



## **NOTICE FOR ADJOURNMENT OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the original Extra-Ordinary General Meeting (EGM) of Members of Aadhar Housing Finance Limited, which was scheduled on Monday 30<sup>th</sup> March, 2020 at 11:00 a.m. ( 11:00 Hours) at the Corporate Office, 201, 2<sup>nd</sup> Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055 and the same has been adjourned in the absence of valid quorum, as per the provisions of Section – 103 & 108 of the Companies Act, 2013 & Rules applicable and also as per the Notification/ Directions issued under “The Maharashtra COVID-19, Regulation, 2020” and imposition of section 144 of Cr.PC & travel restrictions imposed by the Government of Maharashtra and this Adjourned EGM will be held on Monday, 27<sup>th</sup> April, 2020 at the same time ie. at 11.00 AM & at the same place and to consider the same Agenda Item of original notice and it will be considered as continuation of the original EGM meeting held on 30<sup>th</sup> March, 2020, as per the original EGM Notice dated 5<sup>th</sup> March, 2020 issued by the company, which is shown herein below :-

### **SPECIAL BUSINESS:**

#### **Item No. 1**

To consider and approve the Employees Stock Option Scheme, 2020 and Policy of the company.

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

**“RESOLVED** that pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), the Memorandum and Articles of Association of the Company and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to other applicable approval(s), consent(s), permission(s) and sanction(s), approval of the members be and is hereby granted to adopt and implement **“Aadhar Housing Finance Limited - Employees Stock Option Scheme” (“AHFL ESOP Scheme”)** and to create, offer and grant such number of options not exceeding- 12,00,000 (Twelve Lakhs) number of ESOPs to be converted into such number of fully paid Equity Shares representing 3.53% of the issued/ paid up share capital of the Company as on -

1<sup>st</sup> March, 2020, to be issued from time to time to the eligible employees of the Company, whether working in India or out of India, both present and future including its subsidiary Company's employees, as may be decided by the Board of Directors or NRC Committee of the Company (hereinafter referred to as the "Board", which term shall include Nomination and Remuneration Committee ("NRC") or their delegated authority to exercise its powers, including the powers conferred by this Resolution and permitted under the aforesaid provisions of law, but does not include an employee/Director who is a promoter or a person belonging to the promoter group and Independent Directors ("Eligible Employees"), with each option giving a right, but not an obligation, to the Eligible Employees to subscribe to one fully paid-up Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each in the Company, at a price determined as per the Scheme and that the grant of options, vesting and exercise thereof shall be in one or more tranches and on such other terms and conditions as may be determined by the Board/Committee in accordance with the provisions of the Scheme/Policy and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to approve the list of eligible employees, terms of ESOP Grant Letter, Application Form, agreement and other related documents, formalities to grant options to the Eligible Employees (both present & future), including revising/ deciding the number of options to be granted and to allot Equity Shares upon exercise of options, to also decide the effective date of implementation of the ESOPs Scheme to be issued, to make any modifications/changes/variations /alterations/revisions in the Scheme or suspend/withdraw/revise the Scheme from time to time, as may be required in case of any change in applicable laws to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary and the members also confirmed that this resolution be considered as passed at the original EGM scheduled on 30<sup>th</sup> March, 2020 as per the provisions of Companies Act, 2013.

**RESOLVED FURTHER THAT** the Equity Shares to be issued pursuant to the Scheme upon exercise of options shall rank pari-passu in all respects with the existing Equity Shares of the Company and that the Company shall confirm to the accounting standards prescribed from time to time as per the provisions of Companies Act, 2013 and other applicable laws to the extent relevant and applicable to the **AHFL ESOP Scheme 2020**.

**RESOLVED FURTHER THAT** the existing approved ESAR Plan and Scheme of 2018 be and is hereby modified/amended and the various changes effected/carried out by the Board /Committee be and is hereby confirmed by the shareholders of the Company to be applicable to ESAR Scheme."

