



GHAR BANEGA, TOH DESH BANEGA.

AADHAR HOUSING FINANCE LIMITED

Corporate Identity Number (CIN)– L66010KA1990PLC011409

Notice of 34th Annual General Meeting

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting (“AGM”) of the Members of Aadhar Housing Finance Limited, will be held at 3.00 p.m. on Saturday, 14th September, 2024, through Video Conference facility to transact the following businesses.

The proceedings of the Thirty Fourth AGM shall be deemed to be conducted at the Registered Office of the Company at 2nd Floor, No. 3, JVT Towers, 8th ‘A’ Main Road, S.R. Nagar, Bengaluru - 560027, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2024, together with the Directors’ and Auditors’ Reports thereon.
2. To appoint a director in place of Mr. Amit Dixit (DIN: 01798942) as Non-Executive Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and approve the appointment of M/s. S.R. Batliboi & Associates LLP (Firm Registration No 101049W/E300004) as Joint Statutory Auditor for three financial years.

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India vide Circular no.RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”), as per the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. S. R. Batliboi & Associates LLP (Firm Registration No 101049W/E300004), as the Joint Statutory Auditors of the Company, upon expiration of term of M/s. Walker Chandok & Co LLP, Chartered Accountants (Firm Registration Number

001076N/N500013) at the conclusion of this AGM, to hold office for a period of three consecutive years from the F.Y. 2024-25 till the conclusion of the Annual General Meeting of the Company to be held for F.Y. 2026-27 along with the existing Statutory Auditor M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number 105215W/W100057) till their term expires, on such remuneration, taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with M/s. S. R. Batliboi & Associates LLP, Statutory Auditors and confirmed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board, including the Audit Committee of the Board, be and is hereby authorized to do all such acts, deeds, and things as it may, in its absolute discretion deem necessary or desirable for such purpose, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalizing, amending, delivering, executing the terms of appointment, including any contract or document in this regard along with filing of necessary e-forms with the Registrar of Companies (“ROC”), if applicable and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to Accounting Standards or Regulations and such other requirements resulting in the change in scope of work, etc., without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS

4. To consider & 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 revalidation of earlier resolution passed by the Members of the Company at their previous Annual General Meeting dated 09th August, 2023 and pursuant to the provisions of Sections 42, 71, 180 (1) (a) & 180 (1) (c) 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 Reserve Bank of India/ National Housing Bank (RBI/NHB) 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/ Financial Institution, 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) and remaining un-discharged at any given time, 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 ₹ 20,000 Crores (Rupees Twenty Thousand Crores) or up-to 12 times of Net Owned Fund (NOF) of the Company or such other limits prescribed by the Regulators from time to time, 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(s)/ 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 or the 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."

Item No. 5 – 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 a **Special 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 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 for

their services rendered during the financial year 2023-2024, up to an aggregate amount of ₹ 135 Lakhs (Rupees One Crore Thirty Five 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 for the said financial year computed in accordance with the provisions of section 198 of the act, to be distributed to the directors in the proportion, on the basis of their performance in the Company and services rendered by them, as may be determined by the Board of Directors (including Nomination and Remuneration Committee) as per the limit prescribed under the Companies Act, 2013."

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) or such other Officer(s) of the Company as authorized by the Board or its Committee thereof, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard."

6. To approve the appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 7th August, 2024 to 6th August, 2029.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the Articles of Association of the Company, and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended, and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Punita Kumar Sinha (DIN 05229262) who was appointed as an Additional Director of the Company with effect from 7th August, 2024 by the Board of Directors as per Section 161(1) of the Act in the category of Non-Executive Independent Director and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 7th August, 2024 to 6th August, 2029.

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, applicable provisions of the Listing Regulations and the Nomination and Remuneration Policy of the Company, Dr. Punita Kumar Sinha be paid such sitting fees and commission as may be approved by the Board /Members subject to the limits prescribed under the Act.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) or such other Officer(s) of the Company as authorized by the Board or its Committee thereof, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard."

7. Ratification of Aadhar Housing Finance Limited – Employee Stock Option Plan 2020 of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("**Act**") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made there under (including any statutory modification(s) or re-enactment thereof, Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Memorandum of Association and Articles of Association of Aadhar Housing Finance Limited ("**Company**") and any other applicable and prevailing statutory guidelines/circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), Aadhar Housing Finance Limited – Employee Stock Option Plan 2020 ("**ESOP 2020**") as originally approved by the members of the Company on April 27, 2020 and further amended by members through special resolutions in extra-ordinary general meetings of the Company on March 13, 2021, March 23, 2022, May 26, 2022 and January 24, 2024, prior to the initial public offer of the shares of the Company, be and is hereby ratified within the meaning of SEBI SBEB & SE Regulations and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include the Nomination and Remuneration Committee of the Company , or any other committee by whatsoever name called as may be constituted by the Board to exercise its powers conferred by this resolution) to create, offer, issue, reissue, grant, in one or more tranches, not exceeding 2,40,00,000 (two crore forty lakhs) options exercisable into 2,40,00,000 (two crore forty lakhs) equity shares of face value of ₹ 10 (Rupees Ten only) each, fully paid up from time to time for the benefits of the employees of the Company as described in detail under ESOP

2020, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with ESOP 2020 and all other applicable laws, if any.

