

NOTICE CALLING THE EXTRA-ORDINARY GENERAL MEETING OF AADHAR HOUSING FINANCE LIMITED

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM” or “Meeting”) of the Members of Aadhar Housing Finance Limited (“Company”), will be held on Wednesday, 24th January, 2024 at 05:00 p.m. (17:00 Hours) through Video Conference facility as per the General Circular No. 09/2023 dated 25th September, 2023, issued by Ministry of Corporate Affairs at the deemed venue i.e., Corporate Office, 8th Floor, Unit No. 802, Natraj by Rustomjee, Junction of Western Express Highway and M. V. Road, Andheri (East), Mumbai-400069, to transact the following businesses:-

This notice is a shorter notice of 1 day and the requisite consents have been obtained from the shareholders pursuant to Section 101(1) of the Companies Act, 2013 in accordance with the articles of association of the Company.

SPECIAL BUSINESS:

Item No. 1

Initial Public offer of Equity Shares:

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

“**RESOLVED THAT**, pursuant to sections 23, 62(1)(c) and all other applicable provisions, if any of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), and the rules and regulations made thereunder, as amended including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India (“**RBI**”), the National Housing Bank (“**NHB**”), the Securities and Exchange Board of India (“**SEBI**”), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder



including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, each as amended and any other applicable rules, regulations, guidelines, press notes, clarifications, circulars and notifications issued by the Government of India (“GoI”), including the Department for Promotion of Industry and Internal Trade and/or any other competent authorities and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), and subject to any approvals as may be required from the GOI, the Registrar of Companies, Karnataka at Bangalore (“**RoC**”), the SEBI, the RBI, the NHB and all other appropriate statutory authorities and departments (collectively, the “**Regulatory Authorities**”) and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to undertake an initial public offering of its equity shares of face value of ₹ 10 each (the “**Equity Shares**”) which may include a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale of Equity Shares by the promoter of the Company, BCP Topco VII Pte. Ltd. (“**Promoter Selling Shareholder**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 15,000 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined, by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019, as amended, registered foreign venture capital funds, registered alternative investment funds, non-resident Indians, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically



important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the Board and such other persons as may be authorized by the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 23, 62(1), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, the consent and approval of the shareholders is hereby accorded, to complete a private placement, or such other route as may be permitted under the applicable law, at the discretion of the Board of up to such number of Equity Shares for cash consideration aggregating up to ₹ 3,000 million to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as decided by the Company, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Fresh Issuer would be



reduced to the extent of Equity Shares issued under the Pre-IPO Placement subject to the Offer satisfying the minimum size requirements under the Securities Contracts (Regulation) Rules, 1957, as amended.”

“**RESOLVED FURTHER THAT** the Equity Shares transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Offer (including any reservation or green shoe option) shall be subject to the memorandum of association of the Company and the articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, the Board and such other persons as may be authorised by the Board, in consultation with the BRLMs, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents, agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.”

“**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.”



“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Chief Financial Officer or Company Secretary, be forwarded to concerned authorities for necessary actions.”

Item No. 2

Increase in investment limits for Non-Resident Indians and Overseas Citizens of India.

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

“**RESOLVED THAT**, pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated Foreign Direct Investment (FDI) Policy Circular of 2020 with effect from October 15, 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by Non-Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”) on repatriation basis in the equity shares bearing face value of ₹ 10 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company, on a fully diluted basis, provided however, that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by the RBI or under applicable law in each case, from time to time.”



“**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

“**RESOLVED FURTHER THAT** a copy of the aforesaid resolution, certified to be true by any Director or the Chief Financial Officer or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

