

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10th EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON MONDAY, THE 23rd DAY OF MAY, 2016 AT MOTILAL OSWAL TOWER, MOTILAL OSWAL TOWER, RAHIMTULLAH SAYANI ROAD, OPPOSITE PAREL ST DEPOT, PRABHADEVI, MUMBAI- 400025 AT 03:00 PM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1

POWER TO BORROW MONEY

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 06th August, 2015, 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 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. 7,500 crores (Rupees Seven 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.”

Item No. 2

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 Annual General Meeting held on 06th August, 2015, 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 and the consent be and is hereby accorded to the Board of Directors (herein after referred to as “the Board” which term

Aspire Home Finance Corporation Limited

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025.

Email: info@ahfcl.com | B: +91 22 3980 4200 | www.ahfcl.com | CIN: U65923MH2013PLC248741

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 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.”

Item No. 3

ISSUE OF VARIOUS 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 15th December, 2015, 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 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/Unsecured Debentures upto an amount of Rs. 3,500 Crores (ii) 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% p.a. to 14.50% p.a. or such other rate as may be decided and deemed appropriate by the board as 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 and subject to the overall limits 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 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

Aspire Home Finance Corporation Limited

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025.
Email: info@ahfcl.com | B: +91 22 3980 4200 | www.ahfcl.com | CIN: U65923MH2013PLC248741

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.”

Item No. 4

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**:

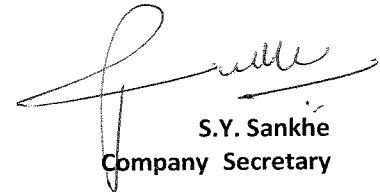
“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs. 310,00,00,000/- (Rupees Three Hundred and Ten Crores Only) divided into 31,00,00,000 (Thirty One Crores) Equity Shares of Rs. 10/- each to Rs. 550,00,00,000/- (Rupees Five Hundred and Fifty Crores Only) divided into 55,00,00,000 (Fifty Five 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 Authorized Share Capital of the Company is Rs. Rs. 550,00,00,000/- (Rupees Five Hundred and Fifty Crores Only) divided into 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs. 10/- each.

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.”

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

**Place: Mumbai
Date: 29/04/2016**



**S.Y. Sankhe
Company Secretary**

Aspire Home Finance Corporation Limited

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025.
Email: info@ahfcl.com | B: +91 22 3980 4200 | www.ahfcl.com | CIN: U65923MH2013PLC248741

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

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. 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 total money(s) so borrowed including the moneys already borrowed shall not exceed the sum of Rs. 7,500 crores (Rupees Seven Thousand and Five Hundred Crores Only) by way of - issue of various type securities, covered under the Item No. 1 of the Notice.

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. 3 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. 4500 crores for the borrowing by way of - issue of various type securities, covered under the Item No. 3 of the Notice.

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

Aspire Home Finance Corporation Limited

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025.
Email: info@ahfcl.com | B: +91 22 3980 4200 | www.ahfcl.com | CIN: U65923MH2013PLC248741



(Rupees Five Hundred and Fifty Crores Only) divided into 55,00,00,000 (Fifty Five 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



S.Y. Sankhe
Company Secretary

Place: Mumbai
Date: 29/04/2016

Registered Office:
Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot,
Prabhadevi, Mumbai- 400025.