RESOLVED FURTHER THAT the Board or any other committee as may be formed by the Board of the Company thereof as per powers delegated to it be and is hereby authorised to facilitate the allotment of the equity shares under ESOP 2020 upon exercise of vested options from time to time in accordance with the ESOP 2020 and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek In-principle and final listing approval for listing and trading of equity shares allotted under the ESOP 2020 in terms of the SEBI SBEB & SE Regulations and SEBI LODR Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2020) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2020.

RESOLVED FURTHER THAT pursuant to consent of members of the Company and in compliance with SEBI SBEB & SE Regulations and other applicable laws, rules and regulations, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2020 and to do all such acts, deeds, matters and things as it may deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2020 and do all other things incidental and ancillary thereof."

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

Sd/-
Harshada Pathak
Company Secretary & Compliance Officer
ACS: 19534

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: 7th August, 2024

NOTES:

1. Pursuant to the general circular nos. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars") issued by Ministry of Corporate Affairs (MCA) and SEBI Circular dated October 07, 2023 and other notifications in force, the 34th AGM of the Company is being conducted through VC/OAVM facility which does not require physical presence of Members at a common venue. Accordingly, the facility for appointment of proxies by the Members is not provided for the AGM. Since this Annual General Meeting will be held through online mode, the appointment of proxy has been dispensed with pursuant to aforesaid MCA circulars.
2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Director seeking appointment/re-appointment at the 34th AGM, forms integral part of the Notice of the 34th AGM as Annexure-1. Requisite declarations have been received from the Directors for seeking appointment/re-appointment
3. In line with the Circulars of MCA & SEBI, the Notice of the 34th AGM along with Annual Report is being sent by e-mail to all those members, whose e-mail IDs have been registered with the Company's RTA/ Depository Participant. Annual Report including Notice is also available on the website of the Company at <https://aadharhousing.com/investor-relations/shareholders-meetings> and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of KFin Technologies Limited at [https:// evoting.kfintech.com](https://evoting.kfintech.com).
4. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and the circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the 34th AGM. For this purpose, the Company has entered into an arrangement with KFin Technologies Limited ("KFin"), the Company's Registrar and Transfer Agent to provide the facility for voting through remote e-voting, for participating at the AGM through VC / OAVM and for e-voting during the AGM.

The remote e-voting period commences on Wednesday, 11th September, 2024 (9.00 a.m. IST) and ends on Friday, 13th September, 2024 (5.00 p.m. IST). During this period Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Monday, 9th September, 2024 may cast their vote by remote e-voting.
5. Corporates/ Institutional Investors who are Members of the Company intending to depute their authorized representatives pursuant to Sections 112 and 113 of the Act to attend and vote at the AGM through VC/OAVM facility are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mail@aashishbhatt.in and complianceofficer@aadharhousing.com. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login. Pursuant to provisions of Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 9th September 2024 being the Cutoff Date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The e-voting module shall be disabled by Kfin for voting thereafter and voting shall not be allowed beyond the said date and time.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
8. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Monday, 9th September 2024 may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWDE-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXX1234567890
 - b. If email ID of the Member is registered against Folio No./ DP ID Client ID, then on the home page of [https:// evoting.kfintech.com](https://evoting.kfintech.com), the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFin toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform then such Member can use his/ her existing User ID and password for casting the vote through remote e-voting.
9. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the 34th AGM and Members participating at the 34th AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the 34th AGM. Members who have cast their vote by remote e-voting prior to the 34th AGM will also be eligible to participate at the 34th AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-Voting. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid

10. The Members whose email ids are not registered with the Company or Depository Participant(s) on the cut-off date are requested to register their e mail ids with their respective Depository Participant and it will automatically be reflected in the RTA Record or to mail the company at complianceofficer@aadharhousing.com with the name of registered member(s), folio number(s)/ DP Id/Client Id and number of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the notice through remote e-voting facility provided by Kfin. The instructions for remote e-voting are provided as part of this Notice.
11. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on 13th September, 2024, failing which it will be strictly considered that no vote has been received from the members.
12. Statutory registers as prescribed under the Act, and all documents referred to in the notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM. Members desiring for inspection of said documents are requested to send an e-mail to the Company at complianceofficer@aadharhousing.com.
13. The Members holding shares in electronic form are requested to update PAN, Address with PIN, Email, mobile number and nomination with their Depository Participants (DPs) with whom they are maintaining their demat accounts.
14. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to complianceofficer@aadharhousing.com at least 7 (seven) days prior to the date of the AGM and the same will be suitably replied by the Company.
15. The Board of Directors of the Company has appointed Mr. Aashish Bhatt, ACS-19639, COP No.7023, Managing Partner, M/s. Aashish K Bhatt & Associates, Practicing Company Secretaries or failing him Mr. Roy Jacob, FCS-9017, COP No.8220, Proprietor, M/s. Roy Jacob & Co. Company Secretaries, as the Scrutinizer to scrutinize the e-voting/remote e-voting process in respect of items of business to be transacted at the 34th AGM, in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him, within 2 working days, from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting.
16. The results of the e-voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company i.e. <https://aadharhousing.com/> and on the website of KFin viz. <https://evoting.kfintech.com> and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolution(s), if passed by shareholders, shall be deemed to be passed on the date of 34th AGM.
17. The members can join the AGM through VC mode 15 minutes before the time scheduled for start of the meeting and after the scheduled time of the commencement of the meeting. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
18. This AGM will be conducted through Audio – Visual Facility and the attendance of the members attending the AGM through Video Conference will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and therefore separate Attendance Slip and route map are not enclosed.
19. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
20. In the case of joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote.
21. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

GENERAL INSTRUCTIONS:

Members are requested to notify immediately any change of address: i. to their DPs in respect of the shares held in demat, and ii. to the Company or KFin, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

Non-Resident Indian Members are requested to inform the Company or KFin or to the concerned DPs, as the case may be, immediately: i. the change in the residential status on return to India for permanent settlement. ii. the particulars of the NRE Account with a Bank in India, if not furnished earlier. iii. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or KFin quoting their Client ID number with DP ID number, as the case may be.

