



[Formerly known as DHFL Vysya Housing Finance Ltd]

201, Raheja Point -1, Nr. Shamrao Vitthal Bank,
Nehru Road, Vakola, Santacruz (E),
Mumbai - 400055 (Mah.)

Tel: 022 39509900 / 61213400

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AADHAR HOUSING FINANCE LIMITED

NOTICE OF GENERAL MEETING OF HODERS OF PRIVATELY PLACED NON-CONVERTIBLE DEBENTURES (NCDs) ISSUED PURSUANT TO THE SHELF DISCLOSURE DOCUMENTS

Notice is hereby given that the General Meeting of holders of privately placed NCDs of Aadhar Housing Finance Limited (Formerly known as DHFL Vysya Housing Finance Limited) issued pursuant to the shelf disclosure documents executed, will be held on Friday, 29th March, 2019 at 3.30 p.m. (15.30 Hours) at the OLA Banquet Hall B 25/198, Anand Nagar, Nehru Road, Santacruz East, Near Vakola Police Station, Mumbai – 400055, Maharashtra, to transact the following business:

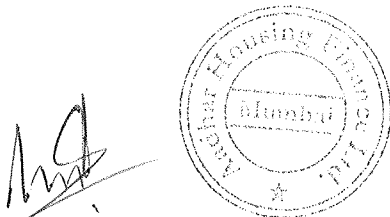
SPECIAL BUSINESS:

1. To consider and issue No-Objection/ Consent for the proposed sale of shares by the current promoters and other shareholders of the Company to BCP Topco VII Pte. Ltd. and change in management of the Company and other necessary documentation and/ or regulatory/ statutory compliance pursuant thereto

To consider and if thought fit to pass with or without modification, the following resolution as a **Special Resolution** (with 3/4th majority):

“**RESOLVED THAT** pursuant to provisions of Sections 42, 71 of Companies Act, 2013, read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI guidelines and as per the other applicable statutory and regulatory provisions, in accordance with the provisions of the shelf disclosure documents executed (“**Shelf Disclosure Document**”), read with terms and conditions agreed under the debenture trust deeds, executed in relation to the Shelf Disclosure Documents executed between the Company and Beacon Trusteeship Limited / Catalyst Trusteeship Limited, as applicable (Debenture Trustees), an unconditional and irrevocable no objection/consent and approval of the NCD holders be and are hereby given for sale of shares of Aadhar Housing Finance Limited (AHFL) held by the current promoters/promoter group of AHFL, i.e. Wadhawan Global Capital Ltd. (WGCL) and Dewan Housing Finance Corporation Ltd. (DHFL) along with Mr. Kapil Wadhawan, Mr. Dheeraj Wadhawan, Mrs. Aruna Wadhawan and other shareholders of AHFL to BCP Topco VII Pte. Ltd., which is held through intermediary companies by private equity funds managed by wholly owned subsidiaries of The Blackstone Group L.P. (“**Blackstone**”), such that Blackstone will hold up to 100% share capital of the Company and the change in management of the Company (“**Proposed Transaction**”).

RESOLVED FURTHER THAT the Debenture Trustees i.e. Beacon/ Catalyst Trusteeship Limited, as applicable, be and are hereby authorized to do all such acts, matters, deeds and other things, that may arise in respect of the above decision and further to sign and execute documents, letters, agreements, consents & undertakings, as may be necessary or desirable for giving effect to the aforesaid decision.”





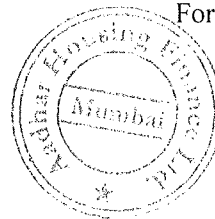
2. To consider and agree to release the Letter of Comfort provided by Dewan Housing Finance Corporation Limited (DHFL) in relation to the NCDs, subsequent to the Proposed Transaction

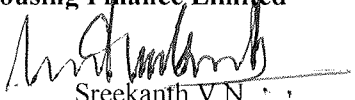
To consider and if thought fit to pass with or without modification, the following resolution as a **Special Resolution** (with 3/4th majority):

“RESOLVED THAT pursuant to provisions of Sections 42, 71 of Companies Act, 2013, read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI guidelines, as per the other applicable statutory and regulatory provisions and as per the provisions of the debenture trust deeds executed between the Company and its Debenture Trustees, the Shelf Disclosure Document, term sheet and other related documents and agreements, an unconditional and irrevocable consent/approval be and is hereby granted for release of the various Letter of Comfort issued by Dewan Housing Finance Corporation Limited (DHFL) for privately placed Non-Convertible Debentures (NCDs) issued in accordance with the Shelf Disclosure Document.