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) 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 EGM. A PROXY FORM FOR THE EGM IS ENCLOSED HEREWITH.**
2. Pursuant to the provisions of section -105 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.
3. Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Adjourned EGM and ending with the conclusion of the EGM, 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.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the all Special Businesses to be transacted at the EGM and Attendance Slip is annexed hereto.
5. Members may also note that this Notice of this Adjourned EGM will be available on the website of the Company i.e. [www.aadharhousing.com](http://www.aadharhousing.com).
6. 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) upto the date of EGM.
7. In case, of joint holders attending this Adjourned EGM, only such joint holder whose name appear first in order of names will be entitled to vote.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
9. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
10. The resolution mentioned in this Notice of Adjourned EGM shall be deemed to be passed on the date of original EGM meeting scheduled on 30<sup>th</sup> March, 2020 as per the provisions of the Companies Act/Rules, subject to the receipt of the requisite number of votes in favour of the respective resolution.
11. As required under Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing **Remote E-voting facility to its members** holding shares in physical or dematerialized form as on the cut-off date, ie. 20<sup>th</sup> April, 2020 to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote E-voting"). The Remote E-voting will commence on **Thursday, April 23, 2020 at 9:00 A.M. and will end on Sunday, April 26, 2020 at 5:00 P.M.** in order to facilitate the members for their

convenience. Details of the process and manner of Remote E-voting along with the User ID and Password will be forwarded separately with the email along with notice of EGM to all the members along with this Notice.

12. The Company has engaged the services of KFin Technologies Private Limited (KFintech), the Registrar, as the Agency to provide E-voting facility.
13. The instructions and other information relating to remote E-voting facility are as under:
  - I. In case a Member receiving an email from KFintech [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
    - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - (ii) Enter the login credentials (i.e. User ID and Password provided separately by email). Event No. followed by the Folio No./ DP ID & Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can also use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, Click on “LOGIN”.
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the “EVENT” i.e., Aadhar Housing Finance Ltd.
    - (vii) 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, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on cut-off date.
    - (viii) Members holding multiple folios/demat accounts shall choose the same voting process separately for each folios/demat accounts.
    - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
    - (x) A confirmation box will be displayed, then Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, members can login any number of times till they have voted on the Resolution.
    - (xi) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly

authorized representative(s), to the Scrutinizer appointed at email ID [royjacobandco@gmail.com](mailto:royjacobandco@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “AHFL\_ EVENT NO.” The documents should reach the Scrutinizer and such other person on or before Monday, April 20, 2020, by 5:00 P.M. In case of any additional information required or for clarifications, the members can contact the Company Secretary/ Compliance Officer – Mr. Sreekanth VN at his email id:- [complianceofficer@aadharhousing.com](mailto:complianceofficer@aadharhousing.com)

**B. In case of members whose email IDs are not registered with the Company/Depository Participant(s)]:**

- (i) User ID and initial password as provided separately in the email by KFinTech.
  - (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote. 2.
- III. In case a person has become the Member of the Company after the dispatch of the adjourned EGM Notice but on or before the voting date, he/she may write to the KFinTech on the email ID [evoting@karvy.com](mailto:evoting@karvy.com) or to Mr. Hanumantha Patri, Senior Manager, Contact No. 040- 6716 1602, at KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in point no. A above, to cast the vote.
- IV. During remote e-voting period, the members of the Company may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote at the Adjourned EGM.
- V. In case of any query pertaining to e-voting, please visit Help & FAQ’s section of <https://evoting.karvy.com> (KFinTech’s website) or any grievances or queries of the members of the Company connected with the electronic voting can be addressed to the Registrar & Share Transfer Agents, KFin Technologies Private Limited at the abovementioned Address.
- VI. Mr. Roy Jacob of Roy Jacob & Co., Practicing Company Secretaries, Mumbai has been appointed as a Scrutinizer to scrutinize the voting through Remote e-voting and remote e-voting/poll process in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will count the votes cast at the Meeting, and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or any Director/

Managing Director & CEO of the Company duly authorized and the same will declare the result of the voting forthwith.

VIII. The results of voting will also be displayed on the Company website at [www.aadharhousing.com/Investor Relations](http://www.aadharhousing.com/Investor_Relations).

