together with the money already borrowed), through loans, bonds, debentures or any other debt/money market instruments, Refinance from Banks/Regulators/NHB Refinance, in one or more tranches otherwise whether from India or outside India, in excess of aggregate of the paid up share capital of the Company and its free reserves upto an amount of Rs. 20,000 Crores (Rupees Twenty Thousand Crores) or upto the maximum limit of borrowing at all times shall remain within the limits as prescribed by RBI/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. 4 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 proposal is recommended by the Board of Directors and the resolutions as set out at Item No. 4 of this Notice are placed for the approval of the Members as Special Resolution.

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

Item No. 5 - Payment of Commission to Independent Directors.

The Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance. The Board is of the view that it is necessary that adequate compensation be given to the Independent Directors so as to compensate them for their contributions to the Company.

Pursuant to provisions of Sections 197, 198, and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association, the Board of Directors of your Company, subject to approval of the Members of the

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Company, at this AGM, recommends payment of commission to Independent Directors, during the financial year 2022-2023 not exceeding Rs. 1.13 crore (Rupees One Crore Thirteen lakhs only), which will be within the overall limit of 1% of the net profit (PBT) of the Company during the financial year 2022-23. Remuneration payable to Non-Executive Chairman of the Company may exceed fifty per cent of the total annual remuneration payable to all non-executive directors, the details of which can be found in notes to accounts. Hence as per clause 17(6)(ca) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is sought by way of Special Resolution. Members are further requested to authorize the Board of Directors to take necessary actions, decisions for payment of commission to the Independent Directors based on the services rendered by them and as per the limit prescribed under the Companies Act 2013.

The above proposal is recommended by the Board of Directors and the resolution as set out at Item No. 5 of this Notice is placed for the approval of the Members as a Special Resolution.

All the Independent Directors are interested in this Resolution to the extent of Commission received/to be received by them.

Item No. 6: To consider and approve amendment of the existing Articles of Association of the Company by insertion of Article 175 (A), as per the requirement of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended:

As per SEBI (Issue and Listing of Non-Convertible Securities) Amendment Regulations, 2023, a listed Company issuing non-convertible debt securities is required to ensure that its Articles of Association enables the Board of Directors to appoint a person nominated by the Debenture Trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee director on its Board of Directors. The amendment requires the listed Company whose debt securities are listed as on the date of publication of the SEBI Notification to alter its Articles of Association to comply with the requirement, on or before September 30, 2023.

The Company has outstanding Rated, Listed/Unlisted, Secured/Unsecured, Redeemable, Non-Convertible Debentures (“NCDs”) amounting to Rs. 2615.61 crores as on March 31, 2023.

The Company is regular in payment of interest and repayment of principal amount of debt securities on due date and providing adequate security cover with respect to outstanding these debt securities. The Management does not envisage occurrence of any such event of default or circumstances triggering appointment of nominee director by the Debenture Trustees on the Board of Directors of the Company. However, in order to comply with SEBI Notification, the Board at its Meeting held on 13th July, 2023 approved the amendment to the Articles of Association of the Company by insertion of following new Article 175(A) with respect to appointment of Nominee Director by Debenture Trustee.

“**175A** - The Board of Directors of the Company will be authorised, in accordance with the requirement of prevailing applicable SEBI Regulations, laws/ statutes in force and the trust deed entered into with the Debenture Trustees in connection with the issue of Debentures/ Bonds, to appoint a person nominated by the Debenture Trustees as a Director on the Board of the Company (to be referred as “Debenture Director”) within the timelines permitted by applicable law. Debenture Director shall ipso facto vacate such office immediately upon the money owing by the Company to the Debenture holders is paid off or on satisfaction of the liability of the Company on this account.”

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A copy of the amended Articles of Association of Company is available for inspection at the corporate office of the Company during the working hours. The above proposal is recommended by the Board of Directors and the resolution as set out at Item No. 6 of this Notice is placed for the approval of the Members as Special Resolution.

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. 6 of this Notice.

By order of the Board
For **Aadhar Housing Finance Limited**



Sreekanth V N
Company Secretary
FCS : 4191
Place: Mumbai.
Date: 14th July, 2023

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Annexure -1

Annexure to Item No. 2 of the Notice.

Details of Director seeking re-appointment at the 33rd (Thirty Third) Annual General Meeting.

