



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 TUESDAY, THE 26<sup>TH</sup> DAY OF MAY, 2015 AT MOTILAL OSWAL TOWER, MOTILAL OSWAL TOWER, RAHIMTULLAH SAYANI ROAD, OPPOSITE PAREL ST DEPOT, PRABHADEVI, MUMBAI- 400025 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### SPECIAL BUSINESS:

#### Item No. 1

#### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

**“RESOLVED THAT** subject to the provisions of the Section 42 and 62 (1)(c) and all other applicable provisions, if any, of the Companies Act 2013 (the Act) (including any statutory modification(s) or re-enactment thereof) and rules made thereunder, the provisions of the Memorandum and Articles of Association of the Company, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company, the consent of Members be and is hereby accorded to offer, issue and allot upto 25,00,000 (Twenty Five Lakhs) Equity Shares of face value Rs. 10/- each for cash at par aggregating to Rs. 2,50,00,000/- (Two Crores Fifty Lakhs Only), in one or more tranches on preferential basis to Mr. Anil Sachidanand (Existing member) on such terms and conditions as may be determined by the Board of the Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) in its absolute discretion by way of a Preferential Issue.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall upon allotment have the same rights of voting as the existing Equity Shares and be treated for all other purposes pari-passu with the existing Equity Shares of the Company and that the Equity Shares so allotted during the Financial Year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for the Financial Year in which the allotment has been made and subsequent years thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the issue size, as it may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Director or Company Secretary of the Company, be and is hereby severally authorized to take all such actions

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



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and/or to give such directions and to do all such acts and deeds as may be considered necessary or desirable and to accept any modification(s) in terms of issue of equity shares as may be required by any statutory authority or any other authority with regards to the issue of equity shares and to alter, vary, add or delete any of terms/conditions thereof as they may deem expedient in the best interest of the Company without requiring the Board to secure any further consent or approval of the Members of the Company."

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



**S.Y. Sankhe  
Company Secretary**

**Place: Mumbai  
Date: 13/04/2015**

**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.**



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**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 Company proposes to increase its capital base for working capital and long term financial needs of the Company by way of issue of equity shares on preferential basis through private placement.

In view of the requirements of section 62(1)(c) of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re enactment thereof, for the time being in force), approval of the members at the general meeting by way of Special Resolution which will be valid for a period of 12 months from the date of passing thereof, is required for the proposed offer, issue and allotment of equity shares on preferential basis through private placement.

The disclosures in accordance with the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, in relation to the Special Resolution set out in the Item No.1 of the notice of the meeting are as follows:

**(a) Object of Issue**

To raise the funds through preferential offer for working capital and long term financial needs of the Company and for other corporate purposes, as may be required from time to time

**(b) Number of shares to be issued**

It is proposed to issue upto 25,00,000 (Twenty Five Lakhs) Equity Shares of face value Rs. 10/- each.

**(c) Price at which allotment is proposed**

It is proposed to issue upto 25,00,000 (Twenty Five Lakhs) Equity Shares of face value Rs. 10/- each for cash at par aggregating to Rs. 2,50,00,000/- (Two Crores Fifty Lakhs Only)

**(d) Basis of Issue Price**

The price has been arrived at on the basis of the report issued by an independent Chartered Accountant in practice having experience of more than ten years.

**(e) Relevant date with reference to which the price has been arrived at:**

The relevant Date for the said issue is 28<sup>th</sup> February, 2015.

**(f) Class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to Mr. Anil Sachidanand, Existing shareholders of the Company.

**(g) Intention of promoters, directors or key managerial personnel to subscribe to the offer**

The entire offer is being subscribed by the Mr. Anil Sachidanand, Managing Director and CEO of the Company.

**(h) Proposed time period for completion of allotment**

It is expected to complete the issue of shares within 12 months from the date of passing of the resolution and allotment of share shall be completed within sixty days of the receipt of the total consideration.

**(i) Name of Proposed Allottees the percentage of post preferential offer capital that may be held by them**

Allotment is proposed to be made to Mr. Anil Sachidanand. He will hold 1.23 % of post preferential offer capital.

**(j) Change in control**

Consequent upon allotment of the shares as above, no change in the control is intended or expected.

**(k) Details of Preferential allotments made during the year.**

There has been no allotment on preferential basis made so far during the current financial year.

**(l) Shareholding pattern of shares before and after the offer:**

Sr No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
	:				
1	Indian:				
	Individual	03	0.00%	25,00,003	1.23
	Bodies Corporate	19,99,99,994	99.99%	19,99,99,994	98.76
	<b>Sub Total</b>	<b>19,99,99,994</b>	<b>99.99%</b>	<b>19,99,99,994</b>	<b>99.99</b>
2	Foreign Promoters	--	--	--	--
	<b>Sub Total (A)</b>	<b>19,99,99,997</b>	<b>99.99%</b>	<b>20,24,99,997</b>	<b>99.99</b>
<b>B</b>	<b>Non-Promoters' holding :</b>				
1	Institutional Investors	--	--	--	--
2	Non-Institution :	--	--	--	--



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Private Corporate Bodies	--	--	--	--
Directors and Relatives	--	--	--	--
Indian Public	3	0.01%	3	0.01%
<b>Sub Total(B)</b>	<b>3</b>	<b>0.01%</b>	<b>3</b>	<b>0.01%</b>
<b>GRAND TOTAL</b>	<b>20,00,00,000</b>	<b>100%</b>	<b>20,25,00,000</b>	<b>100%</b>

Your Directors therefore commend the resolution as set out in the Item No. 1 of the Notice for adoption by the members as Special Resolution.

None of the Directors, Key Managerial Personnel or their relative, except Mr. Anil Sachidanand, Managing Director and CEO of the Company, in any way either directly or indirectly, concerned or interested in the resolution set out at Item No. 1.

By Order of the Board  
For Aspire Home Finance Corporation Limited

  
S.Y. Sankhe  
Company Secretary

Place: Mumbai  
Date:13/04/2015

Registered Office:  
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Malad (W),  
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