



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 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON WEDNESDAY, THE 24TH DAY OF DECEMBER, 2014 AT 04.00 PM AT MOTILAL OSWAL TOWER, 8TH FLOOR, "TAJ MAHAL", GOKHALE ROAD, PRABHADEVI, MUMBAI - 400 025 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS

1. 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 Annual General Meeting held on 09th August, 2014, 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, 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. 1500 crores (Rupees Fifteen Hundred Crores Only) excluding interest at any time;

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."

2. 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 Annual General Meeting held on 09th August, 2014,



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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/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) 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 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."

3. 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 Annual General Meeting held on 09th August, 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, 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. 500 Crores (Rupees Five 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;



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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.”

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

“**RESOLVED THAT** the consent of the company be and is hereby, accorded in terms of the provision of section 42 and other applicable provisions, if any, of the companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the housing finance companies (NHB) Directions, 2010 and in accordance with the any other Rules/ Regulation/ Guidelines/ Notification/ Circulars/ Directions, if any, prescribed by securities and exchange board of India, Reserve Bank of India, National Housing Bank or any other statutory or regulatory authorities and the provision of the Memorandum and Article of Association of the Company and Subject to such consent(s) or such other approval(s), as may be necessary, as may be necessary, to the Board of the Directors of the Company, to issue Commercial Papers during a period of one (1) year commencing from 24th December, 2014 i.e. the date of the passing of the this resolution, on private placement basis in one or more tranches and with a maximum outstanding of Rs. 300 crores, at any given point to time, at the prevailing market/ negotiated yield and tenure as may be decided by the board of Directors of the company from the time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the board of directors of the company be and is hereby authorised, to approve, decide, vary or modify the term and conditions applicable to the issue of commercial papers and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the Commercial Papers and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the commercial papers, and to do all acts, deeds and things in connection therewith and incidental thereto as the board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorised to delegate such powers to any committee of the board as it may deem necessary or appropriate in relation to allotment of commercial papers issued on private placement basis.”

Date: 13th November, 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. 1 to 4 are annexed hereto.
- (C) 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. 1

Your company is a housing finance company, being the Housing Finance Companies and in order to meet the future short term and/or long term working capital 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. 1 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. 500 crores for the borrowing by way of debentures and Rs. 300 crores for the Commercial Papers, covered under the Item No. 3 and No. 4 respectively of the Notice.

Item No. 2

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. 2 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. 1 & 2 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. 1 & 2.

Item No. 3

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



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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. 3.

Your Board recommend the passing of the special resolution proposed at Item No. 3 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. 4

The company has been raising resources by way of issue of various debt capital market instruments in the order to augment short term and long term working capital requirements, with the approval of the Board of Directors of the company.

The Commercial papers (CP) program of the company would be rated by credit rating agency. The company proposed to take advantage of the propose rating, issue commercial papers in compliance with RBI Directions, of tenors ranging from one month to a year, with the objective of reduction weighted average cost of borrowings, as well as to maintain sufficient liquidity to meet working capital requirement.

Pursuant to the special resolution passed in Annual General Meeting held on 9th August, 2014, the members of the company had approved issuance of Non – Convertible Debenture up to an amount of Rs. 100 Crore, in one and more tranches, and at such price or prices, at such rate of interest as may be decided by and deemed appropriate to the board.

Section 42 of the Companies Act, 2013, and the Rules made thereunder, notified on 1st April, 2014, requires that for issue of securities on private placement basis, the company is required to obtained to obtained prior approval of the shareholders of the Company by way of a special Resolution.



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Your Board recommend the passing of the special resolution proposed at Item No. 4 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: 13th November, 2014
Place: Mumbai

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S.Y. Sankhe
Company Secretary