Depository System: The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, reduction in transaction costs, improved liquidity,

etc. With effect from 1st April, 2019, the Company has stopped effecting transfer of securities in physical form. Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of securities held in physical form. However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022, the company/ RTA will issue Letter of Confirmation in lieu of share certificate, which should be dematerialized within 120 days from the date of issue of Letter of Confirmation.

As per the provisions of Section 72 of the Act, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or KFin. Members holding shares in demat have to approach their DPs for completing the nomination formalities.

22. **ONLINE PERSONAL VERIFICATION:**

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is of paramount importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- o A fully digital process, only requiring internet access and a device.
- o Effectively reduces fraud for remote and unknown applicants.
- o Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

23. **WhatsApp:**

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

24. **SENIOR CITIZENS INVESTOR CELL**

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the

communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services and the e-voting facility at the 34th AGM by KFin e-voting agency, for voting on all the resolutions set out below in this Notice.

KPRISM- Mobile service application by KFin: Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.KFintech.com/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change/ update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:


Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.

The process and manner for remote e-voting and joining and voting at the AGM are explained below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. Existing Internet-based Demat Account Statement ("IDeAS") facility Users : can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Aadhar Housing Finance Limited or Kfin and you will be redirected to e-Voting service provider website i.e. Kfin for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User

ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

1. Members whose email IDs are registered with the Company/ DPs, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password.
 - i. They will have to follow the following process:
 - ii. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - iii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
 - iv. After entering these details appropriately, click on "LOGIN".
 - v. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
 - vi. Members would need to login again with the new credentials.
 - vii. On successful login, the system will prompt the Member to select the "EVEN" i.e., "Aadhar Housing Finance Limited- AGM" and click on "Submit"
2. Members whose email IDs are not registered with the Company/ DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Annual Report, Notice of AGM and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
 - iii. Alternatively, Members may send an email request at the email ID einward.ris@kfintech.com along with scanned copy of the request letter duly signed, providing their email address, mobile number, selfattested PAN card copy and Client Master copy in case of demat and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- x. Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.
- xi. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 34th AGM THROUGH VC/OAVM & E-VOTING AT THE MEETING ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM platform provided by KFin.
- Members may access the same at <https://emeetings.kfintech.com/> by using the remote e-voting login credentials provided in the email received from the Company / KFin.
- After logging in, click on the Video Conference tab and select the EVEN of the Company.
- Click on the video symbol and accept the meeting etiquettes to join the meeting.
- Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned in this Notice.
- Members may join the AGM through laptops, smartphones, tablets or ipads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- Members will be required to grant access to the web-cam to enable two-way video conferencing
- Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the 34th AGM.

AGM Questions prior to 34th AGM: Members may send their questions in advance from 9th September, 2024 to 12th September, 2024 by visiting <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided. Such questions by the Members shall be taken up during the Meeting and replied by the Company suitably. Please note that only questions of the Members holding the shares as on cut-off date will be considered. Members intending to speak at the 34th AGM would require microphone and speakers / headphone.

Speaker Registration during 34th AGM session: Members who would like to express their views/ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from 10th September, 2024 (9.00 a.m. IST) upto 12th September, 2024 (3.00 p.m. IST). Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the 34th AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time.

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

Sd/-
Harshada Pathak
Company Secretary & Compliance Officer
ACS: 19534

Date: 7th August, 2024
Place: Mumbai

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

Item No. 3- To consider and approve the appointment of M/s. S.R. Batliboi & Associates LLP as Joint Statutory Auditors for three financial years along with existing Statutory Auditors of the Company.

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Company appointed M/s. Walker Chandio & Co LLP (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of three years from FY 2021-22 till the conclusion of Annual General Meeting to be held for FY 2023-24. Since the term of M/s. Walker Chandio & Co LLP is expiring, new statutory Auditors are required to be appointed to conduct the audit alongwith the existing Statutory auditor M/s. Kirtane & Pandit LLP, Chartered Accountants pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India vide Circular no. RBI/2021-22/25-Ref.No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April, 2021 ("RBI Guidelines").

M/s. S.R. Batliboi & Associates LLP (Firm Registration No 101049W/E300004) provides audit, tax and advisory services in India. The firm has experience across a range of industries, market segments, and geographical corridors. M/s. S.R. Batliboi & Associates LLP has significant experience of auditing companies in the financial services sector including banks, NBFCs, insurance and asset management companies etc. The Firm is part of S. R. Batliboi & Associates network of firms. The Firm has its registered office in Kolkata and has offices across key cities in India. S.R. Batliboi & Associates ('SRB') network of firms of Chartered Accountants, started in 1914 and registered with the Institute of Chartered Accountants of India. All the constituent firms of SRB are member firms in India of Ernst & Young Global Limited ('EY').

