



## INDIABULLS HOUSING FINANCE LIMITED

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

CIN: L65922DL2005PLC136029

Email: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240, Website: <http://www.indiabullshomeloans.com/>

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING of the members of **INDIABULLS HOUSING FINANCE LIMITED** will be held on **Monday, the 7<sup>th</sup> day of September, 2015 at 10:00 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037**, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividends, declared on equity shares of the Company, for the financial year 2014-15.
3. To appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), designated as Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ashwini Omprakash Kumar (DIN:03341114), designated as Deputy Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company to hold office as such from the conclusion of this AGM until the conclusion of the Eleventh Annual General Meeting of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), be and are hereby ratified as the

statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of Eleventh Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

#### Item No. 6:

To consider and if thought fit to pass the following resolution as a Special Resolution for enhancement of existing Borrowing limits of the Company:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 100,000 crore.

**RESOLVED FURTHER** that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**Item No. 7:**

To consider and if thought fit to pass the following resolution, as a Special Resolution, for issuance of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Housing Finance Companies Issuance of Non-Convertible Debentures on a Private Placement Basis (NHB) Directions 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the Simplified Listing Agreement for Debt Securities, as may be amended from time to time, and subject to other applicable regulations/guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (“Board”) for making offer(s) or invitation(s) to subscribe to Redeemable Non-Convertible Debentures (“NCDs”) secured or unsecured and/or Bonds and/or any other hybrid instruments, which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions 2010 for cash either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, on private placement basis, in one or more tranches, from time to time, during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**Item No. 8:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for issuance of Equity and/or Convertible Securities in the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof (the “Companies Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI Regulations”), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued / to be issued thereon by the Government of India (GOI), the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and / or any other regulatory / statutory authorities, from time to time, to the extent applicable, the listing agreements entered into with the stock exchanges and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consents and approvals of any regulatory / statutory authorities, Board of Directors of the Company (the “Board” which term shall be deemed to include, any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law) be and is hereby authorized, in its absolute discretion to create, offer, issue and allot, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic/international offerings, for a value of upto INR equivalent to USD 1 billion, Equity Shares of the Company, including Equity Shares through Global Depository Receipts/American Depository Receipts and/or debentures or bonds whether partially/optionally/fully convertible and/or securities linked to or convertible into or exchangeable for Equity Shares or Fully Convertible Debentures/ Partly Convertible Debentures/ Optionally Convertible Debentures, Convertible Preference Shares or any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, and/or any other financial instrument linked to or convertible into Equity Shares, and/or Non-Convertible Debentures along with warrants, with a right exercisable by the warrant

holder to exchange the said warrants with Equity Shares at a later date, and/or Non-Convertible Preference Shares and/or any other security permissible by Indian law including foreign currency convertible bonds in registered or bearer form, or any combination of such securities ("Securities"), to such person or persons, who may or may not be the shareholder(s) of the Company, as the Board may at its sole discretion decide, including one or more of the members, employees (through a reservation in the Public Issue or otherwise), Non-resident Indians, Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof through a public issue, rights issue, preferential issue, or qualified institutions placement (QIP) pursuant to and in accordance with the provisions of Chapter VIII of ICDR Regulations, or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price in such manner and on such terms and conditions, including premium, security, rate of interest and tenor, as may be deemed appropriate by the Board subject to applicable law, in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevalent market conditions and other relevant factors and where required, in consultation with the merchant banker(s) and / or other advisor(s), as the Board, in its absolute discretion, may deem fit and appropriate.

**RESOLVED FURTHER THAT** in case of issuance of Securities by way of qualified institutions placement, in accordance with the applicable SEBI Regulations, the price at which, the Securities to be issued, shall be finalized by the Board, in its sole and absolute discretion, including issuance of all or any of such Securities at a discount of upto 5% on the price, calculated in terms of Chapter VIII of SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the relevant date for determining the price of the Securities, shall be the date of the meeting in which the Board decides to open the proposed issue of the Securities, including NCDs and Warrants by way of QIP, subsequent to the receipt of shareholders' approval in terms of section 42, 62 and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines.

**RESOLVED FURTHER THAT** the issue of the Securities as aforesaid shall be, inter alia, subject to the following terms and conditions:(i) The Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and(ii) The Equity Shares to be issued and allotted in the issue and/or upon exchange / conversion of the other Securities shall rank paripassu inter se and with the then existing equity shares of the Company, in all respects including dividend.

**RESOLVED FURTHER THAT** such of the Securities to be issued as are not subscribed may be disposed off by the Board in such manner and / or on such terms, as the Board may deem fit and proper, in its sole and absolute discretion.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Board of Directors of the Company and / or any officers authorized by the Board, in this regard, be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer documents(s), determining the form and manner of the issue, including the number of Securities to be issued and the terms of the Securities, and the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents, creation of mortgage / charge in accordance with Section 180 of the Companies Act, 2013, in respect of any Securities, as may be required either on pari- passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the

members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 9:**

To consider and if thought fit, to pass the following resolution as a Special Resolution for alteration of object clause of the Memorandum of Association:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013, the existing Clause No. 8 of the “Ancillary Objects” Clause of the Memorandum of Association of the Company be altered by deleting the words ‘partnership or into’, and the modified clause 8 of the “Ancillary Objects” shall be as under:

“8. To enter into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorized to carry on and subject to section 391 of the Companies Act, 1956, to amalgamate with any other such company, having main objects altogether or in part similar to those of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things as may be required under applicable laws including the filling of the necessary forms with the relevant governmental authorities, without being required to seek any further consent or approval of the members or otherwise.”