RESOLVED FURTHER THAT the Debenture Trustees i.e. Beacon/ Catalyst Trusteeship Limited, as applicable, be and are hereby authorized to do all such acts, matters, deeds and other things, that may arise in respect of the above decision and further to sign and execute documents, letters, agreements, consents & undertakings, as may be necessary or desirable for giving effect to the aforesaid decision.”

By order of the Board
For Aadhar Housing Finance Limited




Sreekanth V N

COMPANY SECRETARY
FCS : 4191

Corporate Office:
201, Raheja Point-1, Nr. SVC Bank, Nehru Road, Vakola,
Santacruz (E), Mumbai- 400055, Maharashtra
Date: 4th March, 2019

NOTES

1. AN NCD HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF/ITSELF AND THAT THE PROXY NEED NOT BE A NCD HOLDER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY DULY FILLED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE NCD HOLDERS MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED HEREWITH.
2. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty (50) NCD holders and holding in aggregate not more than ten percent of the total privately placed NCDs of the Company. The NCD holder holding more than ten percent of the total privately placed NCDs of the Company may appoint a single person as proxy, who shall not act as a proxy for any other NCD holder.





3. Every NCD holder during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, would be entitled to inspect the various documents, annexures & proxies lodged at any time during the business hours of the Company (i.e. between 10.00 a.m. to 5.00 p.m.), provided that not less than three (3) days prior notice in writing is given to the Company.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting and Attendance Slip is annexed hereto.
5. NCD holder may also note that the Notice of this Meeting will be available on the website of the Company i.e. www.aadharhousing.com.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the NCD holders at the Registered office & Corporate Office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto the date of this Meeting.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of this Meeting is enclosed.
8. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
9. The resolution included in the Notice of this Meeting shall be deemed to be passed on the date of this Meeting, subject to the receipt of the requisite number of votes in favour of the resolution.
10. The consent/NOC may be issued to Debenture Trustees in writing, as per the terms of concerned Debenture Trust Deed.

ANNEXURE TO THE NOTICE CALLING THE MEETING OF PRIVATELY PLACED NCD HOLDERS.

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

Special Businesses- Item No. 1 & 2

1. AHFL is a housing finance company registered with and regulated by National Housing Bank (“NHB”). AHFL is engaged in providing housing finance to economically weaker, lower and middle income segment of the society. AHFL is currently operating out of twenty states and union territories of India with a branch network of over 316 offices covering more than 2,200 locations.
2. **Financial Performance of AHFL**

Particulars	Rs in crore		
	Mar 17	Mar 18	9M Mar 19
AIIM	5,102	7,966	9,623
Income	569.31	798.20	903.83
PAT	63.98	99.73	135.71
Net Worth	377.90	699.60	839.44
CRAR	18.48%	18.76%	18.33%
CRAR – Tier I Capital	14.39%	16.23%	15.93%
CRAR – Tier II Capital	4.09%	2.54%	2.40%
Retail NPA	0.70%	0.58%	0.79%





3. About AHFL

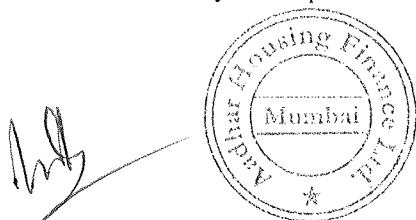
- Largest independent affordable housing finance company with an AUM of Rs 96 billion
- Strong growth tailwinds in affordable housing due to low mortgage penetration combined with low competition from private sector banks
- Priority Sector Lending benefit to banks providing funding; low dependence on capital markets
- Low concentration risk due to wide geographical presence: Presence across 20 states and union territories vs. peers who are primarily exposed to 2 or 3 states (no single state contributes to more than 16% of AHFL's AUM)
- 100% secured retail advances (post transaction) with average ticket size of Rs 8.6 lakhs. High share of low risk salaried customers (65% of loan book) and moderate LTV ratios of 56%
- Largest origination franchise with strong brand vs. peers: 316 branches which cover more than 2,200 locations
- High asset quality: Only 11 bps of cumulative write-offs over last 7 years
- Strong management team and robust credit appraisal process backed by an internal dedicated team of 300 legal & technical experts

4. Current Event – Details of the Proposed Transaction

(a) As on date, the shareholding of AHFL is as follows:

SR NO	NAME OF THE SHAREHOLDER	NUMBER OF SHARES	PERCENTAGE (%)
1.	Wadhawan Global Capital Limited (“WGCL”)	1,75,97,715	69.98%
2.	Dewan Housing Finance Corporation Limited (“DHFL”)	23,01,090	9.15%
3.	Kapil Wadhawan	1,34,017	0.53%
4.	Dheeraj Wadhawan	1,34,017	0.53%
5.	Aruna Wadhawan	1,44,034	0.57%
6.	International Finance Corporation	42,53,389	16.91%
7.	Other Shareholders	5,84,210	2.33%