Item No. 3

Adoption of Amended Aadhar Housing Finance Limited – Employee Stock Appreciation Rights Plan, 2018 and rename it as Aadhar Housing Finance Limited – Employee Stock Options Plan, 2018.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) and all other applicable provisions, if any, of the Act and the Rules, and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “**SEBI SBEB & SE Regulations**”), for the time being in force and as may be modified from time to time, and all other applicable provisions, if any, contained in the memorandum of association and the articles of association of Aadhar Housing Finance Limited (“**Company**”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), and subject to the approval of the Board of Directors of the Company (hereinafter referred to as the “**Board**”), the Nomination and Remuneration Committee (“**NRC**”), and any other approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee (“**Compensation Committee**”)), the members of the Company hereby approve the proposed amendment and conversion of Aadhar Housing Finance Limited – Employee Stock Appreciation Rights Plan, 2018 (the “**ESAR Plan**”) into an employee stock option plan, as detailed in the explanatory statement and the ESAR Plan shall stand renamed as Aadhar Housing Finance Limited – Employee Stock Options Plan, 2018 (“**ESOP Plan 2018**”). It is noted that this amendment has the effect of re-



designating the stock appreciation rights (“SARs”) as employee stock options (“ESOPs”) with a fixed exercise ratio whereby the grantees will be entitled to 1 (one) equity share for each ESOPs under the ESOP Plan 2018 and does not result in any fresh grant of ESOPs. It is further noted that other than the modification as explained in the explanatory statement, all other terms of the instrument granted under ESAR Plan (now amended to be referred as ESOP Plan 2018), including date of grant, vesting schedule, exercise price, remains the same.

RESOLVED FURTHER THAT, it is hereby noted that the proposed amendments to the ESAR Plan and conversion thereof to ESOP Plan 2018 are not prejudicial to the interests of the current SARs holder of the Company.

RESOLVED FURTHER THAT, it is hereby noted that certain amendments to the ESAR Plan and conversion thereof to ESOP Plan 2018 are being carried out to meet the regulatory requirement in terms of the SEBI SBEB & SE Regulations at the time of seeking listing and once the Company is listed.

RESOLVED FURTHER THAT, for the purpose of bringing into effect the amendments to the ESAR Plan and conversion thereof to ESOP Plan 2018 and generally for giving effect to these resolutions, each member of the NRC and such other persons as may be authorized by the NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT, any director of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

Item No. 4

Amendment of Aadhar Housing Finance Limited Employee Stock Option Plan, 2020.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions contained in the memorandum of association and the articles of association of **Aadhar Housing Finance Limited** (“Company”), and such other rules, regulations, circulars and guidelines of any / various statutory /



GHAR BANEGA, TOH DESH BANEGA.

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Western Express Highway and M.V.Road,
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Tel: 022-4168 9900 / 6121 3400
Fax: 022-4168 9934

regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), in accordance with terms of **Aadhar Housing Finance Limited ESOP Plan, 2020 (“2020 Plan”)**, and subject to any other approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee), the members of the Company, hereby approve the proposed amendment to the 2020 Plan, the salient features of which are set out in the explanatory statement to the notice issued to the members of the Company.

RESOLVED FURTHER THAT, it is hereby noted that the proposed amendment to the 2020 Plan is not prejudicial to the interests of the current ESOP grantee of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, any member of the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby severally authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable.

RESOLVED FURTHER THAT, any director of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

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



Harshada Pathak
Company Secretary and Compliance Officer
Membership No. A19534

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: 22nd January, 2024



Notes:

1. Pursuant to the general circular no. 14/2020 issued by Ministry of Corporate Affairs (MCA) dated 8th April, 2020 as amended from time to time and extension provided by general circular no. 09/ 2023 issued by Ministry of Corporate Affairs (MCA) dated 25th September 2023, physical attendance of Members is not required. Accordingly, since this EGM 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.
2. The Members may note that pursuant to the General Circular No. 09/2023 dated 25th September, 2023, issued by Ministry of Corporate Affairs, this EGM will be held through Video Conference, by using the Zoom Meeting App and Meeting Id and password to participate in the said EGM is given herein below :

Link of Video Conference	https://aadharhousing.zoom.us/j/2344554979?pwd=S0l1MkdWQUc0dGlV0w2eFVJSStZUT09&omn=96832846618
Meeting ID	234 455 4979
Password	123456

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

3. 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.
4. 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.
5. The members can join the EGM through VC mode 15 minutes before the fixed time of 05:00 p.m. and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Annexure-I to this Notice.
6. This EGM will be conducted through Audio – Visual Facility and the attendance of the members attending the EGM through video conference will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and therefore the Attendance Slip and route map are not enclosed with this Notice.
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the EGM is annexed hereto.



