

## No-Objection / Consent Letter

Ref: 4821/BTL/OPR/2019-19

Date: 6<sup>th</sup> March, 2019

To  
**The Debenture Holder**

Dear Sir/Madam,

**Subject : Public Issue of Listed Secured Redeemable Non-Convertible Debentures (NCDs) by Aadhar Housing Finance Limited (Issue)**

**Re : Request for consent/no-objection letter**

1. We, Beacon Trusteeship Limited, are acting as debenture trustee for the below mentioned debenture issuance of Aadhar Housing Finance Limited (Issuer/Company) :

Sr. No	Details of the NCD issue	Date of Debenture Trust Deed	DTD Amount	Outstanding Amount as on date
1.	Public Issue of Secured Redeemable NCD – Tranche I	26 <sup>th</sup> September, 2018	Rs. 500 Crores with an option to retain oversubscription upto Rs. 900 Crores  Amount issued - Rs. 1400 Crores	Rs. 676.40 Crores

2. Karvy Computershare Private Limited is acting as the Registrar and Transfer Agent to the Issue (RTA).
3. We refer to the letter dated 5<sup>nd</sup> March, 2019 from Aadhar Housing Finance Limited (copy attached herewith) and the email dated 6<sup>th</sup> March 2019 of the Registrar and Transfer Agent to the Issue in relation to the Proposed Transaction, comprising of:
- (a) the proposed sale of shares of Aadhar Housing Finance Limited (“AHFL”) held by the current promoters of AHFL – i.e. WGCL and DHFL, along with Kapil Wadhawan, Dheeraj Wadhawan, Aruna Wadhawan and other shareholders of AHFL to private equity funds managed by Blackstone (“**Blackstone**”), such that Blackstone will hold upto 100% of the share capital of AHFL; and
- (b) Change in management & control, subject to all regulatory and other approvals.

The RTA has vide its email dated March 06, 2019 forwarded to the debenture holders, request letter of the Company dated 5<sup>th</sup> March 2019 Issue to seeking your consent for the Proposed Transaction as mentioned therein.

### BEACON TRUSTEESHIP LTD.

4. With respect to the Proposed Transaction, we request you, the debenture holder to convey your consent as follows in the format as given in the Annexure hereto:
- (a) no objection to, and grant your unconditional consent to the Proposed Transaction and matters connected thereto;
  - (b) the letter of comfort provided by DHFL shall stand released on and from the date of consummation of the Proposed Transaction.

The debenture holders are hereby requested to provide their consent as above in the letter format of which is annexed herewith as Annexure

Or

vide an email to [compliance@beacontrustee.co.in](mailto:compliance@beacontrustee.co.in) or [complianceofficer@aadharhousing.com](mailto:complianceofficer@aadharhousing.com) at the earliest possible preferably within 15 days from receipt of this letter.

**For Beacon Trusteeship Limited**



**(Authorised Signatory)**

**Annexure**

**Format of No-Objection / Consent Letter**

Ref: \_\_\_\_\_

Date: \_\_\_\_\_

To

**The Debenture Trustee**  
**Beacon Trusteeship Limited**  
4C & D, Siddhivinayak Chambers,  
Gandhi Nagar, Opp MIG Cricket Club,  
Bandra East (E), Mumbai - 400051

Dear Sir,

**Re: Request for consent/no-objection letter**

1. We refer to your letter dated 6<sup>th</sup> March, 2019 in relation to the Proposed Transaction, comprising of:
  - (a) the proposed sale of shares of Aadhar Housing Finance Limited (“**AHFL**”) held by the current promoters of AHFL – i.e. WGCL and DHFL, along with Kapil Wadhawan, Dheeraj Wadhawan, Aruna Wadhawan and other shareholders of AHFL to private equity funds managed by Blackstone (“**Blackstone**”), such that Blackstone will hold upto 100% of the share capital of AHFL; and
  - (b) Change in management & control, subject to all regulatory and other approvals
2. With respect to the Proposed Transaction, we convey the following:
  - (c) we have no objection to, and hereby grant our unconditional consent to the Proposed Transaction and matters connected thereto;
  - (d) the letter of comfort provided by DHFL shall stand released on and from the date of consummation of the Proposed Transaction.

For [*Name of the Debenture Holder*]

\_\_\_\_\_  
(**Authorised Signatory**)