



Aadhar Housing Finance Ltd., a company incorporated under the Companies Act, 1956 bearing CIN No. U66010KA1990PLC011409 & having its Registered Office- registered office at 2nd Floor, No. 3, JVT Towers, 8th A Main Road, S. R. Nagar, Bengaluru- 5600027, Karnataka, Corporate office at 201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055, Email: complianceofficer@aadharhousing.com, Ph. No.: 022-39509931

Postal Ballot Notice to the Shareholders

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, the resolution is placed before the shareholders for approval through postal ballot. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot Notice, along with a Postal Ballot Form and postage prepaid reply envelope.


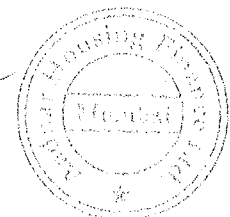
The Board of Directors of the Company has appointed Mr. Roy Jacob, proprietor of Roy Jacob, & Co., Practicing Company Secretaries, Mumbai as the Scrutinizer for the Postal Ballot in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner.

SPECIAL BUSINESSES TO BE CONSIDERED THROUGH POSTAL BALLOT:

Item No. 1 - Appointment of Mr. Om Prakash Bhatt (O.P. Bhatt) (DIN: 00548091) as Independent Director and Non-Executive Chairman of the Board of the Company for a period of 3 years w.e.f. 13th September, 2019.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), NHB Directions & as per the Articles of Association, Mr. O.P. Bhatt (DIN: 00548091), who was appointed by the Board of Directors, by way of passing a resolution by way of circulation under section 175 of the Act, as an Additional Director in the category of an Independent Director and Non-Executive Chairman of the Board w.e.f. 13th September, 2019 to hold office in terms of Section 161(1) of the Act and the Articles of Association of the Company and the criteria of independence as prescribed by Section 149(6) of the Act and a declaration to that effect were fulfilled & obtained, being eligible for appointment and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director and Non-Executive Chairman of the



Board of the Company for a term of 3 years w.e.f. 13th September, 2019 and he will not be liable to retire by rotation.

Item No. 2(a)- Regularization of appointment of Mr. Amit Dixit (DIN: 01798942), as Non-Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :-

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), NHB Directions & as per the Articles of Association, Mr. Amit Dixit (DIN: 01798942), who was appointed by the Board of Directors, as an Additional Director w.e.f. 2nd August, 2019 to hold office in terms of Section 161(1) of the Act and the Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing from a member proposing his candidature to the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as Non-Executive Director (Nominee of Promoter) of the Company w.e.f. 2nd August, 2019 and he will be liable to retire by rotation.

Item No. 2(b)- Regularization of appointment of Mr. Mukesh Mehta (DIN: 08319159), as Non-Executive Director of the Company.


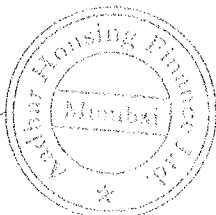
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :-

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), NHB Directions & as per the Articles of Association, Mr. Mukesh Mehta (DIN: 08319159), who was appointed by the Board of Directors, as an Additional Director w.e.f. 2nd August, 2019 to hold office in terms of Section 161(1) of the Act and the Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing from a member proposing his candidature to the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as Non-Executive Director (Nominee of Promoter) of the Company w.e.f. 2nd August, 2019 and he will be liable to retire by rotation.

Item No. 2(c)- Regularization of appointment of Mr. Neeraj Mohan (DIN: 05117389), as Non-Executive Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :-

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), NHB Directions & as per the Articles of Association, Mr. Neeraj Mohan (DIN: 05117389), who was appointed by the Board of Directors, as an Additional Director w.e.f. 2nd August, 2019 to

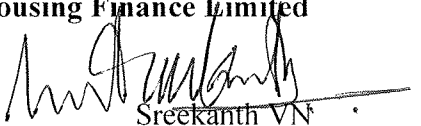


hold office in terms of Section 161(1) of the Act and the Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing from a member proposing his candidature to the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as Non-Executive Director (Nominee of Promoter) of the Company w.e.f. 2nd August, 2019 and he will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (the term 'Board' shall include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution."

