

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as ‘Vysya Bank Housing Finance Limited’ at Bengaluru, Karnataka as a public company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 26, 1990, issued by the RoC and commenced operations pursuant to a certificate for commencement of business dated November 27, 1990, issued by the RoC. Subsequently, the name of our Company was changed to ‘DHFL Vysya Housing Finance Limited’ and a fresh certificate of incorporation dated October 15, 2003, was issued by the RoC. The use of the word “Bank” was discontinued upon the change in ownership and management pursuant to the share purchase agreement entered into by ING Vysya Bank Limited, Dewan Housing Finance Corporation Limited and the Company.

Separately, an entity named ‘Aadhar Housing Finance Private Limited’ (“**Pre-merger AHFPL**”) was incorporated as a private limited company under the Companies Act, 1956, at Mumbai, Maharashtra pursuant to a certificate of incorporation dated May 3, 2010, issued by the Registrar of Companies, Maharashtra at Mumbai, which commenced its operations in February 2011. Pre-merger AHFPL was later converted into a public company and consequently, its name was changed to ‘Aadhar Housing Finance Limited’, and a fresh certificate of incorporation dated September 3, 2013 was issued by the Registrar of Companies, Maharashtra at Mumbai. Pre-merger AHFPL was later merged into our Company pursuant to a scheme of amalgamation approved by the National Company Law Tribunal, Bengaluru Bench at Bengaluru, vide its order dated October 27, 2017 (“**Scheme of Amalgamation**”). Pursuant to the Scheme of Amalgamation, the name of our Company was changed to ‘Aadhar Housing Finance Limited’ and a fresh certificate of incorporation dated December 4, 2017, was issued by the RoC. For details in relation to the Scheme of Amalgamation, see “- *Material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years*” and “*Capital Structure*” on pages 195 and 74, respectively.

Before getting merged with our Company pursuant to the Scheme of Amalgamation, Pre-merger AHFPL achieved the following milestones since its incorporation:

- In Fiscal 2011, Pre-merger AHFPL opened its first branch in Lucknow (*the intimation to the NHB on the opening of the Lucknow branch was made by Pre-merger AHFPL on April 9, 2011*).
- In Fiscal 2012, Pre-merger AHFPL opened its 15th branch and crossed 1,000 home loan disbursements.
- In Fiscal 2014, the AUM of Pre-merger AHFPL crossed ₹ 5 billion.
- In Fiscal 2015, the AUM of Pre-merger AHFPL reached approximately ₹ 10 billion.
- In Fiscal 2016, Pre-merger AHFPL expanded to 10th state and the AUM crossed ₹ 18 billion.
- In Fiscal 2017, Pre-merger AHFPL opened its 100th branch, its customer base reached 49,000 and its AUM crossed ₹ 20 billion.

In June 2019, WGCL and DHFL, along with other promoter shareholders (collectively, the “**Erstwhile Promoters**”) who were holding majority of the Equity Share capital of our Company along with IFC as the other major shareholder, transferred their entire shareholding in our Company to our Promoter. For details in relation to our Promoter, see “- *Our Holding Company*” and “*Our Promoter and Promoter Group*” on pages 193 and 212, respectively.

Changes in the Registered Office

The details of changes in the Registered Office of our Company since incorporation are given below:

Date of change	Details of the address of registered office	Reason
Financial Year 2004*	Change in registered office from 72, St. Mark’s Road, Bengaluru 560 001, Karnataka to S-401, Brigade Plaza, Ananda Rao Circle, S.C. Road, Bengaluru 560 009, Karnataka	-*
October 26, 2015	Change in registered office from to S-401, Brigade Plaza, Ananda Rao Circle, S.C. Road, Bengaluru 560 009, Karnataka to No. 3, JVT Towers, 8 th A Main Road, Sampangi Rama Nagar, Bengaluru 560 027, Karnataka.	Administrative convenience

*The secretarial records for changes in the registered office of our Company could not be traced as the relevant information was not available in the records maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC. Accordingly, we have relied on the search report dated January 30, 2024 prepared by Roy Jacob & Co, independent practicing company secretary, and certified by their certificate dated January 30, 2024 (“**RoC Search Report**”). In respect of this change of registered office, the exact date of change and the details of the reasons for such change were not available in the RoC Search Report. For details of risks arising out of missing or untraceable past secretarial records of our Company, see “*Risk Factors – Our secretarial records for certain past allotments and changes in relation to our Registered Office are not traceable*” on page 36.