8. Members may also note that the Notice of this EGM along with the explanatory statement will be available on the website of the Company i.e. <https://aadharhousing.com/>
9. 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 EGM.
10. 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.
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 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 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.

ANNEXURE TO THE NOTICE

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

Item No. 1

Initial Public offer of Equity Shares

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 10 each of the Company (“**Equity Shares**”) which shall consist of a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale by the promoter of the Company, BCP Topco VII Pte. Ltd. (“**Promoter Selling Shareholder**”) (“**Offer for Sale**” and together with Fresh Issue, the “**Offer**”). The Company intends to at the discretion of the board of directors of the Company (“**Board**”), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“**BRLMs**”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹ 15,000 million on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way



of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus (“Offer Documents”). The Board has the authority to modify the objects disclosed in the Offer Documents on the basis of the requirements of the Company, in accordance with applicable laws.

The Board recommends to the members to pass the resolution as set out at Item No. 1 of this Notice as Special Resolutions.

None of the directors, key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

Item No. 2

Increase in investment limits for Non-Resident Indians and Overseas Citizens of India.

In terms of Foreign Exchange Management Act, 1999, as amended (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Rules”), and the Consolidated Foreign Direct Investment (FDI) Policy Circular of 2020, as amended (together with the FEMA and FEMA Rules, the “FEMA Laws”), the Non Resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the shares of the Company listed, the Board has, at its meeting held on 21st January, 2024 proposed, subject to the approval of the shareholders by way of a special resolution, to increase the aggregate foreign investment limit of NRIs and OCIs on repatriation basis to 24% of the paid up equity share capital of the Company, on a fully diluted basis.

The Board recommends to the members to pass the resolution as set out at Item No. 2 of this Notice as Special Resolutions.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.



Item No. 3
Adoption of Amended Aadhar Housing Finance Limited – Employee Stock Appreciation Rights Plan, 2018 and rename it as Aadhar Housing Finance Limited – Employee Stock Options Plan, 2018.

As Aadhar Housing Finance Limited (“**Company**”) is considering undertaking an initial public offering of its equity shares (“**IPO**”), the Company understands that, under the extant Securities and Exchange Board of India rules and regulations, for the Company to be eligible to undertake the IPO, it cannot have any stock appreciation rights and can only have employee stock options outstanding at the stage of filing draft red herring prospectus with Securities and Exchange Board of India and recognized stock exchanges and hence with these changes and the rechristening of the Aadhar Housing Finance Limited – Employee Stock Appreciation Rights Plan, 2018 (the “**ESAR Plan**”) name as Aadhar Housing Finance Limited – Employee Stock Options Plan, 2018 (“**ESOP Plan 2018**”) (without amending any of the other applicable terms and conditions except as detailed in this explanatory statement and amendments made to the ESOP Plan 2018 made available for inspection) it will enable the Company to undertake the IPO and provide a right of liquidity to the shareholders, including the grantees who exercise their options and sell the equity shares post listing on the recognized stock exchanges(s).

A statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 (“**Act**”) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) are as under:

