

**ESOP DISCLOSURE ON WEBSITE OF THE COMPANY**

**For Aadhar Housing Finance Limited - Employee Stock Option Plan 2020 (ESOP 2020)**

**Disclosures by the Board of Directors pursuant to Part F of Schedule I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

- A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Members may refer to note no. 41 the audited financial statement prepared as per Indian Accounting Standard (Ind AS) for the financial year 23-24.	Members may refer to note no. 41 the audited financial statement prepared as per Indian Accounting Standard (Ind AS) for the financial year 22-23	Members may refer to note no. 41 the audited financial statement prepared as per Indian Accounting Standard (Ind AS) for the financial year 21-22

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Diluted EPS for the year ended 2023-24 is Rs. 18.35 (Consolidated) calculated in accordance with Ind AS 33 (Earnings Per Share)	Diluted EPS for the year ended 2022-23 is Rs. 13.39 (Consolidated) calculated in accordance with Ind AS 33 (Earnings Per Share)	Diluted EPS for the year ended 2021-22 is Rs. 10.93 (Consolidated) calculated in accordance with Ind AS 33 (Earnings Per Share)

- C. Details related to ESOP 2020**

**(i) A description of for, including the general terms and conditions, including**

**Aadhar Housing Finance Ltd.**

CIN: L66010KA1990PLC011409

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Toll Free No: 1800 3004 2020 [www.aadharhousing.com](http://www.aadharhousing.com)  
[customercare@aadharhousing.com](mailto:customercare@aadharhousing.com)

	FY 2023- 2024	FY 2022-23	FY 2021-22
<b>(a) Date of shareholders' approval</b>	<p>The date of approval of the ESOP 2020 by Shareholders: <b>March 30, 2020.</b></p> <p>The date of amendments made in the Plan by Shareholders (Pre-IPO): <b>March 13, 2021, March 23, 2022, May 26, 2022 and January 24, 2024.</b></p> <p>Date of Ratification of the ESOP 2020 Post IPO: <b>September 14<sup>th</sup>, 2024.</b></p>		
<b>(b) Total number of options approved under ESOS</b>	2,40,00,000 <sup>1</sup>		
<b>(c) Vesting requirements</b>	<p>The options granted shall not vest for a period of one (1) year from the date of grant, after which the options shall be eligible for vesting in accordance with the vesting schedule and terms provided in the scheme.</p> <p>Provided that after the listing of the company, notwithstanding anything contained herein, the minimum cliff period of one (1) year as regards vesting will not apply in case of death or permanent incapacity of the Employee.</p> <p>Other requirements are as per Aadhar Housing Finance Limited - Employee Stock Option Plan 2020</p>		
<b>(d) Exercise price or pricing formula</b>	<p><b>Exercise Price</b> means the Fair Market Value subject to a discount of up to twenty per cent. (20%) as may be determined by the Nomination and Remuneration Committee at the time of Grant, being the price per Option payable by an Employee upon Exercising an Option which has been Granted pursuant to the ESOP Plan 2020, as set out in the relevant Exercise Notice.</p> <p>An amount equivalent to the exercise Consideration shall be payable by the employees at the time of exercise of the vested options.</p>		

<sup>1</sup> Changed from 12,00,000 shares to 24,00,000 shares through EGM approval dated 13th March 2021.

<p><b>(e) Maximum term of options granted</b></p>	<p>The options granted shall not vest for a period of one (1) year from the date of grant, after which the options shall be eligible for vesting in accordance with the vesting schedule and terms provided in the scheme.</p> <p>Provided that after the listing of the company, notwithstanding anything contained herein, the minimum cliff period of one (1) year as regards vesting will not apply in case of death or permanent incapacity of the Employee.</p>
<p><b>(f) Source of shares (primary, secondary or combination)</b></p>	<p>Primary</p>
<p><b>(g) Variation in terms of options (FY 2023-24)</b></p> <p>(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 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: “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>	
<p><b>(g) Variation in terms of options (FY 2022-23)</b></p> <p><b>1. Key Variations in the ESOP Plan 2020:</b></p> <p>1.1. Currently, the vesting of the options under the ESOP Plan 2020 occurs when the following three conditions are met: (i) time based conditions (20% of the options vesting on annual basis), (ii) employee performance based conditions (if performance</p>	

rating is 3, then the full portion of the options for that financial year shall vest, if the performance rating is below 3, then only 50% of the portion of the options for that financial year shall vest), and (iii) sale of shares by the investor based on certain value (“Investor Sale Threshold”).