By order of the Board
For Aadhar Housing Finance Limited




Sreekanth VN
Company Secretary
FCS – 4191

Corporate Office:
201- Raheja Point-1, Near Shamrao Vitthal Bank,
Nehru Road, Vakola, Santacruz (E),
Mumbai- 400055, Maharashtra

Place: Mumbai

Date: 13th September, 2019



Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('the Act')

Item No. 1:

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. O.P. Bhatt (DIN: 00548091), for appointment as an Independent Director and Non-Executive Chairman of the Board of the Company.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, by way of a circular resolution dated 11th September, 2019, has approved his appointment as an Additional Director in the category of an Independent Director and Non-Executive Chairman of the Board, w.e.f. 13th September, 2019, subject to the approval of Members of the Company.

Further, pursuant to the provisions of section 161(1) read with section 152 of the Companies Act, 2013 (Act), the Additional Director(s) appointed by the Board, who shall hold office upto the date of next Annual General Meeting, unless such Director's appointment is regularized/confirmed by the Members of the Company, pursuant to the aforesaid provisions of the Act.

Further, the Company has also received following documents from him: (i) Consent letter in Form No. DIR-2, duly signed pursuant to the provisions of Section 152(5) of the Act read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) Certificate in Form No. DIR-8 pursuant to the provisions of Section 164(2) of the Act read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, certifying that he was not disqualified from acting as director of the Company; (iii) Notice in Form MBP - I pursuant to the provisions of Section 184(1) of the Act and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014; (iv) Declaration of Independent Director under section 149(7) of the Act and (v) Fit and proper declaration, the Declaration-Cum-Undertaking, and the Deed of Covenant pursuant to the HFCs Corporate Governance (NHB) Directions, 2016 dated February 09, 2017 (NHB CG Directions).

In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director and Non-Executive Chairman of the Board, as specified in the Companies Act, NHB CG Directions, as amended from time to time.

Mr. Bhatt has rich experience & knowledge about the financial markets and his brief profile is enclosed herewith as Annexure-1 and it will enhance the expertise in the Board. Keeping in view of the above, it will be in the interest of the Company that the aforesaid Independent Director be appointed in the Board of the Company. A copy of the draft format of letter of appointment of Independent Director of the Company, setting out the terms and conditions is available on the website of the Company.

This resolution is recommended by the Board and placed before the Members for the appointment of Mr. O.P. Bhatt as an Independent Director and Non-Executive Chairman of the Company for a term of 3 years w.e.f. 13th September, 2019 and he shall not be liable to retire by rotation.

Save and except, Mr. O.P. Bhatt, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends passing of Ordinary Resolution set out at Item No. 1 of the Notice.



Item Nos. 2(a), (b) and (c):

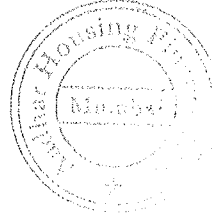
The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Amit Dixit (DIN: 01798942), Mr. Mukesh Mehta (DIN: 08319159) and Mr. Neeraj Mohan (DIN: 05117389) for appointment as Non-Executive Directors (Nominees of Promoter) of the Company. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, have approved the appointment of aforesaid Nominees of Promoter as Additional Directors, in the Non-Executive category w.e.f. 2nd August, 2019, subject to the approval of Members of the Company.

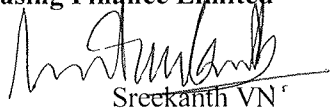
Further, pursuant to the provisions of section 161(1) read with section 152 of the Companies Act, 2013 (Act), the Additional Director(s) appointed by the Board, who shall hold office upto the date of next Annual General Meeting, unless such Director's appointment is regularized/confirmed by the Members of the Company, pursuant to the aforesaid provisions of the Act.