(b) Proposed Transaction: On 2nd February 2019, the current promoters of AHFL – i.e. WGCL and DHFL, along with Kapil Wadhawan, Dheeraj Wadhawan, Aruna Wadhawan (collectively the “Sellers”) and AHFL, have entered into a share purchase agreement with BCP Topco VII Pte. Ltd., which is held through intermediary companies by private equity funds managed by wholly owned subsidiaries of The Blackstone Group L.P. (collectively “Blackstone”), for transfer of the Sellers’ entire shareholding, i.e. 80.76% of the equity shareholding of AHFL, to Blackstone, subject to regulatory and lender approvals. Simultaneously with the transaction, Blackstone will infuse fresh primary capital amounting to Rs 800 Crores into AHFL. Pursuant to the Proposed Transaction, Blackstone intends to acquire the shareholding of the other existing shareholders in AHFL as well and ultimately own up to 100% of AHFL.





5. About Blackstone

Blackstone is one of the world's leading investment firms. It is publicly listed (NYSE :BX) with a market capitalization of USD 40.2 billion (as of February 8, 2019). Blackstone's alternative asset management businesses, with approximately USD 472.2 billion in assets under management (as of December 31, 2018), includes investment vehicles focused on private equity, real estate, public debt and equity, non-investment grade credit, real assets and secondary funds, all on global basis. The investors include many of the largest and most sophisticated institutional investors from around the world, including leading government investment agencies, public and private sector pension funds, banks, insurance companies, credit institutions, endowments and foundations.

Blackstone has invested or committed over USD 60 billion in equity in over 240 transactions. Combining Blackstone's 90+ investments translates to aggregate revenues in excess of USD 79 billion and approximately 470,000 employees (as September 30, 2018). Investments have been made in a wide variety of industry sectors, business situations and business climates.

Blackstone has been active in India since 2006 and has committed USD 9.4 billion of investments in India through private equity real estate, and structured finance businesses. Blackstone is a long-term investor, and is currently investing from Blackstone Capital Partners VII (having approximately USD 18.6 billion of committed capital) and Blackstone Capital Partners Asia funds (having approximately USD 2.4 billion of committed capital). It brings in a dedicated portfolio operations team to add value to its portfolio companies.

6. Advantages of AHFL post the Proposed Transaction

AHFL continues to remain healthy and the Proposed Transaction will further strengthen its position with the strong parentage of Blackstone. The transaction will be beneficial to all stakeholders:

- (i) Fresh Primary Capital Infusion in AHFL: Blackstone has committed to infuse Rs 800 crores primary equity capital into the company immediately upon successful closure of the transaction. This will benefit AHFL in the following ways:
- **Doubling Net worth**: The net worth of AHFL will almost double from Rs 839.44 crores as at December 31, 2018 and will take it to over Rs 1,600 crores.
 - **Low Debt Equity Ratio**: The debt-equity ratio of AHFL will come down to almost half from the current levels. The net-debt equity ratio as at December 31, 2018 ratio was nearly 8.6 times which will come down to below 5 post the capital infusion. This would give comfort to all stakeholders.
 - **Positive ALM buckets**: AHFL has a well-managed ALM position with more than 98% of the liabilities having long tenure maturity and a very low dependence on short term borrowings (under 2% of the total liabilities). Fresh capital infusion will further strengthen the funding profile of AHFL resulting in positive gaps across all ALM buckets.

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- (ii) The Proposed Transaction will help in strengthening AHFL's leadership position in the Affordable housing Finance. Presently, AHFL is one of the largest independent affordable housing finance company both in terms of Assets under Management and Distribution network and the capital infusion will provide the required growth capital to the company to continue its robust growth journey in meeting the housing finance needs of the economically weaker section and lower income section of the country. Blackstone ownership brings with it the global reputation and trust with strong corporate governance would enable AHFL access to diversified funding avenues at competitive rates. It would also help AHFL to improve its credit profile with the rating agencies.
- (iii) Blackstone's ownership brings to its portfolio companies best-in-class corporate governance, high reporting standards, eminent industry veterans as independent directors and robust technology systems.

7. **Request for Consent**

In accordance with the terms of the debenture trust deeds executed between the Company and Beacon Trusteeship Limited or Catalyst Trusteeship Limited, as applicable ("**Debenture Trustee**"), we request your unconditional and irrevocable consent on the aforesaid transaction in Agenda Item No. 1 and 2 of the notice in order to consummate the Proposed Transaction and the highly positive event of Blackstone coming in as the incoming controlling shareholder of AHFL.