M/s. S.R. Batliboi & Associates LLP and M/s Kirtane & Pandit LLP do not have any common partners and they are not under the same network of audit firms. M/s. S.R. Batliboi & Associates LLP, the proposed Statutory Auditors have given their consent & confirmed that their appointment, if made, will be within the limit specified under the Companies Act, 2013 and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines. A copy of the consent and eligibility certificate by the proposed auditor is available for inspection at the corporate office of the Company.

The Company shall finalize the scope of work and allocate among the Joint Statutory Auditors prior to the commencement of the statutory audit of the Company. Their remuneration will be negotiated and fixed with applicable GST for the annual audit

services by the Audit Committee and any other assignment to be charged extra, as confirmed by the Management.

Having regard to experience of the firm in independent assurance and taxation, for Banking, Financial Services and Insurance (BFSI) sector, the above proposal is recommended by the Audit Committee and the Board of Directors, and the resolution as set out at Item No. 3 of this Notice is placed for the approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of this Notice.

DISCLOSURE UNDER REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Proposed statutory audit fee of Joint Statutory Auditors for the Financial Year 2024-25: It is now proposed to fix the remuneration payable to the Statutory Auditors of the Company amounting to Rs. 1.40 crore (Rupees one crore forty lakh only) towards statutory audit, limited review and consolidation of accounts excluding certification fees, applicable taxes, reimbursements and other outlays for the Financial Year 2024-25.

Further the Board of Directors are authorized to fix the audit fees for the remaining two years.

Terms of appointment: M/s. S.R. Batliboi & Associates LLP (Firm Registration No 101049W/E300004), shall be appointed as the Joint Statutory Auditors of the Company, to hold office for a period of three consecutive years from the F.Y. 2024-25 till the conclusion of the Annual General Meeting of the Company to be held for F.Y. 2026-27 along with the existing Statutory Auditors M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number 105215W/W100057) till their term expires.

Material changes in fee payable to the new Joint Statutory Auditors for the Financial Year 2024-25: There is increase in the fees to be paid for the Financial Year 2024-25 to the new Joint Statutory Auditors proposed to be appointed through the ordinary resolutions as set out at Item Nos. 3 of the Notice of this AGM.

Basis of recommendation for appointment and auditor credentials: The Audit Committee and the Board of Directors of the Company recommended the appointment of the Joint Statutory Auditor in compliance with the RBI Guidelines and in fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and the applicable rules made under the Act after having regard

to the credentials of the Audit Firm, full time partners, experience in statutory audit of NBFs, asset size of the Company, assessment of independence, etc. A brief profile of the firm is provided above.

Proportion of the non-audit fees to the Total remuneration paid (Audit and Audit Related) to the Auditors: The joint statutory auditors do not participate in any non-audit work.

Item No. 4 – To consider & 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 ("Act"), the Members of the Company vide Special Resolution passed at their previous Annual General Meeting held on 09th August, 2023, 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 ₹ 20,000 Crores (Rupees Twenty Thousand Crores) or such no. of times of Net Owned Fund (NOF) of the Company as may be prescribed by the Regulators from time to time, whichever is lower. The equity shares of the Company were listed on BSE Ltd and National Stock Exchange of India Ltd w.e.f. 15th May 2024. Although the borrowings of the Company remain within the limit as prescribed by the Reserve Bank of India, the Company is placing the resolution set out at item no 4 for approval of the shareholders as a part of good corporate governance.

Keeping in view the business plans, fund requirements and growth of Company, it is considered appropriate to keep the said borrowing limits up to ₹ 20,000 Crores. The Company shall, however, at all times ensure that the borrowings of the Company remain within the limit (currently 12 times of the Net Owned Fund) as prescribed by the Reserve Bank of India (RBI) from time to time. Basis the approval received from members at the 33rd AGM of the Company, the Company has utilized Rs. 14,320 crores of the available borrowing limit.

Members are further requested to note that, provisions of Section 42, 71, 180(1)(a) and 180(1)(c) and all other applicable provisions of the Act 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. Further as per section 42 of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for debentures to be offered during the year.

The Company requests approval of Members 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 borrow (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 or 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 ₹ 20,000 Crores (Rupees Twenty Thousand Crores) or upto the maximum limit of borrowing as prescribed by RBI/NHB, whichever is lower. 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 proposal is recommended by the Board of Directors and the resolutions as set out at Item No. 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 Item no 4. of this Notice.

Item No. 5 - Payment of Commission to the 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 industry knowledge, 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 to compensate them for their contributions to the Company.

In line with the industry practice and the performance evaluation carried out by the Nomination and Remuneration Committee, the members of Nomination and Remuneration Committee and the Board of Directors at their meetings held on 7th August 2024 respectively, recommended the proposal for payment of remuneration, by way of commission or otherwise, not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, for the financial year 2023-2024. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

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 and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company is being sought at this AGM, for payment of commission to Independent Directors, for the financial year 2023-2024 not exceeding ₹ 135 lakhs (Rupees

one crore thirty five lakhs only), which will be within the overall limit of 1% of the net profit of the Company for the said financial year computed in accordance with the provisions of Section 198 of the act.