1.	Variation of terms of the 2018 Plan	This amendment has the effect of re-designating the (erstwhile) stock appreciation rights (“ SARs ”) as employee stock options (“ ESOPs ”) with a fixed the exercise ratio (the number of the shares that will be allotted on exercise of the vested SARs), where for every vested ESOPs, the grantees will be entitled to 1 (one) equity share for each ESOP under ESOP Plan 2018, to ensure that the definite number of shares is made known to the employees. Upon exercise of the options under the ESOP Plan 2018 the shares will be calculated, and any fraction will be rounded up to nearest number. With the proposed amendments, the Company is also proposing to rename the ESAR Plan to ESOP Plan 2018 to align the nomenclature with the type of employee benefit being provided.
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	<p>Given that the Company is proposing to undertake the IPO, on listing of its equity shares, the Company will be required to ensure that the ESOP Plan 2018 is in compliance with the Companies Act, 2013 (“Act”), as amended along with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (“SEBI SBEB & SE Regulations”) such as post listing in case of death and permanent disability minimum time period of 1 year for vesting of options will not be applicable, in case of retirement the unvested options will continue to vest etc. Accordingly, ESOP Plan is required to be amended to align it with SEBI SBEB & SE Regulations. Further, the Company shall comply with the applicable accounting standards in relation to the ESOP Plan 2018.</p> <p>At the time of adoption of the ESOP Plan 2018, the shareholders of the Company had authorized to issue ESARs under the ESAR Plan exercisable into not more than 11,00,000 (eleven lakhs) fully paid-up shares in the Company, in aggregate, of face value of INR 10 (Indian Rupees Ten only) each. After giving effect to corporate action of bonus shares in the ratio of 1: 9 and partial exercise of grants by the option holders as per the decision of Nomination and Remuneration Committee, the current outstanding options under the ESOP Plan 2018 can be exercisable into not more than 18,65,545 (eighteen lakhs sixty five thousand five hundred and forty five) fully paid up shares of the Company.</p> <p>Further, given that the Company is proposing to undertake an IPO, the provisions relating to cash based settlement has been deleted under the ESAR Plan, as SEBI SBEB & SE Regulations, have clarified that the ambit of cashless exercise to only cover for the exercise price, tax obligations and related expenses (“Sell To Cover”). Accordingly, the revised ESOP Plan 2018 provides for pure share based benefits in case of exercise of vested ESOPs.</p> <p>In addition to the above, the amendments to the definition of “liquidity event” is proposed and accordingly following events are proposed to be deleted: (i) strategic sale event conferring a right of drag along right to the current shareholders; and (ii) offer of purchase of shares from the grantee made by the investor in accordance with the ESOP Plan</p>
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		<p>2018. As these provisions relate to rights of a share, however, Company being a public company cannot impose such obligations on the shareholders, as Section 58(2) of the Companies Act, 2013 provides that the shares of a public company shall be freely transferable, except a contract between two shareholders can be enforced.</p> <p>Further, in case of retirement, prior to listing, it is proposed to provide authority to the Nomination and Remuneration Committee, whereby Nomination and Remuneration Committee can at its sole discretion and by adopting a resolution at a meeting, vest the unvested ESOPs granted to such an ESOP Grantee on an accelerated basis on the last date of employment of such ESOP Grantee, excluding the staff against whom any disciplinary proceeding was taken by the Company.</p>
2.	Rationale of the variation of the 2018 Plan	As noted above, the amendments and changes make the Company an eligible employer to undertake the IPO and align the ESOP Plan 2018 with the requirements of the SEBI SBEB & SE Regulations.
3.	Details of the employees who are beneficiaries of such variation	The beneficiaries of such variation are all the current and future ESOP grantee under the ESOP Plan 2018.

All other terms, including grant date, vesting schedule, exercise price, treatment of the benefits on cessation of employment will remain the same.

These amendments will be applicable to all grantees who have been granted the benefit with effect from the original grant date and to whom it will be granted under the ESOP Plan 2018.

These amendments are not detrimental to the interest of the grantees.

A draft of the ESOP Plan 2018 with the proposed amendment shall be available at the registered office of the Company, for inspection, on 24.01.2024 and during business hours of the Company.

Pursuant to Section 102 of the Act, the Board of the Company do hereby confirm that none of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any stock options under the ESOP Plan 2018, in accordance with the applicable law.



Based on the recommendations and approval of the Nomination and Remuneration Committee, the Board thereby recommends the passing of the proposed resolution stated in Item no. 3 of the notice of meeting for approval of the members as a special resolution.

Item No. 4

Based on the recommendations and approval of the Nomination and Remuneration Committee, approval of the Board of Directors (“**Board**”) and subject to approval of the members, it is proposed that **Aadhar Housing Finance Limited** ESOP Plan, 2020 (“**2020 Plan**”) adopted by **Aadhar Housing Finance Limited** (“**Company**”) be amended.

