

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT MOTILAL OSWAL TOWERS , PRABHADEVI, MUMBAI – 400 025 ON 16TH JANUARY, 2014 AT 11.00 A. M. TO TRANSACT THE FOLLOWING BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Section 185 of Companies Act 2013, the Scheme of Housing Loan, be and hereby approved by the members of the Company to provide the Housing loan facility to Mr. Anil Sachidanand, the Managing Director of the Company for an amount not exceeding Rs. 1,30,00,000 (Rs. One Crore and Thirty Lakhs Only), in one or more tranches , pursuant to provisions laid down under the scheme of housing loan , and on such other terms and conditions as may be mutually agreed between the Shri. Anil Sachidanand, the Managing Director and the Board of Directors of the company, the brief description of the scheme is as follows;

Brief terms of Scheme of housing loan:

1. Amount and Terms of Loan

The managing Director (herein after referred to as the Borrower) will be entitled to an housing loan not exceeding Rs. 1,30,00,000 (Rs. One Crore and Thirty Lakhs Only) from the Company (hereinafter referred as the Lender or the Lending Company), in terms of appointment of Borrower as the Managing Director, designated as the Managing Director and C.E.O. of the lending company. The said loan would be repayable within a period of 15 years in equal monthly installments together with interest @ 3% per annum. In the event early determination of the employment of the Borrower the loan would be repayable to the lender at the end of the tenure of Borrower as the Managing Director and CEO of the Lending Company.

2. Terms Of Disbursement

The Loan will be disbursed to the Borrower in one or more instalment(s) as may be decided by the Lender. All disbursements shall be by cheque(s)/authorization(s) and



the collection/ remittance charges, will be borne by the Borrower. The interest on the Loan will accrue from the date of cheque(s)/authorization(s).

3. Interest

The Borrower shall pay to the Lender interest on the principal amount of the Loan outstanding from time to time. The interest to be paid by the Borrower shall be 3% p.a. to the Lender.

4. Costs And Other Charges

The Borrower shall pay all taxes, duties, costs, charges and expenses in connection with or relating to the Loan transaction (including costs of investigation of title and protection of the Lender's interests). In the event of the Borrower failing to pay the aforesaid monies, the Lender will be at liberty but shall not be obliged to pay the same.

5. Service of Notice

Any notice or request required or permitted to be given or made under this Scheme, to the Lender or to the Borrower shall be in writing. Such notice or request shall be deemed to have been duly given or made when it shall be delivered by hand, mail or telegram to the party to which it is required or permitted to be given or made at such party's recognised address or at such other address as may be designated by such party.

6. Tenure of the loan:

The said loan would be repayable within a period of 15 years in equal monthly instalments together with interest @ 3% per annum. In the event early determination of the employment of the Borrower the loan would be repayable to the lender at the end of the tenure of Borrower as the Managing Director and CEO of the Lending Company.

7. Other terms and Conditions:

Before repayment of housing loan as above, if the borrower attains the age of superannuation or resigns from the services of the Lender or no more in services of the Lender by any reasons, thereupon the said loan amount immediately due and



payable with interest thereon at the rate aforesaid to the date of actual payment thereof.

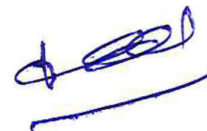
That the Borrower agrees that in case of any breach of terms and conditions of this Scheme, the Lender shall have the right to recall the entire loan amount from the Borrower for which the Borrower shall not make any objection to the same or not questioned in any court.

That the Borrower hereby undertake that the Lender is authorized to deduct outstanding amount if any of Housing Loan from payments of full and final settlement or any other amount due to the Borrower.

RESOLVED FURTHER THAT the Board of Directors of the company including any committee thereof be and is hereby authorized to modify /revise/amend/alter terms and conditions of the said scheme of housing loan.

RESOLVED FURTHER THAT any of the Director of the company be and are hereby severally authorized to make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard.”

By order of Board of Director



Director

Date:-18th December, 2013

Place: -Mumbai

NOTE: -

1. The relevant statement to be annexed to the Notice in respect of business under Item No. 1 of the Notice is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint proxy, one or more, to attend and vote on a poll instead of himself and such proxy need not be member of the company.**
3. **The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.**

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

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the accompanying Notice dated 18th December, 2013.

Section 185 of the Companies Act, 2013 which has been notified on 12th September 2013 replaces the old section 295 of the Companies Act, 1956 which provides for loans to directors. As per the new notified section, the companies cannot give any loans to directors or to persons in whom the director is interested. Hence, as per the new notified section, Loan can be given to Managing Director or Whole Time Director as part of the conditions of services etc or pursuant to the scheme approved by the member by Special Resolution. Therefore the company has placed the Scheme of Loan before its members for approval.