Name of the Director	Mr. Mukesh Mehta
Date of Birth and age	30 th November, 1980, 42 years
Nationality	Indian
Date of Appointment on the Board	2 nd August, 2019
Qualifications and Expertise in specific functional area	Mukesh Mehta is a well-qualified professional with more than 15 years' experience in Financial Services, Investment Banking, Business Strategy and Advisory. As part of private equity ("PE") which invested in some of large housing finance companies ("HFCs") and non-banking finance companies ("NBFCs"), he has demonstrated high level proficiency and good understanding of housing finance and other lending businesses. Currently, he is Senior Managing Director in the Private Equity Group of Blackstone Advisors India Private Limited ("Blackstone"). Before joining Blackstone, he worked as a Vice President with The Carlyle Group ("Carlyle") in their Private Equity division and prior to Carlyle he worked in the Investment Banking Division at Citigroup. He also worked in the Assurance and Business Advisory Group at Price Waterhouse & Co. He is also serving as a Director on the board of PGP Glass Private Limited, Simplilearn Solutions Pvt. Ltd., R Systems International Limited, International Gemmological Institute(India) Private Limited, TU Topco Inc., TU Midco Inc. and TU Bidco Inc. During his 10 years stint at Carlyle, Mukesh was involved in several transactions. The transactions where Mukesh made significant professional contribution include Carlyle's investments in large HFCs such as Housing Development Finance Corporation Limited and PNB Housing Finance Limited and NBFCs like India Infoline Finance Limited. Mr. Mehta is a Chartered Accountant, with a Master's Degree in commerce from Mumbai University.
Number of Board Meetings attended during the financial year 22- 23.	8
Number of shares held in the Company	Nil
List of the directorships held in other Companies.	<ol style="list-style-type: none"> 1. PGP Glass Private Limited 2. Simplilearn Solutions Private Limited 3. R Systems International Limited 4. International Gemmological Institute (India) Private Limited 5. TU TopCo, Inc 6. TU MidCo, Inc 7. TU BidCo, Inc 8. VFS Global AG

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

Chairman/ Member in Committees of the Boards of other listed companies*	NIL
Relationships with Directors and Key Managerial Personnel of the company inter-se	Not related to any other Director / Key Managerial Personnel

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

Annexure-2

Instructions for participating in the 33rd (Thirty Third) Annual General Meeting of the Members of Aadhar Housing Finance Limited, to be held at 5.30 p.m. (17.30 Hours), on Wednesday, 9th August, 2023 through Video Conference, by using Zoom Meeting App.

Instructions for participating the aforesaid AGM through Video Conference :

Step 1

Download the Zoom Meeting App – from Google Play store in your Mobile or Laptop.

Step 2

Click on “Sign up”

Step 3

For verification, please enter your “Date of Birth”

Step 4

Please enter “Your email” , “First Name” and “Last Name” and click on “I agree to the Terms of Service”

Step 5

Now go to your Registered email provided, check Inbox for the registration email and Click on the “Activate Account”

Step 6

Go to your Zoom App, click on the “Join” and enter the Meeting Id and password and now click on the “Join Meeting” Tab and ensure that you have proper internet facility through Mobile phone or Wifi connect to your device.

Other instructions :

1. Please note that, if you have already downloaded /using Zoom App, then you need not to do the aforesaid activities and you have to just enter the Zoom Meeting Id and Password, as provided in this Notice.
2. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference.
3. Please listen and participate in the discussion carefully.
4. **PLEASE PROPOSE AND SECOND THE RESOLUTION BY RAISE YOUR HAND/ SHOW OF HANDS AND BY SAYING “I PROPOSE THE RESOLUTION” OR “I SECOND THE RESOLUTION” WHENEVER IT IS ASKED BY THE COMPANY SECRETARY. KINDLY KEEP YOUR ZOOM VIDEO AND AUDIO ON AT THAT TIME.**
5. Please click on the “Mute” tab, when there is any disturbance or noise around you.
6. *Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.*
7. Please click on “Unmute” tab when you have to say something.
8. In case of any assistance before or during the video conference as aforesaid, you can call Ms. Guru Simran Kaur, from Secretarial Department- Aadhar Housing Finance Ltd. at her Mobile number provided to you.
9. In case poll is ordered, members may send their vote at complianceofficer@aadharhousing.com

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