1.2. Clause 5.3.1(a) pertaining to Investor Sale Threshold is proposed to be revised to add the underlined portion set out below, and the revised Clause 5.3.1(a) will read as follows:

(a) Proportion of Eligible Options qualifying for Vesting (“Proportionate Eligible Options”) shall be

In the event the ESOP Grantee is an Employee of the Grade MM5 (Senior Chief Manager) or above, subject to sub-clause (1) below, the [Lower of (i) and (ii) below] minus [Options already Vested or are scheduled to Vest in next two (2) years as per Clause 5.3.1(b) (however if the number determined here is a negative number, then it will be deemed to be zero (o))]:

1.3. Further, the sub-clause (1) and (2) to Clause 5.3.1(a) of ESOP Plan 2020 shall be inserted which would read as follows:

(1) “The Vesting conditions as provided above in this Clause 5.3.1.(a) shall not apply till such time that the total cumulative vesting of the Options granted does not cross 50% (fifty percent) of total grants made to such ESOP Grantee. In the event, the Options that Vest are more than 50%, then all Options (which remain Unexercised) shall be subject to the Vesting conditions specified above in this Clause 5.3.1.(a).

(2) Notwithstanding anything contained above in this Clause 5.3.1.(a), in the event the ESOP Grantees are Employees in the Grade MM 4 (Chief Manager) and below, the Vesting conditions as provided in above in this Clause 5.3.1.(a) shall not apply. For the sake of clarity, the conditions specified in Clause. 5.3.1.(b) below and other conditions shall continue to apply.”

1.4. Consequently, through this amendment, the Investor Sale Threshold vesting conditions specified in Clause 5.3.1(a) of ESOP 2020 is being waived as below:

(a) all employees in the Grade MM 5 (Senior Chief Manager) and above, till such time that the total cumulative vesting to the options granted does not cross 50% (fifty percent) of their total grant. Once the 50% of the options granted have vested, Clause 5.3.1(a) of the ESOP Plan 2020 will apply for all outstanding options (which remain unexercised); and

(b) all ESOP grantees in the Grade MM 4 (Chief Manager) and below.

1.5. All other conditions continue to apply.

**(g) Variation in terms of options (FY 2021-22)**

**1. Change in the Vesting Schedule:**

(a) The existing terms of clause 5.3.1 (b) shall be read as follows: -

**Proportionate Eligible Options as per Clause 5.3.1(a) mentioned above shall Vest as per following Vesting Schedule:**

Vesting Date	Percentage of Proportionate Eligible Options
On the Testing Date	60% of Proportionate Eligible Options
On 1 <sup>st</sup> anniversary of the Testing Date	20% of Proportionate Eligible Options
On 2 <sup>nd</sup> anniversary of the Testing Date	20% of Proportionate Eligible Options

(b) The above existing Clause 5.3.1(a) of the Plan shall be amended/ revised to read as below:

**“Proportionate Eligible Options as per Clause 5.3.1(b) shall Vest as per following Vesting Schedule:**

Vesting Date	Percentage of Proportionate Eligible Options
On the Testing Date	60% of Proportionate Eligible Options
On 1st anniversary of the Testing Date	40% of Proportionate Eligible Options

Provided, the Nomination and Remuneration Committee, at its sole discretion and by adopting a resolution at a meeting, will have the right to Vest entire Proportionate Eligible Options on the Testing Date for all ESOP Grantees.