IX. *This Remote E-voting facility is providing considering the present situation of Nation-wide curfew/Lock-down and imposition of section 144 of Cr.PC by the Government and also the Doctrine of Substantive Compliance may be applicable to the Company for passing the aforesaid resolution in the Adjourned EGM.*

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

SD/-

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: March 30, 2020

#### **ANNEXURE TO THE NOTICE**

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

#### **Item No. 1**

#### **To consider and approve the Employees Stock Option Scheme/Policy, 2020 of the company**

Stock Options in the hands of the employees have since long been recognised as an effective instrument to align the interests of the employees with that of the company.

The existing ESAR Scheme/ Policy of 2018 of the company approved earlier by the shareholders, has been revised and modified to be applicable to the ESAR Grant-A issued to the eligible employees of the Company as decided by the Board and remaining grants proposed were cancelled & withdrawn by the Board.

The Company's Management appreciates the critical role, played by staff in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company is intending to issue employee stock options under a

new plan, namely **Aadhar Housing Finance Limited - Employees Stock Option Scheme, 2020** (“**AHFL ESOP Scheme**”) to permanent employees of the Company, whether working in India or out of India, both present or future, as may be decided by the Board/Committee and permitted under the aforesaid provisions of law but does not include an employee who is a promoter or a person/Director belonging to the promoter group (“Eligible Employees”). The Managing Director, Executive Director, Whole Time Directors (excluding Independent Directors) of the Company and employees of the Subsidiary Company, are also eligible to be covered under this scheme, as determined from time to time.

The Nomination and Remuneration Committee (“NRC”) at its meeting held on March 5, 2020 has formulated the detailed terms and conditions of the Scheme which was duly approved by the Board of Directors at its meeting held on the same date, subject to approval of the members. The resolution mentioned in this Notice of Adjourned EGM shall be deemed to be passed on the date of original EGM meeting scheduled on 30<sup>th</sup> March, 2020 as per the provisions of the Companies Act/Rules, subject to the receipt of the requisite number of votes in favour of the respective resolution

The Scheme has been formulated in accordance with the provisions of the Companies Act, Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SBEB Regulations”).

The salient features of the Scheme for disclosure required as above are as given below:-

**Brief description of the Scheme :**

The Scheme is intended to reward, retain and motivate the Eligible Employees of the Company for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted all the stock options in one or more tranches, as determined by the NRC, which will vest on particular dates and could be exercisable into Equity Shares of the Company, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

**a. Total number of stock options to be granted:**

Number of options to be granted under the scheme shall not exceed 12,00,000 (Twelve Lakhs only) in aggregate, that would entitle the grantees to the options in one or more tranches, to be converted into equal number of Equity Shares of the Company of the face value of 10/- (Rupees Ten Only) each fully paid up (representing 3.53% of the issued share capital of the Company as on date). The total aggregate limit of these options may be adjusted on exercise of the vesting as per the applicable share price and other terms for corporate action(s), as may be decided by the Board/Committee.

**b. Identification of classes of employees entitled to participate in the AHFL ESOP Scheme :**

Following classes of employees are entitled to participate in **this Scheme**:

- a) Permanent employees and of the Company working in India or out of India both present & future and in Subsidiary Company as defined in **AHFL ESOP Scheme**; and
- b) Executive, Managing, whole time Directors of the Company

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) Promoter’s Nominee Directors/Shareholders who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) A non-executive or Independent Director within the meaning of the Companies Act, 2013.

**c. Appraisal process for determining the eligibility of employees under AHFL ESOP Scheme:**

The appraisal process for determining the eligibility of the employees will be decided by the Board or the Nomination and Remuneration Committee from time to time, as per the Scheme. The employees would be granted the Stock Options, based on various parameters as mentioned in Scheme.

**d. Requirements of vesting and period of vesting:**

The Stock Options granted shall vest so long as the employee continues to be in the employment of the Company. The Board or the Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options, would vest, as per the detailed terms and conditions and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below) as per the **AHFL ESOP Scheme**.