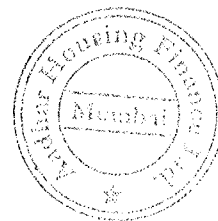
AHFL hereby confirm that there is no other change in any other terms & conditions mentioned in the debenture trust deed executed by AHFL with the Debenture Trustees and adequate security cover as per the various trust deed is being maintained by AHFL. We also confirm that other requirements under various trust deeds and term sheet issued for the NCDs have been and shall be duly complied with by AHFL.

As per the Shelf Disclosure Documents issued to privately placed NCD holders and terms and conditions agreed under the debenture trust deed(s), executed between the Company and its Debenture Trustees, approval of privately placed NCD holders, with 75% majority in value, will be required for sale of majority shares/ change in control/management of the Company and also release of letter of comfort provided by DHFL.

Based on the above approval/consent given by majority NCD Holders the Trustees will issue their NOC for the above proposed transaction as per Agenda Notes mentioned in this notice.

Except Mr. Kapil Wadhawan and their relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and No. 2 of this Notice and it is submitted for approval of the privately placed NCD holders as Special Resolution with 75% majority in value.

By order of the Board
For Aadhar Housing Finance Limited




Sreekanth V N
Company Secretary
FCS : 4191

Corporate Office:

**201, Raheja Point-1, Nr. SVC Bank, Nehru Road, Vakola,
Santacruz (E), Mumbai- 400055, Maharashtra**

Place: Mumbai.

Date: 4th March, 2019



Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the NCD holder:.....
 Registered address:
 E-mail Id:.....
 ISIN.....

I/ We being the NCD holder of Aadhar Housing Finance Ltd., holding.....NCDs, hereby appoint

1. Name:
 Address:.....
 E-mail Id:.....
 Signature: or failing him 2.Name:
 Address:.....
 E-mail Id:.....
 Signature:,.....

as my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Meeting of NCD holders of the Company, to be held on Friday, 29th March, 2019, at 3.30 p.m. (15.30 Hours) at the **OLA Banquet Hall B 25/198, Anand Nagar, Nehru Road, Santacruz East, Near Vakola Police Station, Mumbai – 400055** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional* (Please mark ✓ in appropriate box)	
		For	Against
Special Business :			
1	To consider and issue No-Objection/ Consent for the proposed sale of shares by the current promoters and other shareholders of the Company to BCP Topco VII Pte. Ltd. and change in management of the Company and other necessary documentation and/ or regulatory/ statutory compliance pursuant thereto		
2	To consider and agree to release the Letter of Comfort provided by Dewan Housing Finance Corporation Limited (DHFL) in relation to the NCDs, subsequent to the Proposed Transaction		

Signed this day of _____, 2019

Signature of NCD holder

Signature of Proxy holder(s).....

Affix Revenue Stamp of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Regd. Office of the Company addressed to the "Company Secretary", not less than 48 hours before the commencement of this Meeting.

2. A person can act as proxy on behalf of NCD holder(s) upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total NCD issued under private placement by the Company. Further, a NCD holder(s), holding more than ten percent of the total NCDs issued under private placement by the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or NCD holder.

*It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



Aadhar Housing Finance Limited (Formerly known as DHFL Vysya Housing Finance Limited), will be held on Friday, 29th March, 2019 at 3.30 p.m. (15.30 Hours) at the OLA Banquet Hall B 25/198, Anand Nagar, Nehru Road, Santacruz East, Near Vakola Police Station, Mumbai – 400055.

Website: www.aadharhousing.com ; Email id: sreekanth.n@aadharhousing.com

ATTENDANCE SLIP –MEETING OF NCD HOLDERS

1	Name(s)of NCD holder(s) including Joint holders, if any (in Block Letter)	
2	Registered Address of the Sole/First named NCD holder	
3	Name of Proxy holder (if applicable)	
4	ISIN of NCDs	
5	Registered DPID No and Client ID No.	
6	Number of NCDs, held	

I/We hereby record my/our presence at the Meeting of the NCD holders of Aadhar Housing Finance Limited, on Friday, 29th March, 2019 at 3.30 p.m. (15.30 Hours) at the OLA Banquet Hall B 25/198, Anand Nagar, Nehru Road, Santacruz East, Near Vakola Police Station, Mumbai – 400055.

Signature of NCD holder/Proxy

NOTE : PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Route Map

VENUE: OLA Banquet Hall :

