



201, Raheja Point - 1, Nr. SVC Bank, Nehru Road,
Vakola, Santacruz (E), Mumbai - 400 055.
Tel: 022 3050 9900 / 6121 3400 Fax: 022 3050 9034

AADHAR HOUSING FINANCE LIMITED
Corporate Identity Number (CIN) -U66010KA1990PLC011409

NOTICE OF 31st (THIRTY FIRST) ANNUAL GENERAL MEETING

Notice is hereby given that the 31st (Thirty First) Annual General Meeting of the Members of Aadhar Housing Finance Limited, will be held at 11.00 a.m. (11.00 Hours) on Saturday, 17th July, 2021, through Video Conference facility as per the General Circular No. 02/2021 dated 13th January, 2021, issued by Ministry of Corporate Affairs at the Registered Office of the Company, at 2nd Floor, No. 3, JVT Towers, 8th 'A' Main Road, S.R. Nagar, Bengaluru - 560 027, Karnataka, to transact the following businesses:-

ORDINARY BUSINESS :

Item No. 1- Approval and Adoption of Audited Financial Statements along with the Joint Statutory Auditors' Report, the Board of Directors' Report and Secretarial Auditors' Report thereon, for the FY 2020-21:

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

"RESOLVED THAT pursuant to Section - 129, 134 & other applicable provisions of the Companies Act, 2013, read with Rules and other Regulatory guidelines/Directions of RBI/NHB & SEBI as may be applicable, the Audited Annual Financial Statements, including the Joint Statutory Auditors' Report thereon, along with the Report of the Board of Directors and Secretarial Auditors' Report for the financial year ended 31st March, 2021, as circulated and laid before this meeting, be and are hereby approved and adopted."

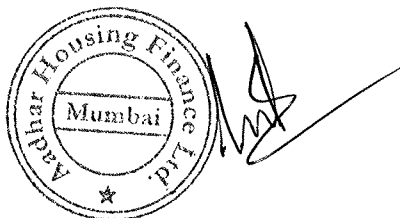
Item No. 2- Re-appointment of Mr. Mukesh Mehta, as Non-Executive Director, liable to retire by rotation :

Members of the Company to note that, pursuant to provisions of Section 152(6) of the Companies Act, 2013, not less than two-third of the total number of Directors (excluding Independent Directors) of Public Limited Company, shall be persons whose period of office is liable to determination by retirement of Director by rotation and save as otherwise provided in the Companies Act, 2013, be appointed by the Company in AGM.

Members of the Company may further to note that, the Company has appointed Mr. Amit Dixit, Mr. Mukesh Mehta and Mr. Neeraj Mohan, Non-Executive Directors in Nominee Category, whose period of office is liable to retire by rotation and it proposed to re-appoint Mr. Mukesh Mehta (DIN: 08319159), who retires by rotation and being eligible, offers himself for re-appointment.

Therefore, Members are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Mukesh Mehta (DIN: 08319159), who retires by rotation at this meeting be and is hereby re-appointed as Non-Executive Director of the Company in Nominee Category, liable to retire by rotation."



SPECIAL BUSINESS

Item No. 3 – Payment of Commission to Independent Directors of the Company:

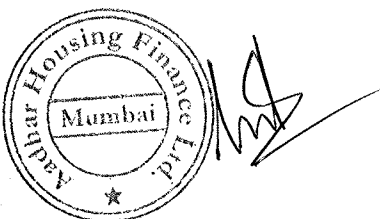
To consider, and if thought fit, to pass with or without modification(s), following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and applicable provisions of Notification, Circulars, Guidelines issued by Reserve Bank of India, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and the Committees thereof, the approval of the Members be and is hereby given for payment of Commission to all Independent Directors of the Company (other than the Managing Director and Whole-time Directors of the Company), for their services rendered during the financial year 2020-21, to be considered on prorata basis as per the tenure of appointment, upto the aggregate amount of Rs. 96 Lakhs (Rupees Ninety Six Lakhs only) consolidated to be paid to all Independent Directors, which will be within the overall limit of 1% of the net profit of the Company, during the financial year 2020-21, as decided by the Board of Directors based on the services rendered, as per the limit prescribed under the Companies Act, 2013.”