- (c) Introduction of a new Clause 5.3.3, in the event the Investor has received a new sale consideration of USD 500,000,000 and Options are to granted, then this sale conditions would be deemed to have to met, and the remaining vesting conditions only shall apply:

*“In the event the Investor has received a net sale consideration of United States Dollar Five Hundred Million (USD(\$)) 500,000,000) cumulatively from the sale of the Shares held by the Investor as specified in Clause 5.3.1, and Options are to be granted post the Start Date of Vesting, then the Vesting conditions specified in Clause 5.3.1 has been satisfied, and the Vesting Conditions specified in Clauses 5.1, Clause 5.2, Clause 5.3.1.(a), Clause 5.3.1.(b) and Clause 5.3.2 shall apply to such Options.”*

**2. Other proposed amendments to the ESOP Plan to comply with SEBI SBEB & SE Regulations**

No.	Position under the ESOP Scheme at present	Amendments /Variations Proposed
1.	<p><b>Definition of employee and the scope of the ESOP Plan</b></p> <p>Under the ESOP Scheme “Employee” means:</p> <ul style="list-style-type: none"> <li>(i) a permanent employee of the Company; or</li> <li>(ii) executive directors (including managing director), whether in India or outside India, of the Company, or</li> <li>(iii) an employee as defined in (i) above of a subsidiary of the Company.</li> </ul> <p>But excludes:</p> <ul style="list-style-type: none"> <li>(a) an employee who is a Promoter or a person belonging to the Promoter Group;</li> <li>(b) all non-executive directors and independent directors.</li> </ul>	<p>The definition of an employee, except in relation to sweat equity, has been revised under SBEB &amp; SE Regulations to include an employee as designated by the company, who is exclusively working in India or outside India. Further, the ambit of an employee has been expanded to include employees of group companies, including associate companies. The definition of employee is being revised in the ESOP Plan to reflect the above regulatory change, to be applicable on the Company after listing, as the Company would have to comply with the SEBI SBEB &amp; SE Regulations upon listing. Further, the Company is being given the authorization to allot shares to the employees of the ‘group companies’ and ‘associate companies’ (as defined under the SEBI SBEB &amp; SE Regulations) after listing.</p>

2.	<b>Power of the compensation committee</b>  The compensation committee has been provided the authority to undertake various action in relation to the grant and exercise of options.	The power of the compensation committee has been revised to bring it in compliance with Schedule 1, Part B of the SEBI SBEB & SE Regulations.
3.	<b>Policy for vesting in case of death or permanent incapacity</b>  The ESOP Scheme presently provides for immediate vesting of all the options granted in case of death or permanent incapacity.	The cliff period of 1 year is not applicable in case of death or permanent incapacity. The ESOP Plan is being amended to include the above clarification to be applicable on the Company after Listing.
4	<b>Treatment of options in case of retirement on superannuation</b>  Under the ESOP Plan, all the unvested options will lapse on the Cessation Date.	In the event of retirement or superannuation, the options granted to an employee which have not vested, will not expire, and continue to vest in accordance with their respective vesting schedules as per company's policies after the Listing, per the amendment being proposed in the ESOP Plan.
5	<b>Modification of the plan</b>  Presently, subject to applicable law, the Nomination And Remuneration Committee may revoke, add to, alter, amend or vary all or any of the terms and conditions of ESOP Plan.	Companies can vary the terms of the scheme to meet any regulatory requirement without seeking shareholders' approval under the SEBI SBEB & SE Regulations. Per the proposed amendment, post the listing, the Board or the Nomination and Remuneration Committee may revise any of the terms and conditions of ESOP Plan to meet any regulatory requirement without seeking shareholders' approval.

**(ii) Method used to account for ESOS – Intrinsic or Fair value**

Fair value method has been used as per Ind AS 102- Share Based Payment.