The Board has recommended to the Members to regularize/confirm the appointment of the aforesaid Nominees of Promoter, who fulfill the conditions for appointment as Non-Executive Directors, liable to retire by rotation and they have submitted various disclosures & declarations as specified in the Companies Act, NHB CG Directions, as amended from time to time.

Save and except, aforesaid three Non-Executive Directors/ Nominees of Promoter, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 2(a), (b) and (c) of the Notice. The Board recommends passing of Ordinary Resolutions set out at Item No. 2(a), (b) and (c) of the Notice.

By order of the Board
For **Aadhar Housing Finance Limited**




Sreekanth VN^r

Company Secretary
FCS - 4191

Place: Mumbai

Date: 13th September, 2019



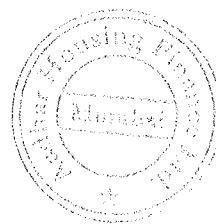
Notes/ Instructions for Postal Ballot :-

1. The explanatory statement pursuant to Section 102 of the Act in respect of the proposed Ordinary Resolution stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors has appointed Mr. Roy Jacob of Roy Jacob & Co., Practicing Company Secretaries, as Scrutinizer, to conduct the postal ballot process in fair and transparent manner.
3. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid reply envelope which shall be properly sealed with adhesive tape. The voting period will be commencing from the date of receipt of the Postal Ballot Form and the Members can cast their vote & submit the Postal Ballot Form, duly filled & signed within 30 days, i.e. **Tuesday 15th October, 2019**. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
4. The Self-addressed envelope, as enclosed bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
5. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected. Postal Ballot forms will be rejected if the signature does not match.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM IST on **Tuesday 15th, October, 2019** i.e. the last date specified for receipt of duly completed postal ballot forms. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
7. It is further brought to the notice of shareholders that, neither the equity shares of the Company are listed in any Stock Exchange nor the Company has 1000 Members or more, therefore the Company is not required to provide remote e-voting facility for the aforesaid resolution, as per Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Members cannot exercise vote by proxy through the Postal Ballot.
9. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authority letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
10. Shareholders are requested not to send any paper (other than the Board Resolution/ Authority letter as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
12. Voting rights shall be reckoned on the paid-up capital of the shares registered in the name of the member on the cut-off date, Friday 13th September, 2019.
13. For any further queries related to voting by postal ballot and for obtaining the duplicate postal ballot form, in case it is not received, shareholder may contact with/ write to Mr. Sreekanth V N,



- Company Secretary & Compliance Officer at the Corporate Office address and email ID at complianceofficer@aadharhousing.com, as aforesaid or in case of any grievance, please contact to the Scrutinizer at Ph. No. 022- 40058178 or email id : royjacobandco@gmail.com. Members can also download the Postal Ballot Notice along with postal ballot form from the website of the Company at www.aadharhousing.com/Investor_Relations and can use the same for voting.
14. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing(✓) in both the columns will render the Form invalid.
15. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
16. The Scrutinizer will submit his report to the Company as per provisions of the Rule 22 of Companies (Management and Administration) Rules, 2014, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by any Director/ Managing Director & CEO of the Company duly authorised, on or before **Tuesday, 22nd October, 2019** at the Corporate Office of the Company, Mumbai and will also be displayed on the Company website at www.aadharhousing.com/Investor_Relations & on the Notice Board at the Registered Office & Corporate Office of the Company.
17. The resolution, if passed by the requisite majority, shall be deemed/approved to be passed, on **Tuesday 15th October, 2019** i.e. being the last date specified for receipt of duly completed postal ballot forms from Members.
18. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
- (i) A form other than one issued by the Company has been used;
 - (ii) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (iii) Neither assent nor dissent is mentioned;
 - (iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - (v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - (vi) The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
19. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company between 3.00 P.M. to 5.00 P.M. on all working days (except Saturday & Sunday) from the date of dispatch of the Notice, up to and including the last date of voting i.e. **Tuesday 15th October, 2019**.