This remuneration will be distributed amongst all of the Independent Directors in accordance with the directions given by the Board of Directors based on the criteria approved by them for the payment of remuneration to the independent directors.

Members are further informed that consequent to the payment of commission to the independent directors, remuneration payable to Non-Executive Chairman of the Company may exceed fifty per cent of the total annual remuneration payable to all non-executive directors. Hence as per clause 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is being sought by way of Special Resolution.

Members are further requested to authorize the Board of Directors to take necessary actions, decisions for payment of commission to the Independent Directors based on the services rendered by them and their contribution in the Company based on their performance and as per the limit prescribed under the Companies Act 2013.

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

The above proposal is recommended by the Board of Directors and the resolution as set out in Item No. 5 of this Notice is placed for the approval of the Members as a Special Resolution.

Item No 6- To approve the appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 7th August, 2024 to 6th August, 2029.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at their meeting held on 7th August, 2024, appointed Dr. Punita Kumar Sinha (DIN: 05229262) as an Additional (Non-Executive, Independent) Director of the Company.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Article 175 of the Articles of Association of the Company, Dr. Punita holds office only up to the date of the next general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 ("the Act") from a member for considering appointment of Dr. Punita, as Non-executive Independent Director, for a period of five years i.e. from 7th August, 2024 till 6th August, 2029. She would be eligible for the sitting fees & commission as may be decided by the Board / Shareholders from time to time.

Further, the Company has received the requisite consents and declarations under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the new Independent Director of the Company for the proposed appointment and declaration to the effect that she is not disqualified in terms of Section 164(2) of the Companies Act, 2013.

The disclosures and details of terms and conditions of appointment of Dr. Punita Kumar Sinha as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure I** to this Explanatory Statement.

Considering the balance of skills, knowledge and experience on the Board, NRC has evaluated, discussed and reviewed the candidature of Dr. Sinha and based on her requisite competencies, qualifications, skillsets, experience, independence, has recommended her candidature to the Board. In the opinion of the Board of Directors of the Company, Dr. Punita Kumar Sinha meets the conditions for appointment as independent director as specified in the Act and the Listing Regulations and is independent of the management and is a person of integrity. The Board and the NRC are of the view that the appointment of Dr. Punita Kumar Sinha as a Non-executive Independent Director on the Board of the Company will benefit and add value to the Board deliberations and the Company. The proposed appointment is in line with the requirements of the Articles of Association of the Company, the Company's Policy on fit and proper criteria for directors, Policy on Board diversity and Nomination and Remuneration policy of the Company.

A copy of the letter of appointment issued by the Company to the said new Independent Director setting out the terms and conditions of the appointment as Independent Director and all other documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to 14th September, 2024.

The Members seeking to inspect such documents can send an email to complianceofficer@aadharhousing.com. The terms and conditions of appointment of the said new Independent Director have been posted on the Company's website at <https://aadharhousing.com/disclosures-under-regulation-62-of-the-sebi-lodr-regulation-2015-pdf/terms-and-conditions-of-appointment-of-independent-directors>.

The above proposal is recommended by the Nomination & Remuneration Committee and the Board, and the resolution as set out at Item No. 6 of this Notice is placed for the approval of the Members as Special Resolution.

Save and except Dr. Punita Kumar Sinha, none of the other Directors or Key Managerial Persons, or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7- Ratification of Aadhar Housing Finance Limited – Employee Stock Option Plan 2020 of the Company

In order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of Aadhar Housing Finance Limited (“Company”), align the employees towards a common objective of creating value for the Company as well as induce the employees to remain in the service of the Company, the shareholders of the Company had in their meeting held on April 27, 2020 and further amended by members through special resolutions in extra-ordinary general meetings of the Company held on March 13, 2021, March 23, 2022, May 26, 2022 and January 24, 2024, approved Aadhar Housing Finance Limited - Employee Stock Option Plan 2020 (“ESOP 2020”) in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”).

In terms of Regulation 12(1) of the SEBI SBEB & SE Regulations, no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (“IPO”) and prior to the listing of its equity shares (“Pre- IPO Scheme”) unless (i) such Pre IPO Scheme is in conformity with the SEBI SBEB & SE Regulations; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of SEBI SBEB & SE Regulations, the ratification under Regulation 12(1)(ii) may be done any time prior to grant of new options or shares under such Pre – IPO Schemes .

Considering that the Company came out with an IPO and its equity shares got listed on the BSE Limited and the National Stock Exchange of India Limited with effect from May 15, 2024, the Company’s ESOP 2020 is required to be ratified by the shareholders of the Company in terms of the Regulation 12(1) of the SEBI SBEB & SE Regulations, for making any fresh grants under ESOP 2020. Accordingly, the same is referred to the shareholders for their ratification in terms of regulation 12(1) and other applicable provisions of the SEBI SBEB & SE Regulations. ESOP 2020 is in conformity with SEBI SBEB & SE Regulations and the Company has not granted any fresh grant of options to employees as on date after the IPO of the Company.

Particulars as required under SEBI SBEB & SE Regulations (as amended from time to time) are given below. Salient features of ESOP 2020 are set out below:

1. Brief Description of the ESOP 2020:

The ESOP 2020 is called– Aadhar Housing Finance Limited - Employee Stock Option Plan 2020.