Item No. 4 – To modify & revalidate the Borrowing powers/limits for the Company, and Issuance of Debentures and approval to create charge by way of mortgages and or hypothecation on the assets of the Company :

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

“RESOLVED THAT in partial modification & revalidation of earlier resolutions passed by the Members of the Company at their previous Annual General Meeting dated 29th June, 2020 and pursuant to the provisions of Sections 42, 71, 180 (1)(c) & 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the directions/guidelines issued by the National Housing Bank/RBI and provisions of the Memorandum of Association and Articles of Association of the Company, approval of the Members of the Company be and is hereby granted to the Board of Directors/Management Committee of the Company (hereinafter referred to as “the Board” which shall deem to include any Board Committee(s) or Management Committee or any other Committee which the Board may constitute for this purpose), to raise or borrow any sum or sums of money (including non-fund based facilities) by way of loan(s) in rupee currency and/or foreign currency from Banks and Financial Institution(s), Inter-Corporate Deposit(s) and/or securities comprising of Secured/Unsecured, Convertible and/or Non-Convertible Debentures and/or Bonds and/or all other securities with fixed/floating rate or any other debt/money market instruments, Refinance from Banks/Regulators/NHB, in one or more tranches, from time to time at their discretion, which together with the money already borrowed by the Company (apart from temporary loans, overdrafts obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves) provided that the total amount so borrowed shall -



not at any time exceed Rs. 20,000 Crores (Rupees Twenty Thousand Crores) or upto 12 times of Net Owned Fund (NOF) of the Company, whichever is lower, as per provisions of Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable Directions(s)/ Notification/ Circulars/Guidelines issued by RBI/NHB, and to create charge on the tangible, intangible, immovable, movable assets including receivables of the Company by way of mortgage and/or hypothecation, as may be required and to securitize or assignment of receivables of the Company and also delegate the powers to the Board of Directors/Management Committee of the company to decide the combination/sub-limits of borrowings, creation of charge and to securitize or assign the receivables of the Company, and also authorize various officials of the company required as per market conditions from time to time.

RESOLVED FURTHER THAT the Board/ Management Committee be and is hereby authorized to do all such acts, matters, deeds & things that may arise in respect of the borrowings through various modes and to do other needful acts, as may be necessary or desirable for giving effect to the aforesaid resolution.”

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. 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 AGM. A PROXY FORM FOR THE AGM IS ENCLOSED HERewith.**
- The Members may note that, due to social distancing norms and lockdown imposed by the Government because of COVID-19 pandemic and pursuant to the General Circular No. 02/2021 dated 13th January, 2021, issued by Ministry of Corporate Affairs, this AGM will be held through Video Conference, by using the Zoom Meeting App and Meeting Id and password to participate the said AGM is given herein below :

Link of Video Conference	https://us02web.zoom.us/j/2344554979?pwd=S0l1MkdWQUc0dGIvV0w2eFVJSStZUT09
Meeting ID	234 455 4979
Password	123456

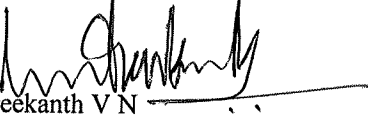
For detailed procedure to participate the AGM through video conference by using Zoom App, please refer Annexure-2, as enclosed.

- 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) Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. The Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
- Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, would be entitled to inspect the 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.



5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the all Special Businesses to be transacted at the AGM and Attendance Slip is annexed hereto.
6. Members may also note that the Notice of this AGM will be available on the website of the Company i.e. www.aadharhousing.com.
7. 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 AGM.
8. In case, of joint holders attending the AGM, only such joint holder whose name appear first in order of names will be entitled to vote.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.
10. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
11. The resolution mentioned in the Notice of this AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolution.

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



Sreekanth V N

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: 7th June, 2021



ANNEXURE TO THE NOTICE CALLING THE A.G.M.
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013

Item No. 3: Payment of Commission to Independent Directors.

The Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance. The Board is of the view that it is necessary that adequate compensation be given to the Independent Directors so as to compensate them for their contributions to the Company.

Pursuant to provisions of Sections 197, 198, and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association, the Board of Directors of your Company, has subject to approval of the Members of the Company, at this AGM, proposed payment of Commission to Independent Directors, during the financial year, the total annual commission to Independent Directors, during the financial year 2021-22 shall be, upto the aggregate amount of Rs. 96 Lakhs (Rupees Ninety Six Lakhs only) consolidated to be paid to all Independent Directors, which will be within the overall limit of 1% of the net profit of the Company during the financial year 2020-21, as decided by the Board of Directors.

The above proposal is recommended by the Board and the resolution as set out at Item No. 3 of this Notice is placed for the approval of the Members as an Ordinary Resolution.

All the Independent Directors are interested in this Resolution to the extent of Commission received/to be received by them.

Item No. 4 – To modify & revalidate the Borrowing powers/limits for the Company, and Issuance of Debentures and Approval to create charge by way of mortgages and or hypothecation on the assets of the Company

In terms of the provisions of Section 180(1)(c) and other provisions of the Companies Act, 2013, the Members of the Company vide Special Resolution passed at their Annual General Meeting held on 29th June, 2020, authorized the Board of Directors of the Company to borrow, from time to time, in excess of the paid up share capital and its free reserves (that is to say the reserves not set apart for any specific purpose) to the extent of Rs. 20,000 Crores (Rupees Twenty Thousand Crores) or such no. of times of Net Owned Fund (NOF) of the Company whichever is lower.

Now keeping in view of the business plans, fund requirements and growth of Company, it is considered desirable and pertinent to keep the said borrowing limits upto Rs. 20,000 Crores or upto the limit of 12 times of Net-Owned Funds as prescribed under RBI Directions.

The Company shall, however, at all times ensure that the borrowings of the Company remains within the limit (i.e. 12 times of the Net Owned Fund) as prescribed by the Reserve Bank of India (RBI).



Members are further requested to note that, provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, stipulates that the Board of Directors can borrow money in excess of the paid up share capital of the Company and its free reserves, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business and can create charge / hypothecation or mortgage on the undertakings/properties of the Company (movable and/or immovable) to secure its borrowings respectively only with the consent of the Members accorded by way of a Special resolution.

It is, therefore necessary, for the Company to obtain Member's approval by way of a Special Resolution on the matters as set out at Item No. 4 of this Notice for enabling the Board/Management Committee of the Board to revalidate borrowing limits (together with the money already borrowed), through loans, bonds, debentures or any other debt/money market instruments, Refinance from Banks/Regulators/NHB Refinance, in one or more tranches otherwise whether from India or outside India, in excess of aggregate of the paid up share capital of the Company and its free reserves upto an amount of Rs. 20,000 Crores (Rupees Twenty Thousand Crores) or upto the maximum limit of borrowing at all times shall remain within the limits as prescribed by RBI/NHB. It is also pertinent to simultaneously seek approval of the Members of the Company by way of Special Resolution as set out at Item No. 4 of this Notice to create charge/hypothecation and/or mortgage on the immovable and/or movable properties and/or Receivables of the Company, present and future, to secure the borrowings of the Company.

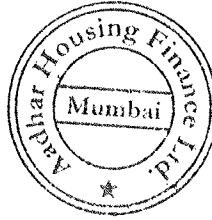
The above proposals are recommended by the Board of Directors and the resolutions as set out at Item Nos. 4 of this Notice are placed for the approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution set out in this Notice.

