

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14TH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ASPIRE HOME FINANCE CORPORATION LIMITED WILL BE HELD ON TUESDAY, 27TH MARCH, 2018, ON A SHORTER NOTICE, AT 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 192307692 (Nineteen Crores Twenty Three Lakhs Seven Thousand Six Hundred and Ninety Two) Equity Shares of face value Re. 1/- each for cash at a premium of Rs 1.6 /-(One Rupees and Sixty Paise Only), aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) (In rounding off numbers), to the existing shareholder(s) and /or prospective shareholders, in one or more tranches on preferential basis and on such terms and conditions and in such manner as may be decided 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.

No	NAME OF THE MEMBERS	NO OF SHARES	AMOUNT
1	Motilal Oswal Wealth Management Limited	192307692	50,00,00,000
TOTAL		192307692	50,00,00,000

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: 022-3010 2527 | CIN: U65923MH2013PLC248741

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, premium amount etc, 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 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**



**Anil Sachidanand
Managing Director & CEO
DIN: 02698182**

**Place: Mumbai
Date: 26/03/2018**

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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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A Motilal Oswal Group Company

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 14th 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 192307692 (Nineteen Crores Twenty Three Lakhs Seven Thousand Six Hundred and Ninety Two) Equity Shares of face value ₹ 1/- each at premium of ₹ 1.6/- per share.

(c) Price at which allotment is proposed

It is proposed to issue upto 192307692 (Nineteen Crores Twenty Three Lakhs Seven

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Thousand Six Hundred and Ninety Two) Equity Shares of face value Re. 1/- each for cash at a premium of Rs 1.6 /-(One Rupees and Sixty Paise Only), aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) (In rounding off numbers)

(d) Basis of Issue Price

The price has been arrived at on the basis of the report issued by an independent Valuer registered with SEBI.

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

The relevant Date for the price is 28th Feb, 2018

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

The allotment is proposed to be made to following promoter group companies:

1. Motilal Oswal Wealth Management Limited.

Above investor is an existing shareholder 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 above promoter group company of the Company.

(h) Proposed time period for completion of allotment

It is expected to complete the issue and allotment of shares within 60 days from the date of passing of the resolution.

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

Sr. No.	Name of Proposed Allottees	Percentage of post preferential offer capital that may be held by them
1.	Motilal Oswal Wealth Management Limited.	3.69%

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(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.

Following allotments made on preferential basis during the current financial year (date of allotment was 14th August, 2017).

No	NAME OF THE MEMBERS	NO OF SHARES	AMOUNT
1	Motilal Oswal Securities Limited	51724141	30,00,00,018
2	Motilal Oswal Financial Services Limited	60344826	34,99,99,991
3	Motilal Oswal Investment Advisors Limited	60344826	34,99,99,991
TOTAL		17,24,13,793	100,00,00,000

(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
A	Promoters' holding :				
1	Indian:				
	Individual	85000020	1.70	85000020	1.63
	Bodies Corporate	4836612773	96.46	5028920465	96.59
	Sub Total	4921612793	98.15	5113920485	98.22
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	4921612793	98.15	5113920485	98.22
B	Non-Promoters' holding :				

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1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private	10820000	0.22	10820000	0.22
	Corporate Bodies				
	Directors and Relatives	-	-	-	-
	Indian Public	81830030	1.63	81830030	1.57
	Sub Total(B)	92650030	1.86	92650030	1.79
	GRAND TOTAL	5014262823	100	5206570515	100

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, 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**



Anil Sachidanand
Managing Director & CEO
DIN: 02698182

Place: Mumbai
Date: 26/03/2018

Registered Office:
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Rahimtullah Sayani Road,
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Registered Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite
Parel S. T. Depot, Prabhadevi, Mumbai – 400 025.

ATTENDANCE SLIP
(Please complete this attendance slip)

I hereby record my presence at the 14th Extra-Ordinary General Meeting of the Company on Tuesday, the 27th day of March, 2018, on a shorter notice, at 10:00 A.M. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S. T. Depot, Prabhadevi, Mumbai – 400 025.

Folio No. : _____

Full Name of the Shareholder:
(In Block Letters) _____

No. of Shares held: _____

Name of Proxy (if any):
(In Block Letters) _____

Signature of the Shareholder/Proxy/Representative



ASPIRE HOME FINANCE CORPORATION LIMITED

(CIN: U65923MH2013PLC248741)

**Registered office: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai Mumbai City MH
400025**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id:

Folio No :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name -
Address -
E-mail Id -
Signature: _____, or failing him
2. Name -
Address -
E-mail Id -
Signature: _____, or failing him
3. Name -
Address -
E-mail Id -
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Annual General Meeting of the company, to be held on the Tuesday day of 26th March, 2018 at 10:00 a.m. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai MH 400025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.	Description	For*	Against*
1.	To consider and approve the issue of equity shares on preferential basis (Private Placement)		

*Please Put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of 20....

Signature of Shareholder:

Affix Revenue Stamp

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.