The objective of ESOP 2020 is to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, align the

employees towards a common objective of creating value for the Company as well as to induce the employees to remain in the service of the Company.

The ESOP 2020 shall be administered, supervised, and implemented by the Nomination and Remuneration Committee (“NRC”) and all the questions of interpretation of ESOP 2020 shall be determined by it. The Company and/or the NRC may appoint any business consulting or management consulting or similar agency (referred to as “Administering Agency” under the ESOP 2020) for assisting the NRC in the administration of the ESOP 2020.

2. Total number of options to be offered and granted under ESOP 2020:

A maximum of 2,40,00,000 (two crore forty lakhs) employee stock options may be offered or granted under the ESOP 2020, which on exercise would not entitle more than 2,40,00,000 (two crore forty lakhs) equity shares (or such other adjusted figure/number for any reorganization of capital structure undertaken in accordance with ESOP 2020).

The Company prior to its initial public offer had already granted 1,72,30,741 options (of which 28,62,890 were already exercised) and hence the total number of options that are available for future grants are 67,69,259.

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2020:

“Employee” means (post listing) as:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (c) an employee as defined in sub-clauses (a) or (b) above, of a group company including subsidiary or Company’s associate company, in India or outside India, or of a holding company of the Company; but shall exclude
 - (i) an employee who is a promoter or belongs to the promoter group;
 - (ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding shares of the Company.

Although the ESOP 2020 has provision for allotment of stock options to employees of the group companies, the Company does not intend to issue stock options to any person other than employees of the Company as defined in clause a and b above in the near future.

4. Requirements of Vesting and period of Vesting:

Requirements for vesting: The vesting criteria will be such as are specified for each grantee and conditions subject to which vesting shall take place as may be outlined in the grant letter: (i) time based conditions; (ii) performance based conditions (which may include investor exit related conditions, employees' performance and rating).

The eligible options will vest only if the employee is in employment with the Company and/or the relevant group company(ies) (including subsidiary, holding and associate company(ies), as may be applicable). Further, in the event there is any ongoing investigation or proceeding against the ESOP grantee in connection with or relating to 'Cause' (as defined under ESOP 2020), then no options granted to such ESOP grantee shall either be eligible to vest or vest or be eligible to be exercised until such investigation or proceeding has concluded and a final determination in such matter has been made.

The vesting of options granted to employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:

- (a) Options vested and not exercised by ESOP grantees within the relevant exercise period shall lapse immediately upon expiry of such exercise period.
- (b) NRC has the authority to allow for eligible options to vest prior to start date of vesting in relation to options already granted to ESOP grantees as on January 24, 2024, or the options that are to be granted.
- (c) NRC may allow for eligible options to vest prior to the Start Date of Vesting in relation to options already granted to ESOP grantee as on January 24, 2024, or the options that are to be granted.
- (d) In case a leaver is recognized as Good Leaver, then all the options that have not vested as on the cessation date shall lapse. However, in case of cessation of employment on account of retirement or superannuation the options will continue to vest as per the vesting schedules even after retirement or superannuation in accordance with Company's policies or applicable laws.
- (e) In case of death of leaver in course of employment, all options granted to an employee under ESOP 2020 shall vest in the legal heirs or nominees of the deceased leaver and shall need to be exercised within 6 (six) months of vesting, failing which such vested options shall mandatorily lapse.
- (f) In case the leaver is categorized as a permanent disability leaver, then all options which have been granted to such leaver as on the date of suffering the permanent disability shall vest on the date of permanent disability, provided that such vested options shall need to be exercised within 6 (six) months, failing which the vested options shall mandatorily lapse.
- (g) In case a leaver is recognized as a Bad Leaver or a leaver is declared insolvent or bankrupt, then all options which have been granted (regardless of whether they have vested or not) to such leaver shall lapse.

The term "**Bad Leaver**" means an employee who is a leaver as a result of:

- (i) dismissal for cause;
- (ii) voluntary resignation from the employment with the Company by the employee, unless such resignation qualifies the employee to be designated as a Good Leaver; or
- (iii) being designated as a Bad Leaver as set out under the proviso of the definition of Good Leaver.

The term "**Good Leaver**" means an employee who is a leaver as a result of:

- (i) retirement at the retirement age under terms of employment or retirement pursuant to a voluntary retirement scheme floated by the Company;
- (ii) ill-health preventing continued employment, as determined by the NRC based on a certificate of one or more medical experts identified by the NRC;
- (iii) redundancy;
- (iv) dismissal, including constructive dismissal, other than for cause;
- (v) voluntary resignation from the employment with the Company by the employee (provided that if there is an ongoing investigation or proceeding against such employee as on the cessation date in connection with or relating to an event of cause, then such employee shall not be a Good Leaver unless the NRC specifically designates such employee as a Good Leaver); or
- (vi) for any other reason, if the NRC so decides, provided that an employee who is a Good Leaver at the cessation date may be characterised as a Bad Leaver if after the cessation date the employee breaches the terms of any confidentiality or non-compete, non-solicit, non-disparagement provisions of his employment contract or any other agreement between him and the Company (or any of its subsidiaries) from time to time.

5. Maximum period within which the options shall be vested:

The vesting period of options granted under ESOP 2020 shall not be more than 6 (six) years from the date of grant of such

options. The exact proportion in which and the exact period over which the options would vest as per the minimum vesting period of 1(one) year from the date of options as per ESOP 2020. However, this minimum vesting period of 1(one) will not apply in case of death and permanent disability of ESOP grantee.