By order of the Board
For Aadhar Housing Finance Limited




Sreekanth VN

Company Secretary
FCS - 4191

Corporate Office:

**201- Raheja Point-1, Near Shamrao Vitthal Bank,
Nehru Road, Vakola, Santacruz (E),
Mumbai- 400055, Maharashtra**

Place: Mumbai

Date: 13th September, 2019



Annexure-1

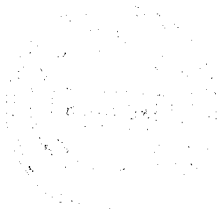
Profile of Mr. O. P. Bhatt (DIN: 00548091)

Mr. O. P. Bhatt is a graduate in Science and a post graduate in English Literature. He has served as Chairman, State Bank Group, which includes State Bank of India (SBI), India's largest commercial bank; five associate banks in India; five overseas banks; SBI Life, the country's largest private life insurer; SBI Capital Markets, India's leading investment bank; SBI Fund Management; and other subsidiaries spanning diverse activities, from general insurance to custodial services. He currently serves as an independent director on the boards of Tata Group companies including Tata Motors, Tata Steel and Tata Consultancy Services (TCS).

Under his leadership, SBI rose on the global list rankings of Fortune 500. He was also Chairman of Indian Banks' Association, the apex body of Indian banks and has served as India's economic diplomacy as government's nominee on the India-US CEO Forum, Indo-French CEO Forum and Indo-Russia CEO Forum, forging links with a cross section of the world's business leaders. He is a Governor on the Board of Centre for Creative Leadership, USA. He was nominated Banker of the Year by Business Standard and Indian of the Year for Business in 2007 by CNN-IBN.

List of Companies, in which Mr. O.P. Bhatt holds directorship :

Sr. No.	Name of the Companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern	Date on which interest or concern arose/ changed
1.	Hindustan Unilever Limited	Director	20-12-2011
2.	Tata Consultancy Services Limited	Director	02-04-2012
3.	Tata Steel Limited	Director	10-06-2013
4.	Tata Motors Limited	Director	09-05-2017





Aadhar Housing Finance Ltd., a company incorporated under the Company Act, 1956 bearing CIN No. U66010KA1990PLC011409 & having its Registered Office- registered office at 2nd Floor, No. 3, JVT Towers, 8th A Main Road, S. R. Nagar, Bengaluru- 5600027, Karnataka,
Corporate office at 201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055, Email: complianceofficer@aadharhousing.com, Ph. No.: 022-39509931

**FORM NO. MGT-12
POLLING PAPER/ POSTAL BALLOT FORM**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

(Please read carefully the instructions printed overleaf before completing this form)

Postal Ballot No. _____

Sr. No.	Particulars	Details of Member(s)
1	Name(s) of member(s) (including joint holders, if any) in block letters:	
2	Place of Residence or Address of the Member (Sole/First Member)	
3	Registered Folio No. / DP ID No. and Client ID No.:	
4	Number of Share(s) held :	

I/We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 13th September, 2019 issued by the Company by sending my / our assent / dissent to the said Resolution(s) by placing the tick mark (✓) in the appropriate column below:

Sr. No.	Particulars	I/ We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Appointment of O.P. Bhatt (DIN: 00548091) as Independent Director and Non-Executive Chairman of the Board of the Company for a period of 3 years w.e.f. 13 th September, 2019.		
2(a)	Regularization of appointment of Mr. Amit Dixit (DIN: 01798942), as Non-Executive Director of the Company.		
2(b)	Regularization of appointment of Mr. Mukesh Mehta (DIN: 08319159), as Non-Executive Director of the Company.		
2(c)	Regularization of appointment of Mr. Neeraj Mohan (DIN: 05117389), as Non-Executive Director of the Company.		

Place:

Date:

(Signature of the Member)