The Resolution contained at Item no. 4 seeks to obtain the members’ approval to authorize the Nomination and Remuneration Committee and/or the Board to amend the 2020 Plan and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to this amendment.

A draft of the 2020 Plan with the proposed amendment shall be available at the registered office of the Company, for inspection, on 24.01.2024 and during business hours of the Company.

A statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 (“**Act**”) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) are as under:

No.	Particulars	2020 Plan
1.	Variation of terms of the 2020 Plan	(a) Clause 5.3.1. of the 2020 Plan is proposed to be amended to provide discretion to the Nomination and Remuneration Committee in relation to vesting of unvested options prior to the date the investor receives a net sale consideration of USD 500,000,000, cumulatively from the sale of the shares held by the investor (referred to as “Start Date of Vesting” under the 2020 Plan). Currently, the 2020 Plan does not grant any such discretion to the Nomination and Remuneration Committee. In light of the above, for the Company to provide discretion to the Nomination and Remuneration Committee to waive of the condition as stipulated under Clause 5.3.1 of the 2020 Plan in relation to vesting of unvested options (i.e. to grant Nomination and Remuneration Committee discretion to allow for vesting of

		<p>options even prior to Start Date of Vesting), the 2020 Plan is proposed to be amended.</p> <p>(b) Accordingly, the below language is proposed to be included after 5.3.4 of the 2020 Plan:</p> <p>“Notwithstanding any other provision contained in Clause 5 of this Plan, the Nomination and Remuneration Committee may at its sole discretion allow for Eligible Options to Vest prior to Start Date of Vesting in relation to the Options already Granted to the ESOP Grantee as on January 24, 2024 or the Options that are to be Granted”.</p>
2.	Rationale of the variation of the 2020 Plan	<p>(a) The amendment is proposed to provide discretion to the Nomination and Remuneration Committee in relation to vesting of unvested options of the Company under the 2020 Plan.</p> <p>(b) The proposed amendment is not detrimental/prejudicial to the interest of the optionees.</p>
3.	Details of the employees who are beneficiaries of such variation	The beneficiaries of such variation are all the current and future ESOP grantee under the 2020 Plan.

All other terms, including grant date, vesting schedule, exercise price, treatment of the benefits on cessation of employment will remain the same.

These amendments will be applicable to all grantees who have been granted the benefit with effect from the original grant date and whom it will be granted under the 2020 Plan.

These amendments are not detrimental to the interest of the grantees.

A draft of the 2020 Plan with the proposed amendment shall be available at the registered office of the Company, for inspection, on 24.01.2024 and during business hours of the Company.

Pursuant to Section 102 of the Act, the Board of the Company do hereby confirm that none of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any stock options under the ESOP Plan 2018, in accordance with the applicable law.



GHAR BANEGA, TOH DESH BANEGA.

Unit No. 802, Natraj Rustomjee,
Western Express Highway and M.V.Road,
Andheri (East), Mumbai – 400069
Tel: 022-4168 9900 / 6121 3400
Fax: 022-4168 9934

The Board thereby recommends the passing of the proposed resolution stated in Item no. 4 of the notice of meeting for approval of the members as a special resolution.

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



Harshada Pathak
Company Secretary and Compliance Officer
Membership No. A19534

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: 22nd January, 2024

Annexure-I

Instructions for participating in the Extra Ordinary General Meeting of the Members of Aadhar Housing Finance Limited, to be held at 05:00 p.m. (17:00 Hours), on Wednesday, 24th January, 2024 through Video Conference, by using Zoom Meeting App.

Instructions for participating the aforesaid EGM 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 “Activate Account.”

Step 6

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

Other instructions:

1. Please note that, if you have already downloaded/using Zoom App, then you need not 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 15 minutes prior to the scheduled meeting time on the meeting day for timely participation in the EGM through video conference.
3. Please listen and participate in the discussion carefully.
4. **PLEASE PROPOSE AND SECOND THE RESOLUTION BY RAISING 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.



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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. Tanvi Kapre, from Secretarial Department- Aadhar Housing Finance Ltd. at 022-4168 9922.
9. In case poll is ordered, members may send their vote at complianceofficer@aadharhousing.com.