The vesting period of Options granted shall vest in not earlier than one (1) year and not more than Five (5) years from the date of grant of such Stock Options. The exact proportion in which and the exact period over which the Options would vest as per the minimum vesting period of one year from the date of grant of Stock Options as per the **AHFL ESOP Scheme**.

**e. Maximum period within which the Stock Options shall be vested:**

Options to be granted under **AHFL ESOP Scheme** would vest subject to maximum period as given below from the date of grant :

Date of Grant	Date of Vesting	Percentage of Stock Options to vest	
		Number	Percentage (%)
March 31, 2020 (subject to the approval of shareholders at the Adjourned EGM)	After a minimum period of one year or thereafter As per ESOP Scheme	As per ESOP Scheme & list of eligible employees for ESOPs to be decided by the Board/NRC Committee at its meeting or by passing a Circular resolution	



**f. Exercise price or pricing formula:**

Subject to the adjustment in the proviso below, the Price per Stock Option shall be equal to the Fair Market Value/Prescribed price as on Grant date as per **AHFL ESOP Scheme**.

**Provided that** the Stock Options price as prescribed above may be adjusted upward or downward at the time of exercise by such an amount so as to ensure that the appreciation/depreciation thereof shall be equal to the price not less than the face value of Equity Share(s) and not more than prevailing fair market value immediately prior to the date of such exercise over the Stock Options price as prescribed above and on such adjusted price becoming applicable, it shall be deemed that as if such adjusted Stock Options price has been originally contemplated at the time of grant for all purpose including determination of appreciation.

**g. Exercise period and the process of Exercise:**

Prior to Listing of shares, the vested Stock Options can be exercised only upon or in connection with happening of Liquidity Event as defined in the **AHFL ESOP Scheme** and the period within which the vested Stock Options can be exercised shall be notified by the Board upon or in connection with happening of Liquidity Event as per Plan.

The Stock Options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents. The Stock Options will lapse if not exercised within the specified exercise period as per **AHFL ESOP Scheme**.

**h. Lock-in Period**

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

**i. Maximum number of Stock Options to be issued per employee and in aggregate:**

The number of Stock Options that may be granted per employee of the Company under the Scheme, in any financial year shall be as per the **AHFL ESOP Scheme** and shall not exceed such number of Stock Options as approved by the Board.

**j. Method which the Company shall use to value its Stock Options:**

The Company shall consider the Fair Market Value method for valuation of the Stock Options granted as per **AHFL ESOP Scheme** approved.

**k. The condition under which Stock Options vested in employees may lapse:**

The vested Stock Options will lapse in case of resignation/ termination of employment due to misconduct or due to breach of Company policies or the terms of employment. The vested Stock Options may also get cancelled in event of abandonment/termination of employment by an employee as per **AHFL ESOP Scheme**.

**l. The specified time period within which the employee shall exercise the vested Stock Options in the event of a proposed termination of employment or resignation of employee:**

In case of resignation/ retirement (other than due to misconduct or due to breach of Company policies or the terms of employment), all the vested Stock Options as on that date can be exercised by the employee only upon or in connection with liquidity event/listing or within such period as under **AHFL ESOP Scheme**.

**m. Statement to the effect that the company shall comply with the applicable accounting standards**

The Company shall comply with the disclosure requirement and the accounting policies prescribed as per prevailing Accounting guidelines, including disclosure requirements prescribed therein as per applicable regulations, guidelines and other applicable law(s) on the time being in force.

All other provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions shall be complied by the Company.

As **AHFL ESOP Scheme** provides for issue of equity shares on conversion of ESOPs vested to persons other than the existing shareholders of the Company, consent of the members has been granted by this Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws.

A draft copy of the full text of the **AHFL ESOP Scheme** is available for inspection at the Company's Registered Office/Corporate Office during office hours on working days till the date of the Extraordinary General Meeting. A brief outline of the Scheme was already circulated along with the original EGM notice for noting.

None of the Promoter Group Directors and Independent Directors are interested in this resolution as mentioned at item no 1 of this Notice, however the Whole time / Managing Director and Key Managerial Personnel of the Company are interested or concerned in the resolution to the extent of their Stock Options entitlements, under this **AHFL ESOP Scheme**.