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(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. - Not Applicable

(iv) Option movement during the year :

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Number of options outstanding at the beginning of the period	10198847	10702850	11150433
Number of options granted during the year	8289716	1879549	0
Number of options forfeited / lapsed during the year	903905	1431966	951586
Number of options vested during the year	-	-	-
Number of options exercised during the year	-	-	-
Number of shares arising as a result of exercise of options	-	-	-
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	-	-
Loan repaid by the Trust during the year from exercise price received	Not applicable as direct route scheme	Not applicable as direct route scheme	Not applicable as direct route scheme
Number of options outstanding at the end of the year	17584658	10198847	17584658
Number of options exercisable at the end of the year	-	-	-

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

Particulars (Grant date)	ESOP Plan 2020 (December 31, 2020)	ESOP Plan 2020 (January 16, 2021)	ESOP Plan 2020 (September 22, 2021)	ESOP Plan 2020 (August 09, 2023)	ESOP Plan 2020 (November 07, 2023)	ESOP Plan 2020 (January 21, 2024)
Fair value of the option (Rs)	Rs 96 to Rs 333	Rs 28.15 to Rs 51.92	Rs 28.8 to Rs 51.6	Rs 22 to Rs 66.7	Rs 22 to Rs 66.7	Rs 21.6 to Rs 59.8



Particulars (Grant date)	ESOP Plan 2020 (December 31, 2020)	ESOP Plan 2020 (January 16, 2021)	ESOP Plan 2020 (September 22, 2021)	ESOP Plan 2020 (August 09, 2023)	ESOP Plan 2020 (November 07, 2023)	ESOP Plan 2020 (January 21, 2024)
Weighted Average Exercise Price(Rs)	90.805	90.805	90.805	147.50	147.50	147.50

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

(a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Name	Designation	Exercise Price	ESOP Grant FY23-24
Rishi Anand	Managing Director & CEO	147.5	478267
Rajesh Viswanathan	Chief Financial Officer	147.5	433777
Deo Shankar Tripathi	Executive Vice Chairman	147.5	286960
Anmol Gupta	Chief Treasury Officer	147.5	278062
Vikas Bansal	Chief Human Resources Officer	147.5	245046
R Anil Kumar Nair	Chief Business Officer	147.5	240246
Nirav Dhiraj Shah	Chief Risk Officer	147.5	150153
Haryyaksha Ghosh	Chief Data Officer	147.5	149210
Anil Jain	Chief Credit and Operations Officer	147.5	143146
Sreekanth V N	Chief Compliance Officer	147.5	140143
Madhur Bhatnagar	Chief Recovery and Collections Officer	147.5	121124
Satyam Verma	Head of Business	147.5	121124
Sharat Ponia	Head Product & Alternate Channel	147.5	119288
Sandeep Jain	Head of Business	147.5	113783
Sharad Yashwant Jambukar	Head - IT	147.5	96766
Shrikant Patil	Head - Technical	147.5	95097
Suraj Jayaram Shetty	Head - Legal	147.5	83419
Ramesh Kumar	Head - Finance	147.5	78914

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Sanjay Moolchandani	Head - Financial Planning & Analysis	147.5	78914
Arpit Surana	Head - Fund Raising	147.5	69693
Pratik Rajendra Jariwala	Head - Internal Audit	147.5	62175
Vikas Saxena	Head - New Business Initiatives	147.5	58121
Harshada Shashank Pathak	Company Secretary	147.5	55668
Noel Mascarenhas	Head - Marketing	147.5	53388
Brijesh Kumar Goswami	Head - Administration	147.5	43956
Pankaj Khare	Head - RCU & Vigilance	147.5	42799

**ESOP Grant FY22-23: Nil**
**ESOP Grant FY21-22:**

Name	Designation	Exercise Price	ESOP Grant FY21-22
Rishi Anand	Managing Director & CEO	90.805	100000
Rajesh Viswanathan	Chief Financial Officer	90.805	100000
Deo Shankar Tripathi	Executive Vice Chairman	90.805	138628
Anmol Gupta	Chief Treasury Officer	90.805	41294
Vikas Bansal	Chief Human Resources Officer	-	-
R Anil Kumar Nair	Chief Business Officer	90.805	22511
Nirav Dhiraj Shah	Chief Risk Officer	90.805	12310
Anil Jain	Chief Credit and Operations Officer	90.805	14362
Sreekanth V N	Chief Compliance Officer	90.805	15548
Madhur Bhatnagar	Chief Recovery and Collections Officer	90.805	13083
Satyam Verma	Head of Business	90.805	13083
Sharat Ponia	Head Product & Alternate Channel	-	-
Sandeep Jain	Head of Business	90.805	10942
Sharad Yashwant Jambekar	Head - IT	90.805	10203
Shrikant Patil	Head - Technical	90.805	10669



