

**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

**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, 13<sup>th</sup> December, 2023 at 10:15 a.m. ( 10:15 Hours) through Video Conference facility as per the General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, issued by Ministry of Corporate Affairs at the deemed venue i.e., Corporate Office, 8<sup>th</sup> 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:-

**SPECIAL BUSINESS:**

**Item No. 1**

**Re-appointment of Ms. Sharmila A. Karve (DIN: 05018751), as an Independent Director of the Board of the Company for a period of 5 years i.e., w.e.f. 15<sup>th</sup> December 2023 till 14<sup>th</sup> December, 2028:**

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 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the Articles of Association of the Company, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended, and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sharmila A. Karve (DIN: 05018751), who was appointed as an Independent Director for a tenure of 3 (three) years w.e.f. 15<sup>th</sup> December, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive



years, from 15<sup>th</sup> December, 2023 to 14<sup>th</sup> December, 2028 and she shall be eligible for the sitting fees/commission as may be decided by the Board / Shareholders from time to time”.

**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid re-appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution and a certified copy of resolution be furnished to regulators/ entities severally attested by any Director or Chief Financial Officer or Company Secretary of the Company with a request to accept and act thereon.”

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: 15<sup>th</sup> November 2023

**Notes:**

1. Pursuant to the general circular no. 14/2020 issued by Ministry of Corporate Affairs (MCA) dated 8<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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	<a href="https://aadharhousing.zoom.us/j/2344554979?pwd=S0lMkdWQUc0dGIvV0w2eFVJSStZUT09">https://aadharhousing.zoom.us/j/2344554979?pwd=S0lMkdWQUc0dGIvV0w2eFVJSStZUT09</a>
Meeting ID	Meeting ID: 234 455 4979
Password	Passcode: 123456

For detailed procedure to participate in the EGM through video conference by using Zoom App, please refer Annexure-2, 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 10:15 am and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Annexure-2 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.



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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**

**Re-appointment of Ms. Sharmila A. Karve (DIN: 05018751), as an Independent Director of the Board of the Company for a period of 5 years i.e. w.e.f. 15<sup>th</sup> December 2023 till 14<sup>th</sup> December, 2028:**

The Members of the Company had approved the appointment of Ms. Sharmila A. Karve (DIN: 05018751) as an Independent Director on the Board of the Company for a term of 3 years w.e.f. 15<sup>th</sup> December, 2020.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (“the Act”) from a member for considering re-appointment of Ms. Sharmila A. Karve, as Independent Director, before the expiry of her current term for a further period of five years i.e. from 15<sup>th</sup> December 2023 till 14<sup>th</sup> December 2028. She would be eligible for the sitting fees & commission as may be decided by the Board / Shareholders from time to time.

Further, the Company has received the consent from Ms. Karve to act as Independent Director of the Company for the proposed re-appointment for the second term of 5 years and declaration to the effect that she is not disqualified in terms of Section 164(2) of the Companies Act, 2013 (Act). The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

Ms. Sharmila A. Karve has rich experience & knowledge about the financial markets and given her professional background and contributions made by her during her first term, the continued association of Ms. Sharmila A. Karve, as an Independent Director would be beneficial to the Company. Keeping in view of the above, in the opinion of the Board, she fulfils the conditions specified in the Act for such an appointment and that it will be in the interest of the Company that Ms. Sharmila A. Karve be re-appointed on the Board of the Company as Independent Director. Her brief profile is enclosed herewith as Annexure-1

The above proposal is recommended by the Nomination & Remuneration Committee and the Board and the resolution as set out at Item No. 1 of this Notice is placed for the approval of the Members as Special Resolution.



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Save and except Ms. Sharmila A. Karve, none of the other Directors or Key Managerial Persons, or their relatives, are in any way, concerned or interested, financially or otherwise, in the 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,  
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Junction of Western Express Highway and M. V. Road,  
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Place: Mumbai

Date: 15<sup>th</sup> November, 2023

Disclosures as per Clause 1.2.5 of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Annexure- 1**
**Annexure to Item No. 1 of the Notice.**

Details of Directors seeking re-appointment at the EGM:

Name of the Director	Ms. Sharmila A Karve
Date of Birth and age	8 <sup>th</sup> April 1965, 58 years
Date of first Appointment on the Board	December 15, 2020
Qualifications and Expertise in specific functional area	<p>Ms. Karve is a graduate in Commerce and a Chartered Accountant.</p> <p>Ms. Karve spent most of her career at PricewaterhouseCoopers (PwC) in India and was admitted to the partnership in 1997. She has served as the audit partner for some of the largest FMCG, Pharma, Telecom and Insurance Companies in India. Ms. Karve was the Head of Audit for the Price Waterhouse network of firms in India between 2009 to 2012 and during this time she was actively involved in negotiating the settlement with the US Regulators. She took over as the Head of Risk &amp; Quality for the India network in 2012 and was appointed as the Head for Diversity and Inclusion for the PwC Network. Ms. Karve became the first person from India to be appointed to the Global Leadership Team and the Global Human Capital Team. In her role as the Head of Diversity &amp; Inclusion, Ms. Karve was a speaker at various forums.</p> <p>She early retired from the PwC network of firms on 30th June 2019 and is now an Independent Director on the board of Syngene International Limited, EPL Limited, CSB Bank Ltd., Vanaz Engineers Limited, Thomas Cook (India) Limited, School for Social Entrepreneurs India, Fairfax India Holdings Corporation, EPL Packaging (Guangzhou) Limited, Lamitube Technology Limited, Mauritius and EPL America LLC.</p>



Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Ms. Karve would be eligible for the sitting fees & commission as may be decided by the Board / Shareholders from time to time.  Last drawn remuneration of Ms. Karve is given on page 171 of the Annual Report of the Company for financial Year 2022-23.
Summary of performance evaluation	The Nomination & Remuneration Committee and the Board at its respective Meetings held on 16 <sup>th</sup> May, 2023 has considered and reviewed the performance evaluation of Ms. Karve and she was assessed at highest scale on each of the parameters of evaluation.
Number of Board Meetings attended during the financial year 2022-2023.	8
Shareholding held in the Company	Nil
List of the directorships held in other Companies	<ul style="list-style-type: none"> <li>• EPL Limited</li> <li>• Syngene International Limited</li> <li>• CSB Bank Limited</li> <li>• Thomas Cook (India) Limited</li> <li>• Vanaz Engineers Limited</li> <li>• School for Social Entrepreneurs India</li> <li>• EPL Packaging (Guangzhou) Limited</li> <li>• Lamitube Technology Limited, Mauritius</li> <li>• EPL America LLC</li> <li>• Fairfax India Holdings Corporation</li> </ul>
Membership/ Chairmanship of Committees of other Boards	<b>Audit Committee :</b> EPL Limited- Chairperson CSB Bank Limited- Chairperson Syngene International Limited- Member Thomas Cook India Limited- Member Vanaz Engineers Limited- Member  <b>Stakeholders Relationship Committee:</b> Syngene International Limited- Chairperson EPL Limited- Member



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Relationships with Directors and Key Managerial Personnel of the company inter-se	Not related to any other Director / Key Managerial Personnel
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\*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only Listed entities and two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.



## Annexure-2

Instructions for participating in the Extra Ordinary General Meeting of the Members of Aadhar Housing Finance Limited, to be held at 10:15 a.m. (10:15 Hours), on Wednesday, 13<sup>th</sup> December, 2023 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.
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.



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8. In case of any assistance before or during the video conference as aforesaid, you can call Ms. Guru Simran Kaur Nopal, 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](mailto:complianceofficer@aadharhousing.com).

