

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, 23rd March, 2022 at 5.00 p.m. (17.00 Hours) through the Audio-visual means on Zoom meeting App at the 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 special business:-

SPECIAL BUSINESS:

Item No. 1

To consider and approve the amendments in the Employees Stock Option 2020 Plan and Policy of the Company.

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

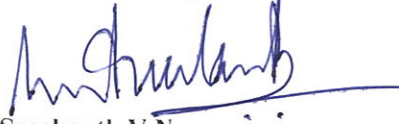
“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), the Memorandum and Articles of Association of the Company and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to other applicable approval(s), consent(s), permission(s) and sanction(s), approval of the members be and is hereby granted to amend, adopt and implement the amended “**Aadhar Housing Finance Limited -Employees Stock Option 2020 Plan**” (“the ESOP Plan”), as per the amendments/revision in the ESOP Plan as proposed by the Board of Directors or NRC Committee of the Company as detailed in the explanatory statement (hereinafter referred to as the “Board”, which term shall include Nomination and Remuneration Committee (“NRC”) or their delegated authority to exercise its powers, including the powers conferred by this Resolution and permitted under the aforesaid provisions of law and that the grant of options, vesting and exercise thereof shall be in one or more tranches and on such other terms and conditions as may be determined by the Board/Committee, as per the revised/amended ESOP Plan and in due compliance with the applicable laws and regulations in force:



RESOLVED FURTHER THAT the Board/NRC Committee be and is hereby authorized in accordance with and subject to the applicable laws, to approve the list of eligible employees, terms of ESOP grant letter, application form, agreement and other related documents, formalities to grant options to the eligible employees (both present & future), including revising/ deciding the number of options to be granted or vested and to allot equity shares upon exercise of options, also to decide the effective date of implementation of the ESOP Plan to be issued, to make any modifications/ changes/variations/alterations/revisions in the ESOP Plan or suspend/withdraw/revise the ESOP Plan as per the terms of this Plan/Policy from time to time, as may be required in case of any change in applicable laws/Regulations and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary.

RESOLVED FURTHER THAT the equity shares to be issued upon exercise of ESOPs pursuant to the ESOP Plan shall rank pari-passu in all respects with the existing equity shares of the Company and that the Company shall conform to the accounting standards prescribed from time to time as per the provisions of Companies Act, 2013 and other applicable laws to the extent relevant and applicable to the ESOP Plan”.

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



Sreekanth V.N.
Company Secretary
FCS:-4191



Corporate Office:

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

Place: Mumbai

Date: 28th February, 2022