**GHAR BANEGA, TOH DESH BANEGA.**

Corporate Office: 8th Floor, Unit No. 802,  
Natraj by Rustonjee, Junction of Western Express  
Highway and M. V. Road Mumbai MH 400069 IN  
Tel: 022 - 4168 9900 / 6121 3400

Suraj Jayaram Shetty	Head - Legal	90.805	8890
Ramesh Kumar	Head - Finance	90.805	5782
Sanjay Moolchandani	Head - Financial Planning & Analysis	90.805	4702
Arpit Surana	Head - Fund Raising	90.805	2753
Pratik Rajendra Jariwala	Head - Internal Audit	90.805	2808
Vikas Saxena	Head - New Business Initiatives	90.805	15320
Harshada Shashank Pathak	Company Secretary	90.805	23020
Noel Mascarenhas	Head - Marketing	90.805	1982
Brijesh Kumar Goswami	Head - Administration	90.805	4176
Pankaj Khare	Head - RCU & Vigilance	90.805	4577

(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and

**ESOP Grant FY23-24:**

Name	Designation	ESOP Grant	Exercise Price	%
Rishi Anand	Managing Director & CEO	478267	147.5	5.80%
Rajesh Viswanathan	Chief Financial Officer	433777	147.5	5.20%

**ESOP Grant FY22-23: Nil**

**ESOP Grant FY21-22:**

Name	Designation	ESOP Grant	Exercise Price	%
Deo Shankar Tripathi	Executive Vice Chairman	138628	90.805	7.38%
Rishi Anand	Managing Director & CEO	100000	90.805	5.32%
Rajesh Viswanathan	Chief Financial Officer	100000	90.805	5.32%

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(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant. – Not applicable

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

*(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;*

<b>Particulars (Grant date)</b>	<b>ESOP Plan 2020 (December 31, 2020)</b>	<b>ESOP Plan 2020 (January 16, 2021)</b>	<b>ESOP Plan 2020 (September 22, 2021)</b>	<b>ESOP Plan 2020 (August 09, 2023)</b>	<b>ESOP Plan 2020 (November 07, 2023)</b>	<b>ESOP Plan 2020 (January 21, 2024)</b>
Weighted-average values of share price (Rs.)	90.805	90.805	90.805	147.5	147.5	147.5
Exercise price (Rs.)	90.805	90.805	90.805	147.5	147.5	147.5
Expected Volatility (%)	9.7% to 12.7%	15.6% to 22.1%	15.2% to 22.0%	11.8% to 14.9%	11.8% to 14.9%	11.8% to 14.8%
Expected Option Life (years)	3 years to 9 years	3 years to 9 years	3 years to 9 years	3 years to 9 years	3 years to 9 years	3 years to 9 years
Expected dividend rate (%)	0.8%	0.6%	0.6%	0.0%	0.0%	0.0%
Risk Free rate of return (%)	5.2% to 6.7%	4.0% to 6.6%	3.9% to 6.3%	7.1% to 7.3%	7.1% to 7.3%	7.0% to 7.1%

*(b) the method used and the assumptions made to incorporate the effects of expected early exercise;*

NA

*(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and*

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[customercare@aadharhousing.com](mailto:customercare@aadharhousing.com)



**GHAR BANEGA, TOH DESH BANEGA.**

Corporate Office: 8th Floor, Unit No. 802,  
Natraj by Rustonjee, Junction of Western Express  
Highway and M. V. Road Mumbai MH 400069 IN  
Tel: 022 - 4168 9900 / 6121 3400

The volatility is based on annualised standard deviation of the continuously compounded rates of return based on the peer companies and competitive stocks over a period of time.

*(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition*

The following factors have been considered:

- a) Share price
  - b) Exercise prices
  - c) Historical volatility
  - d) Expected option life
  - e) Dividend Yield
- 

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[customercare@aadharhousing.com](mailto:customercare@aadharhousing.com)