



Aspire Home Finance Corporation Ltd.
Motilal Oswal Tower, Gokhale Road,
Prabhadevi, Mumbai - 400 025.
Board: +91 22 3980 4200
CIN: U65923MH2013PLC248741

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON SATURDAY, THE 9TH DAY OF AUGUST, 2014 AT 11.00 AM AT MOTILAL OSWAL TOWER, 8TH FLOOR, "TAJ MAHAL", GOKHALE ROAD, PRABHADEVI, MUMBAI - 400 025 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the statement of Profit and Loss account for the period ended on that date, and the Reports of the Directors and the Auditors thereon.
2. To re-appoint Mr. Motilal Oswal, (holding DIN 00024503) Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To re-appoint the auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

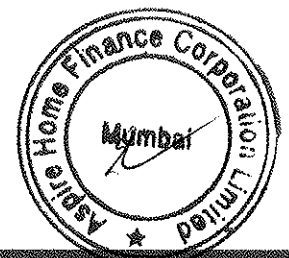
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. B S R & Co. LLP., (Firm Registration No. 101248W), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the members annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and make all necessary filings with the Registrar of Companies (RoC) and other appropriate authorities as may be required from time to time to give effect to the above resolution."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) (corresponding to Section 293(1)(d) of the Companies Act, 1956) and other applicable provisions of the Companies Act,





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2013 and rules made thereunder (the Act) including any statutory modification(s) or re-enactment(s) thereof, if any, the consent be and is hereby accorded by to the Board of Directors to borrow such sum or sums of money on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from company's banker in the ordinary course of the business) will exceed the aggregate of the paid-up share capital and free reserves not set apart for any specific purpose; provided that the total money(s) so borrowed including the moneys already borrowed shall not exceed the sum of Rs. 600 crores (Rupees Six Hundred Crores Only) excluding interest at any time;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

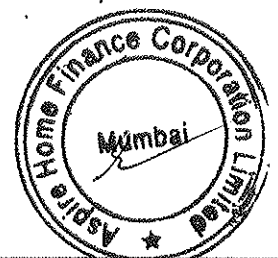
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) (corresponding to Section 293(1)(a) of the Companies Act, 1956) and other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, the consent of the Company be and is hereby accorded to the Board of Directors (herein after referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to create such mortgage(s), charge(s) and/or hypothecation(s) on such movables and immovable properties both present and future in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company and/or the whole or any part of the undertaking(s) of the Company, in favour of the Banks, Financial Institutions, Trustee(s), other agencies to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds/ or bonds with detachable share warrants, as permitted (hereinafter collectively referred to as Loans) and/or secured loan(s) together with all interest and all the moneys payable by the Company in connection therewith;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities)





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Rules, 2014, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, 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 any Committee thereof), for making an offer(s) or invitation(s) to subscribe secured/unsecured Non-Convertible Debentures (NCDs) upto an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), on private placement basis in one or more tranches to financial institution(s)/bank(s)/mutual fund(s)/body corporate(s)/company(ies)/any other entity(ies) from time to time on such terms and conditions as the Board may deem fit during a period of one year from the date of passing this resolution as approved by the members from time to time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Date: 25th April, 2014
Place: Mumbai

Registered Office:

Aspire Home Finance Corporation Limited
Palm Spring Centre, 2nd Floor,
New Link Road, Malad (West),
Mumbai - 400064

By Order of the Board


S.Y. Sankhe
Company Secretary

NOTES:

- (A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
- (B) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (corresponding to Section 173(2) of the Companies Act, 1956), in respect of the special business under item No. 4 to 6 are annexed hereto.
- (C) Pursuant to the provisions of the Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books





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of the Company will remain closed from 7th August, 2014 to 9th August, 2014 (both days inclusive).

- (D) All documents referred to in the notice will be available for inspection by the Members at the registered office of the Company during office hours on all working days and on all days except public holidays, from the date hereof upto the date of the Annual General Meeting (AGM).

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act).

Item No. 4

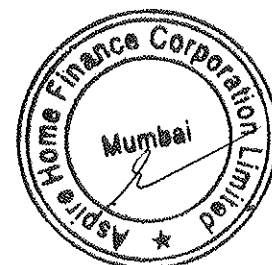
The Company has made an application to National Housing Bank (NHB) for registration as Housing Finance Institution u/s 29A of the National Housing Bank (NHB) Act, 1987. The Company is expecting the approval from National Housing Bank (NHB) for the commencement of its business as Housing Finance Institution. Your Company being the Housing Finance Companies and in order to meet the future requirements, it may be necessary for the Company to borrow money(s) from various sources consequent to which the amount borrowed or to be borrowed may exceed the aggregate of the paid-up capital of the company and its free reserves u/s. 180(1)(c) of the Companies Act, 2013. It is therefore necessary, for the Company to obtain Member's approval by way of Special Resolution as set out at Item No. 4 for enabling the Board to borrow in excess of paid-up share capital and free reserves of the Company. This resolution will also include within it the sub limit of Rs. 100 crores for the borrowing by way of debentures, covered under the Item No. 6 of the Notice.

Item No. 5

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013 stipulates that the Board of Directors shall not sell, lease or mortgage the undertakings/properties of the Company (movable/immovable) to secure its borrowings except with the consent of the Members accorded by way of Special Resolution. It is therefore necessary for the Company to obtain Member's approval by way of Special Resolution as set out at Item No. 5 for enabling the Board to create charge and/or mortgage on the immovable and movable properties of the Company, present and future, to secure further borrowings.

Your Board accordingly recommends the approval of borrowing powers and creation of Charges and/or Mortgages on the assets of the Company as set out in the resolution at Item No. 4 & 5 for approval of the members.

None of the Directors or the Key Managerial Personnel (KMP) of the Company or their relatives are directly or indirectly concerned or interested in the resolution set out at Item No. 4 & 5.





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Item No. 6

As per Section 42 of the Companies Act, 2013 read with rules thereunder, a Company offering or making an invitation to subscribe for Non-convertible debentures (NCDs) on a private placement basis is required to obtain prior approval of the shareholders by way of special resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

For meeting the fund requirements through issue of NCDs to Banks/financial institution/mutual funds/bodies corporates etc, on private placement basis, the approval of member is being sought by way of special resolution in compliance of applicable provisions of the Act read with rules made thereunder, in the manner set out as Item No. 6.

Your Board recommend the passing of the special resolution proposed at Item No. 6 of the Notice.

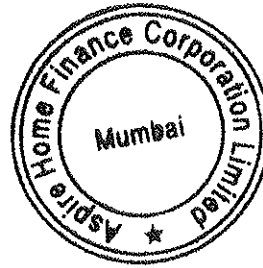
None of the Directors or the Key Managerial Personnel (KMP) of the company or their relatives are directly or indirectly in any way concerned or interested in the said resolution.

Date: 25th April, 2014

Place: Mumbai

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By Order of the Board


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Company Secretary