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

SD/-

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: March 30, 2020



CIN: U66010KA1990PLC011409

**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:.....

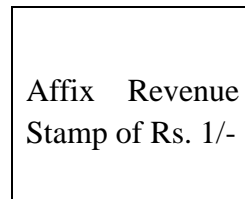
Signature: .....,.....

as my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Adjourned Extra-Ordinary General Meeting (EGM) of Members of the Company, to be held on Monday, April 27, 2020 at 11:00 a.m. ( 11:00 Hours) at the Corporate Office, 201, 2<sup>nd</sup> Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl. No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
	<b>Special Businesses :</b>		
1	To consider and approve the Employees Stock Option Scheme, 2020 and Policy of the company**		

(\*\*I/we hereby confirm that I/we have not voted in Remote E-voting facility)

Signed this ..... day of .....(Month), 2020



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 EGM.**
- 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.



CIN: U66010KA1990PLC011409

Adjourned Extra-Ordinary General Meeting of Aadhar Housing Finance Limited, to be held on Monday 27<sup>th</sup> April, 2020 at 11:00 a.m. ( 11:00 Hours), at the Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055.

Website: [www.aadharhousing.com](http://www.aadharhousing.com) ; Email id: [complianceofficer@aadharhousing.com](mailto:complianceofficer@aadharhousing.com)

**ATTENDANCE SLIP FOR THE ADJOURNED EXTRA  
ORDINARY GENERAL MEETING (EGM)**

<b>1</b>	Name(s)of Member(s) including Joint holders, if any (in Block Letter)	
<b>2</b>	Registered Address of the Sole/First named Member	
<b>3</b>	Name of Proxy holder (if applicable)	
<b>4</b>	Registered Folio No./*DPID No and Client ID No. (*Applicable to Members holding shares in dematerialized form)	
<b>5</b>	Number of Equity Shares held	

I/We hereby record my/our presence at the Adjourned EGM of the Members of Aadhar Housing Finance Limited on Monday April 27, 2020 at 11:00 a.m. ( 11:00 Hours), at the Corporate Office of the Company, at 201, Raheja Point-1, Near SVC Bank, Nehru Road, Vakola, Santacruz (East), Mumbai- 400 055 & I have not voted in Remote E-voting facility.

-----  
Signature of Member/Proxy

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

## Map for the EGM Venue

The image is a screenshot of a web browser displaying a Google Maps page for 'Aadhar Housing Finance'. The browser's address bar shows the URL: <https://www.google.com/maps/place/Aadhar+Housing+Finance/@19.0815142,72.8516659,17z/data=!3m1!1e3m4!1s0x3be7c0ff9998dcd50:0ff2e31726d3174f8...>

The map interface includes a search bar at the top left with the text 'Corporate Office Aadhar Housing'. Below the search bar is a featured image of a woman in a red and orange sari with the text 'GHAR BANEGA TOH DESH BANEGA.' Below the image, the business name 'Aadhar Housing Finance' is displayed, along with a 2.8-star rating from 24 reviews and the category 'Financial Institution'. Navigation icons for Directions, Save, Nearby, Send to your phone, and Share are visible.

The map shows the location of Aadhar Housing Finance in Santacruz East, Mumbai. The address listed is: Corporate Office-201, Raheja Point-1, Nr. Shamrao Vitthal Bank, Jawaharlal Nehru Road, Vakola, Santacruz East, Mumbai, Maharashtra 400055. Other nearby landmarks include Ramji Dairy, Datta Temple, Lord Shiv Temple, Sai Mandir, P & T Post Office, Krishna Regency, Axis Bank, Dena Bank, SDC Bank Limited, St. Charles High School, Shree Sainath Mitra Mandal, Mahalakshmi Super Market, and Election Office Vakola.

The Windows taskbar at the bottom shows the system tray with the date 5/8/2019 and time 10:43 AM. The taskbar also displays icons for various applications including File Explorer, Microsoft Edge, and Microsoft Word.