



[Formerly known as DHFL Vysya Housing Finance Ltd]

201, Raheja Point -1, Nr. Shamrao Vitthal Bank,
Nehru Road, Vakola, Santacruz (E),
Mumbai - 400055 (Mah.)

Tel: 022 39509900 / 61213400

Fax: 022 39509934

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of Members of Aadhar Housing Finance Limited (Formerly known as DHFL Vysya Housing Finance Limited) ("Company" or "AHFL"), will be held on Thursday 4th July, 2019 at 11.00 A.M. (11.00 Hours) at the Corporate Office, 201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055:

SPECIAL BUSINESSES

1. Adoption of the amended Articles of Association 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 Sections 5, 14 & other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), and the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, and Other Regulatory Authority(ies), the draft of the amended and restated Articles of Association of the Company, as provided to the shareholders at the meeting (draft of which is available for inspection on the website of the Company and also at the Registered Office of the Company on working days during 9.30 a.m. to 6.30 p.m.), be and is hereby approved and adopted in substitution for, and to the exclusion all the existing articles of association of the Company.

RESOLVED FURTHER THAT any of the Director or Managing Director & Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company (Authorized signatories) be and are hereby severally authorized to do all acts / deeds / filings (electronically or otherwise)/ other needful, in connection with or incidental to giving effect to the above resolutions, including but not limited to signing and attesting the revised articles of association and to comply with all other requirements to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard.

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Aadhar Housing Finance Ltd.
(A Subsidiary of WGC)

CIN: U66010KA1990PLC011409
Regd. Office: 2nd Floor, No. 3, JVT Towers,
8th 'A' Main Road, S.R Nagar,
Bengaluru – 560 027, Karnataka.
Toll Free No: 1800 3004 2020

www.aadharhousing.com



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RESOLVED FURTHER THAT a certified copy of this resolution duly signed/attested by any of the directors, Managing Director & Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be furnished to the any person or authority/ies, as may be required, and the said respective person or authority/ies be requested to act upon the same.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s)/Authorized signatories duly appointed for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For Aadhar Housing Finance Limited


Sreekanth VN

Company Secretary

FCS - 4191

Corporate Office:



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

Place: Mumbai

Date: 11th June, 2019

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 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



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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 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 the Notice of this EGM will be available on the website of the Company i.e. 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/Corporate 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 the 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 resolutions listed in the Notice of this EGM shall be deemed to be passed on the date of the EGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

A handwritten signature in black ink is positioned to the left of a circular stamp. The stamp is a red ink seal with a double border. The text inside the stamp is in Hindi and includes the name of the company and the name of the signatory, along with the date and time of the meeting.



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

Item No. 1

Alteration in various clauses of Articles of Association

The promoters and promoter Group of Aadhar Housing Finance Ltd. (i.e. Wadhawan Global Capital Ltd, Dewan Housing Finance Corporation Ltd., Mr. Kapil Wadhawan, Mr. Dheeraj Wadhawan and Ms. Aruna Wadhawan) along with International Finance Corporation have transferred/sold their total shareholding of around 97.67% to BCP Topco VII Pte. Ltd. (“Investor”) and certain other minority shareholders have also agreed to transfer their shareholding to the Investor, which is held through intermediary companies by private equity funds managed by wholly owned subsidiaries of The Blackstone Group L.P.

For the abovementioned transaction, the necessary approval from National Housing Bank, the lending banks and the NCD Trustees (on behalf of the debenture holders) of the Company and other regulators and concerned stakeholders have been taken by the Company.

Pursuant to the above mentioned transaction, the Articles of Association of the Company need to be amended. Members are further requested to note that pursuant to the provisions of Sections 5 & 14 of the Companies Act, 2013, read with the Rule framed thereunder, amendment to the Articles of Association as per provisions of Companies Act, 2013, requires approval of Members of the Company by way of passing a Special Resolution.

The above proposals is in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item No. 1 of this Notice for the approval of the Members as Special resolutions.


A copy of the proposed amended Articles of Association of the Company are available for inspection at the Registered Office & Corporate Office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (Monday to Friday) upto the date of EGM.



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None of the existing Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

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


Sreekanth VN
Company Secretary
FCS – 4191



Corporate Office:
201- Raheja Point-1, Near Shamrao Vitthal Bank,
Nehru Road, Vakola, Santacruz (E),
Mumbai- 400055, Maharashtra
Place: Mumbai
Date: 11th June, 2019



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:,.....

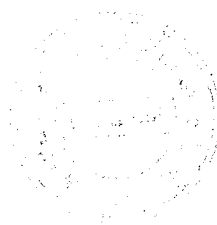
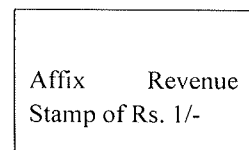
as my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Members of the Company, to be held on Thursday 4th July, 2019 at 11.00 A.M. (11.00 Hours) at the Corporate Office, 201, 2nd Floor, Raheja Point -1, Vakola, Nehru Road, Santacruz – E, Mumbai – 400055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
	Special Businesses :		
1	Adoption of the revised/modified Articles of Association of the Company		

Signed this day of(Month), 2019

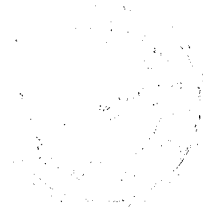
Signature of Member

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.**
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
3. It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.





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Website: www.aadharhousing.com ; Email id: complianceofficer@aadharhousing.com

ATTENDANCE SLIP – EXTRA ORDINARY GENERAL MEETING

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

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of DHFL Vysya Housing Finance Limited on Thursday 4th July, 2019 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.

Signature of Member/Proxy

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

