



Aspire Home Finance Corporation Limited
Motilal Oswal Tower, Gokhale Road,
Prabhadevi, Mumbai - 400 025.
B: +91 22 3980 4200
www.ahfcl.com
CIN: U65923MH2013PLC248741

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON 06th AUGUST, 2015 AT 10:00 AM AT MOTILAL OSWAL TOWER, 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, 2015, 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. Raamdeo Agarawal, (holding DIN 00024533) 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 ratify the appointment of the auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

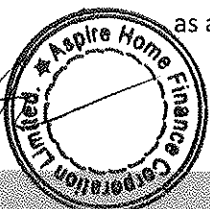
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants, Mumbai having Firm Registration No. 101248W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, 2013, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.

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. POWER TO BORROW MONEY

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



Regd. Office: Palm Spring Centre, 2nd Floor, New Link Road, Malad (W), Mumbai - 400 064.

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"RESOLVED THAT in partial modification to the special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on 24th December, 2014, pursuant to provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (the Act) including any statutory modification(s) or re-enactment(s) thereof, if any, and as per the guidelines issued by the National Housing Bank, the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money, from time to time at their discretion, 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. 4,500 crores (Rupees Four Thousand and Five Hundred Crores Only);

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer 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. CREATE CHARGE/ MORTGAGE ON THE PROPERTIES/ASSETS OF THE COMPANY

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

"RESOLVED THAT in partial modification to the special resolution passed by the members of the Company at the Extra Ordinary Meeting held on 24th December, 2014, pursuant to the provisions of Section 180(1)(a) 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 members 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/or 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), subject to the overall limits





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approved under Section 180 (1)(c) of the Companies Act, 2013, together with all the moneys payable by the Company in connection therewith.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer 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. ISSUE OF SECURITIES ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT in partial modification to the special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on 24th December, 2014, 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) Rules, 2014, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and subject to consent, such other approval, permissions and sanctions as may be necessary, 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) to offer(s), issue and allot the securities, by way of – (i) Non- Convertible Secured Debentures upto an amount of Rs. 1000 Crores (ii) Non-Convertible Unsecured Debentures upto an amount of Rs. 250 crores (iii) Non-Convertible Perpetual Unsecured Debentures upto an amount of Rs 250 Crores (iv) Commercial Paper upto an amount of Rs. 1000 Crores, on private placement basis in one or more tranches, at such price or prices, at such rate of interest, that may range between 8.50% to 14.50% p.a. and such other rate as may be decided and deemed appropriate by the board per the applicable laws and depending upon the prevailing yields, 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 of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary and Chief Financial Officer be and are hereby severally 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."



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7. Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

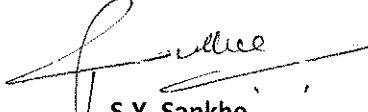
RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Date: 28th April, 2015
Place: Mumbai

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



By Order of the Board


S.Y. Sankhe
Company Secretary



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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, in respect of the special business under item No. 4 to 7 are annexed hereto.
- (C) Pursuant to the provisions of the Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the equity shares holders of the Company will remain closed from 04th August, 2015 to 06th August, 2015 (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).





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

Item No. 4

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. 2500 crores for the borrowing by way of - issue of various type securities, 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.

Item No. 6

As per Section 42 of the Companies Act, 2013 read with rules thereunder, requires that for issue of securities on private placement basis, the Company is required to obtain prior approval of the shareholders of the Company.

Thus, the approval of the members of the Company is sought by way of special resolution for enabling the board of directors of the Company to issue of securities during a period of one year from the date of passing this resolution by way of - (i) Non- Convertible Secured Debentures upto an amount of Rs. 1000 Crores (ii) Non-Convertible Unsecured Debentures upto an amount of Rs. 250 crores (iii) Non-Convertible Perpetual Unsecured Debentures upto an amount of Rs 250 Crores (iv) Commercial Paper upto an amount of Rs. 1000 Crores, on private placement basis in one or more tranches, at such price or prices, at such rate of interest, that may range between 8.50% to 14.50% p.a. and such other rate as may be decided and deemed appropriate by the board per the applicable laws and depending upon the prevailing yields, for the financing activities including lending for its housing finance business, to Banks/financial institution/mutual funds/bodies corporates etc., in the manner set out as Item No. 6.



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The securities shall be issued at varied rate of interest depending upon the prevailing yields, liquidity, tenure and market condition from time to time.

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.

Item No. 7

Members are informed that the existing Articles of Association ("AOA") of the Company are based on the erstwhile Companies Act, 1956 and many of the articles of existing AOA contains references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013, to the extent notified, Hence, with the new Companies Act, 2013 coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs, it is considered expedient to replace existing AOA by adopting new set of AOA.

The Board of Directors of the Company at their meeting held on 28th April, 2015 proposed adoption of new set of AOA, subject to approval of the members.

As per provisions of Section 14 of the Companies Act, 2013 a Company cannot, except with the permission of the members alter its Articles of Association; therefore this matter has been placed before the shareholders for approval to adopt new set of Articles of Association by substitution of existing Articles of Association. A copy of the draft of the new Articles of Association is available for inspection of the members at the Company's Registered Office on any working day except Saturday between 10.00 a.m. to 4.00 p.m. up to August 6, 2015.

Your Directors recommend the resolution at item No. 7 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

Date: 28th April, 2015

Place: Mumbai

Registered Office:

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Mumbai - 400064



By Order of the Board


S.Y. Sankhe
Company Secretary