Mr. Anil Sachidanand, is the Managing Director of the company. He has rich experience in building infrastructure for achieving the business goals by establishing branch network, distribution franchises and other marketing channels. He is a veteran team builder with an innate ability to recruit, train and manage effective teams on a national scale. Mr. Anil Sachidanand believes in delivering a consistent growth record and delivery of topline and bottom line performance. He has a proven track record of setting, managing and scaling up the business processes in diverse environments.

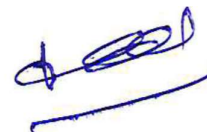


He has completed his MBA in Marketing and also member of the Institute of Cost and Works Accountants of India (now renamed as Institute of Cost and Management Accountants of India). Looking at his strong professional back ground, qualification and with the required consent of the shareholders of the company, it has been approved by the Board to provide a housing loan facility to Shri. Anil Sachidanand, Managing Director, for an amount not exceeding Rs. 1, 30, 00,000 (Rs. One Crore and Thirty Lakhs only) in aggregate in one or more tranches. A scheme of housing loan by the company to its Managing Director was formulated by the company and on such other terms and conditions as may be determined by the Board from time to time.

The Board recommends the passing of the said resolution by the members as special resolution.

None of the Directors, Key Managerial Personnel or their relative, except Mr. Anil Sachidanand, is in any way either directly or indirectly, concerned or interested in aforesaid resolution.

By order of Board of Director



Director

Date:-18th December, 2013

Place: -Mumbai

PROXY FORM

ASPIRE HOME FINANCE CORPORATION LIMITED

**Regd Office: Palm Spring Centre, 2nd Floor, New Link Road, Malad (West), Mumbai
- 400064**

Folio No.: _____ No. of Shares: _____.

I/We, _____ of _____ in the
district of _____ being a member / members of the
above named Company hereby appoint _____
_____ of _____ in the
district of _____ or failing him / her
_____ of _____ in
the district of _____s my / our proxy to vote for me
/ us in my / our behalf at the Extra Ordinary General Meeting of the Company to be
held on **16th January, 2014, at 11.00 a.m., and at any adjournment thereof.**

Signature this _____ day of _____, 2014

Affix Re. 1/- Revenue Stamp

Signature: _____

Note: The duly filled in proxy form must be received at the registered office of the company at Palm Spring Centre, 2nd Floor, New Link Road, Malad (West) not less than **FORTY EIGHT HOURS** before the time for commencement of the aforesaid Extra-Ordinary General Meeting

ATTENDANCE SLIP

ASPIRE HOME FINANCE CORPORATION LIMITED

**REGD OFFICE: PALM SPRING CENTRE, 2ND FLOOR, NEW LINK ROAD, MALAD (WEST),
MUMBAI - 400064**

Folio No: _____ No. of Shares: _____

_____ I certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's/ Proxy's name and address in block letters to be furnished below). _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on 16th January, 2014 at 11.00 A.M. at Motilal Oswal Towers , Prabhadevi, Mumbai – 400 025

**(Member's/Proxy's name in Block Letters)
Signature)**

(Member's/Proxy's

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON FRIDAY, THE 18TH DAY OF JULY, 2014 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PALM SPRING CENTRE, 2ND FLOOR, NEW LINK ROAD, MALAD (WEST), MUMBAI - 400064 AT 4.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1

Increase in Authorised Share Capital and Alteration of Memorandum of Association 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 pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10/- each ranking pari passu with the existing shares of the Company and that existing Clause V (a) of the Memorandum of Association of the Company be deleted and in its place the following Clause V (a) be substituted:

V (a). The Authorised Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- each.

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

**By Order of the Board
For Aspire Home Finance Corporation Limited**

Place: Mumbai
Date: July 15, 2014

**S.Y. Sankhe
Company Secretary**

NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

(2) THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS IS ENCLOSED HEREWITH.

ANNEXURE TO THE NOTICE:

Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013:

The following Explanatory Statement sets out all material facts relating to the Special Business set out in the accompanying Notice of the Extra-Ordinary General Meeting of the members of Aspire Home Finance Corporation Limited.

Item No. 1

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- each. In order to meet the future requirements of the Company your Board of Directors proposes to increase its Authorised Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- each.

The alteration to the Capital Clause V(a) of Memorandum of Association of the Company is consequent upon increase in Authorised Share Capital of the Company.

None of the Directors or Key Managerial Persons of the Company or their relatives are in anyway concerned or interested in the said resolution.

**By Order of the Board
For Aspire Home Finance Corporation Limited**

Place: Mumbai
Date: July 15, 2014

**S.Y. Sankhe
Company Secretary**

Registered Office:
Palm Spring Centre, 2nd Floor, New Link Road,
Malad (West), Mumbai - 400064