6. Exercise price or pricing formula:

Exercise Price per Option shall mean the fair market value subject to a discount of up to 20% (twenty percent) as may be determined by NRC at the time of grant.

7. Exercise period and process of exercise / acceptance of offer:

(a) Exercise period during employment: An employee shall be eligible to exercise the vested options (either in full or tranches) at any time during the 24 (twenty-four) months from the date of vesting in accordance with the vesting schedule. Further, the options which have been vested and not exercised by an employee within the relevant exercise period shall lapse immediately upon the expiry of the exercise period.

(b) Exercise period in case of cessation of employment:

(i) Good leaver: All the unvested options as on the cessation date shall lapse and such leaver shall be entitled to exercise all vested options within 6 (six) months from the cessation date.

(ii) Bad leaver: In case where leaver is categorized as a Bad Leaver or a leaver is declared bankrupt or insolvent, then all the options which have been granted (whether they have been vested or not) shall lapse.

(iii) Death and permanent disability: All the options granted to leaver until the date of death/permanent disability shall vest as on the date of death and permanent disability (as the case may be) and shall need to be exercised within 6 (six) months of vesting, failing which such vested options shall mandatorily lapse. The minimum vesting period of 1 (one) year will not be applicable in case of death or permanent disability.

(c) Exercise Process:

(i) The ESOP grantees may exercise the vested options by sending one or more exercise notices to the Company at any time during the exercise period along with the payment of exercise consideration.

(ii) Upon receipt of exercise notice, the Company shall issue and allot an appropriate number of shares to the employees who issued the exercise notice against the vested options being exercised. Upon receiving such application from the employee, the NRC shall make all the

necessary and diligent enquiries with respect to such application and, upon being satisfied with the veracity of exercise notices received from the employee, shall proceed to take such actions to cause the Company to issue appropriate number of shares to the employee.

8. Appraisal process for determining the eligibility of the employees to ESOP 2020:

The NRC shall, based on (i) the periodic appraisal of employee(s) and / or any team of the Company of which such employee(s) is/are part of; (ii) such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the NRC or assessing the contribution of employee(s) towards the Company or such other criteria as may be determined by the NRC from time to time), and (iii) selection of new hires, as an incentive to join and to act as a retention tool, if any, determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of options under the ESOP 2020.

9. The maximum number of options to be granted per employee and in aggregate:

A maximum of 2,40,00,000 (two crore forty lakh) employee stock options may be offered or granted under the ESOP 2020, which on exercise would not entitle more than 2,40,00,000 (two crore forty lakh) equity shares.

The maximum number of options to be granted to an employee shall not, upon exercise, exceed 1% (one percent) of the shares outstanding as on the date of such grant under ESOP 2020.

The Company prior to its initial public offer had already granted 1,72,30,741 options (of which 28,62,890 were already exercised) and hence the total number of options that are available for future grant are 67,69,259.

10. Maximum quantum of benefits to be provided per employee under ESOP 2020:

The maximum number of options to be granted to an employee shall not, upon exercise, exceed 1% (one percent) of the shares outstanding as on the date of such grant under ESOP 2020.

11. Whether the ESOP 2020 is to be implemented and administered directly by the Company or through a trust:

The ESOP 2020 is implemented and administered directly by the Company.

12. Whether the ESOP 2020 involves new issue of shares by the Company or secondary acquisition by the trust or both:

The ESOP 2020 contemplates issue of new equity shares by the Company.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2020:

Not applicable.

15. Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the laws/regulations applicable to accounting and disclosure related to options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share Based Payments' ("**Guidance Note**") and/or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India ("**ICAI**") from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or accounting standard do not prescribe accounting treatment or disclosure requirements for ESOP 2020 then the Company shall comply with the relevant accounting standard as may be prescribed by the ICAI or any other appropriate authority from time to time.

16. The method which the Company shall use to value its options:

The Company shall consider the fair market value for valuation of the stock options granted as per ESOP 2020.

17. Statement with regard to disclosure in director's report:

In case the company opts for expensing of share based employee benefits using the intrinsic value, 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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock in period.

19. Terms and conditions for buyback, if any, of specified securities covered under these regulations:

The NRC shall be entitled to formulate the detailed terms and conditions of the ESOP 2020 from time to time in relation to the procedure for buy-back of specified securities under the SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (a) Permissible sources of financing for buy-back;
- (b) Any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (c) Limits upon quantum of specified securities that the Company may buy-back in a financial year.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) of the Act and as per Regulation 12 of the SEBI SBEB & SE Regulations and all other applicable provisions of law, if any.

A copy of the ESOP 2020 is available for inspection at the Company's Registered Office between 9.00 a.m. and 6.00 p.m. on all working days till 14th September, 2024.

None of the promoters and independent directors of the Company and their relatives are concerned or interested, financially or otherwise in the resolution stated at Item Nos. 7. The directors and key managerial personnel of the Company may be deemed to be concerned or interested in this Resolution only to the extent of any options that may be granted to them (along with the resultant equity shares issued) that may be offered to them in accordance with the ESOP 2020.

The Board thereby recommends the passing of the proposed resolution stated in Item No. 7 of the notice of meeting for approval of members as a special resolution.