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



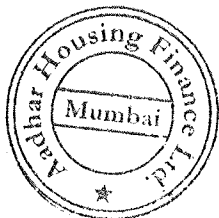
Sreekanth V N
Company Secretary
FCS : 4191
Place: Mumbai.
Date: 7th June, 2021



Annexure -1
Annexure to Item No. 2 of the Notice.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting-

Name of the Director	Mr. Mukesh Mehta
Date of Birth	November 30, 1980
Nationality	Indian
Date of Appointment on the Board	August 2, 2019
Qualifications and Expertise in specific functional area	<p>Mr. Mukesh Mehta is a Non – Executive (Nominee) Director on the Board of our Company. Mukesh Mehta is a well-qualified professional with more than 15 years’ experience in Financial Services, Investment Banking, Business Strategy and Advisory. As part of private equity (“PE”) which invested in some of large housing finance companies (“HFCs”) and non-banking finance companies (“NBFCs”), he has demonstrated high level proficiency and good understanding of housing finance and other lending businesses. Currently, Mukesh is Managing Director in the Private Equity Group of Blackstone Advisors India Private Limited (“Blackstone”). Before joining Blackstone, Mukesh worked as a Vice President with The Carlyle Group (“Carlyle”) in their Private Equity division and prior to Carlyle he worked in the Investment Banking Division at Citigroup. He also worked in the Assurance and Business Advisory Group at Price Waterhouse & Co.</p> <p>He is also serving as a director on the board of PGP Glass Private Limited, TU Topco Inc., TU Midco Inc. and TU Bidco Inc. Mr. Mehta is a Chartered Accountant, with a Master’s Degree in commerce from Mumbai University.</p>
Number of Board Meetings attended during the year 2021.	13
Number of shares held in the Company	Nil
List of the directorships held in other listed Companies.	Nil
Chairman/ Member in Committees of the Boards of other listed companies	Nil
Disclosure of relationships between directors inter-se	Nil



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 Member(s):.....

Registered

address:

E-mail

Id:.....

Folio No/ Client Id:..... DP

ID:.....

I/ We being the Member of, holding.....shares, 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 31st (Thirty First) Annual General Meeting (AGM) of Members of the Company, to be held on **Saturday, 17th July, 2021** through Video Conference at 11.00 a.m. (11.00 Hours) at the Registered Office of the Company, at 2nd Floor, No. 3, JVT Towers, 8th 'A' Main Road, S.R. Nagar, Bengaluru - 560 027, Karnataka, and at any adjournment thereof in respect of such resolutions as are mentioned herein below:

Sl. No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
	Ordinary Businesses :		
1	Approval and Adoption of Audited Financial Statements including the Joint Statutory Auditors Report thereon along with the Report of the Board of Directors and Secretarial Auditors' Report for the FY 2020-21		
2	Re-appointment of Mr. Mukesh Mehta, as Non-Executive Director, liable to retire by rotation.		
	Special Business :		
		For	Against
3	Payment of Commission to Independent Directors.		
4	To modify & revalidate the Borrowing powers/limits for the Company, and Issuance of Debentures and Approval to create charge by way of mortgages and or hypothecation on the assets of the Company		

Signed this day of, 2021

Signature of Member

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

Note:

1. **This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Regd. & Corporate Office of the Company addressed to the “Company Secretary”, not less than 48 hours before the commencement of the AGM.**
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

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

Annexure-2

Instructions for participating in the 31st (Thirty First) Annual General Meeting of the Members of Aadhar Housing Finance Limited, to be held at 11.00 a.m. (11.00 Hours), on Saturday, 17th July, 2021, through Video Conference, by using Zoom Meeting App.

Instructions for participating the aforesaid AGM 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 the “Activate Account”

Step 6

Go to your Zoom App, click on the “Join” and enter the Meeting Id and password and now click on the “Join Meeting” Tab and ensure that you have proper internet facility through Mobile phone or Wifi connect to your devise.

Other instructions :

1. Please note that, if you have already downloaded /using Zoom App, then you need not to 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 before 15 minutes on the meeting day for timely participation in the AGM through video conference.
 3. Please listen and participate in the discussion carefully.
 4. **Please Propose and Second the Resolution by raise 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.**
 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.
 8. In case of any assistance before or during the video conference as aforesaid, you can call Jitendra Chaturvedi from Secretarial Department- Aadhar Housing Finance Ltd. at his Mobile number provided to you.
-