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

Sd/-
Harshada Pathak
Company Secretary & Compliance Officer
ACS: 19534

Date: 7th August, 2024

Place: Mumbai

Annexure -I

Details of Director seeking re-appointment vide this Notice, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) are as follows:

Name of the Director and DIN	Mr. Amit Dixit, DIN: 01798942
Date of Birth and age	26 th January, 1973, 51 years
Nationality	Indian
Date of Appointment on the Board	2 nd August, 2019
Designation / Category of Directorship	Non – Executive (Nominee) Director
Qualifications, Brief Profile and Expertise in specific functional areas	Amit Dixit is a Non – Executive (Nominee) Director on the Board of our Company. He holds a bachelor's degree in civil engineering from the Indian Institute of Technology, Bombay, and was awarded the director's silver medal for graduating at the top of his program. He holds two master's degrees, one in science (civil engineering) from Leland Stanford Junior University and the other in business administration from Harvard University. He is the senior managing director, head of Asia for the private equity business group at Blackstone Advisors India Private Limited. Previously, he has worked as an associate at Warburg Pincus. He is serving as a director on the board of several companies including Mphasis Limited, Sona BLW Precision Forgings Limited, EPL Limited (formerly known as Essel Propack Limited), Blackstone Advisors India Private Limited, ASK Investment Managers Limited, TU Topco Inc., TU Midco Inc., TU Bidco Inc. and VFS Global AG. He was appointed as a Non – Executive (Nominee) Director on the Board of the Company with effect from August 2, 2019
Terms and conditions of appointment / re-appointment	Mr. Amit Dixit is liable to retirement by rotation and offers himself for re-appointment. He is not paid any sitting fees and/ or commission by the Company.
Names of the listed entities from which the person has resigned in the past three years	Nil
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Nil. No remuneration, sitting fees or commission is paid to Nominee Directors by the Company.
Summary of performance evaluation	The Nomination & Remuneration Committee and the Board at its respective Meetings held on 29 th May, 2024 has considered and reviewed the performance evaluation of Mr. Dixit and he was assessed at highest scale on each of the parameters of evaluation.
Number of Board Meetings attended during the financial year 23- 24.	6 out of 8 meetings
Number of shares held in the Company either by self or as a beneficial owner	Nil
List of the directorships held in other Companies	<ol style="list-style-type: none"> 1. MPHASIS Limited, 2. EPL Limited 3. Sona BLW Precision Forgings Limited, 4. Blackstone Advisors India Private Limited, 5. Ask Investment Managers Limited, 6. TU Topco Inc., 7. TU Midco Inc. 8. TU Bidco Inc. 9. VFS Global AG.
Chairman/ Member in Committees of the Boards of other listed companies*	Nil
Relationships with Directors and Key Managerial Personnel of the company inter-se	Not related to any other Director / Key Managerial Personnel

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

Name of the Director and DIN	Dr. Punita Kumar Sinha DIN: 05229262
Date of Birth and age	13 th May, 1962. 62 years
Nationality	USA
Designation and category of Directorship	Non- Executive Independent Director
Date of Appointment on the Board	7 th August, 2024
Qualifications, Brief Profile, Skill set and Expertise in specific functional area	<p>Dr. Punita Kumar Sinha has focused on corporate governance and investment management during her 30-year career. She has been an Independent Director on global public and private company boards for over 10 years. She has chaired Audit committees, Stakeholder Relationship Committees as well as Nomination Committees. Dr. Kumar Sinha also has significant ESG experience, is a financial expert, and has led multiple board consultations with institutional investors. She has deep knowledge of US and India listed companies including regulations, compliance, and accounting standards.</p> <p>As per self- assessment of the skill/ expertise/ competence made by the said new Independent Director and evaluated by the Nomination and Remuneration Committee and the Board of Director, the said new Independent Director possesses the required skill sets, expertise and experience as per the Company's skill matrix</p>
Terms and conditions of appointment / re-appointment	The appointment is for a term of 5 (five) years commencing from 7 th August, 2024 not liable to retire for rotation and the details of terms and conditions of appointment and remuneration to be paid are provided in the resolution set out at Item No. 6 of this Notice
Names of the listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> 1. Fino Payments Bank Limited 2. JSW Steel Limited 3. Rallis India Limited
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Sitting fees as per applicable laws and commission as approved by the Board and shareholders from time to time.
Summary of performance evaluation	NA
Number of Board Meetings attended during the financial year 23- 24.	NA
Number of shares held in the Company either by self or as a beneficial owner	Nil
List of the directorships held in other Companies	<ol style="list-style-type: none"> 1. Lupin Limited 2. Classic Legends Private Limited 3. Mahindra Accelo Limited 4. One Mobikwik Systems Limited 5. ParadigmArq Advisors Private Limited 6. Embassy Office Parks Management Services Private Limited 7. Marelli Holdings Co Limited 8. The Asia Opportunities Offshore Fund, Cayman Islands 9. The Asia Opportunities Offshore Master Fund, Cayman Islands 10. Tata Asset Management Private Limited
Chairman/ Member in Committees of the Boards of other listed companies*	<p>Audit Committee : Lupin Limited- Chairperson</p> <p>Stakeholders Relationship Committee Lupin Limited- Member</p>
Relationships with Directors and Key Managerial Personnel of the company inter-se	Not related to any other Director / Key Managerial Personnel

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.