**Item No. 10:**

To consider and if thought fit, to pass the following resolution as a Special Resolution for payment of remuneration to Mr. Gagan Banga, Vice-Chairman and Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any

statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the payment of such remuneration to Mr. Gagan Banga (DIN: 00010894), Vice-Chairman and Managing Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.”

**Item No. 11:**

To consider and if thought fit, to pass the following resolution as a Special Resolution for payment of remuneration to Mr. Ajit Kumar Mittal, Executive Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the payment of such remuneration to Mr. Ajit Kumar Mittal (DIN: 02698115), Executive Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.”

**Item No. 12:**

To consider and if thought fit, to pass the following resolution as a Special Resolution for payment of remuneration to Mr. Ashwini Omprakash Kumar, Deputy Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment of the Act), consent of the members be and is hereby accorded for the

payment of such remuneration to Mr. Ashwini Omprakash Kumar (DIN: 03341114), Deputy Managing Director of the Company, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his tenure, subject to the overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.”

By Order of the Board of Directors  
For **Indiabulls Housing Finance Limited**

sd/-  
**Amit Jain**  
Company Secretary

Place: Gurgaon

Date: August 5, 2015

Registered Office:

M-62 & 63, First Floor,

Connaught Place, New Delhi - 110 001

CIN: L65922DL2005PLC136029

Email: [helpdesk@indiabulls.com](mailto:helpdesk@indiabulls.com)



**NOTES:**

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 1st day of September, 2015 to Monday, 7th day of September, 2015 (both days inclusive), for annual closing.
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- (c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- (d) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, are provided in the Corporate Governance Report forming part of this Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (e) Electronic copy of the Annual Report for FY 2015 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical

copy of the Annual Report for FY 2015 is being sent in the permitted mode.

- (f) Electronic copy of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
- (g) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on July 31, 2015, Directors and the Auditors of the Company. Members may note that Notice of the 10<sup>th</sup> Annual General Meeting and the Annual Report for FY 2015 will also be available on the Company's website <http://www.indiabullshomeloans.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days.
- (h) Voting through electronic means**
- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 10<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).

- II. The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Thursday the 3rd day of September, 2015 at 10:00 A.M. and ends on Sunday, the 6th day of September, 2015 at 5:00 P.M.** During this period members of the Company, holding shares either in physical form or dematerialized form, as on the cut off date being Monday the 31st day of August, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
  - ii) Enter the login credentials (i.e.-User-ID & password) mentioned on the Notice. Your Folio No. / DP ID Client ID will be your User-ID.
  - iii) Please contact on toll free No. **1-800-34-54-001** for any further clarifications.
  - iv) Members can cast their vote online from Thursday, the 3<sup>rd</sup> day of September, 2015 at 10:00 A.M. to Sunday, the 6<sup>th</sup> day of September, 2015 at 5:00 P.M.
  - v) After entering these details appropriately, click on "LOGIN".
  - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii) You need to login again with the new credentials.
  - viii) On successful login, system will prompt to select the 'Event' i.e.-'**Company Name**'.
  - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
  - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may

User – ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company.
Password	Your Unique password is printed on the AGM Notice / forwarded through the electronic notice via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

- partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/ FIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [ca.swatijain07@gmail.com](mailto:ca.swatijain07@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no.".
- VI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being, Monday, the 31<sup>st</sup> day of August, 2015.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date being, Monday, the 31<sup>st</sup> day of August, 2015, may obtain the login-id and password by sending a request at [varghese1@karvy.com](mailto:varghese1@karvy.com). **However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Use Details/Password" option available on 'https://evoting.karvy.com'**
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Ms. Swati Jain (Membership No. 526173) of M/s. Swati Jain & Associates, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the Company's website <http://www.indiabullshomeloans.com/> and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- XIII. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 a.m. to 5:30 p.m.) on all working days except Saturdays, upto and including the date of AGM of the Company.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 6

The Shareholders of Company in their Extraordinary General



Meeting held on 26<sup>th</sup> May, 2014 approved the borrowing upto INR 70,000 Crores. However in order to sustain growth of Company's business, substantial funds are required to be raised by it from various Banks / Institutions /Corporates / Entities etc. which may exceed the limit earlier approved by the Shareholders. It is therefore proposed to increase the borrowing limit of the Company from INR 70,000 Crores to INR 100,000 Crores.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, in a case where the borrowings sought to be made by the Company, together with the outstanding borrowings, at the relevant point of time, exceeds the aggregate of paid up capital and free reserves of the Company, a prior approval of the shareholders by way of a special resolution is required, before the transaction can be effectuated by its Board of Directors.

The approval of the Members authorizing the Board for the borrowings, as set out at Item No. 6 of this Notice, is therefore being sought, by way of Special Resolution.

The Board recommends the passing of the resolution as set out at Item No. 6 of this Notice as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at Item No. 6 of this Notice.

#### **Item No. 7**

In terms of the provisions of Section 42 of the Companies Act 2013 read with the Rules framed thereunder (Act), a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs"), on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. The shareholders of the Company in their meeting held on September 29, 2014 have authorized the Company to issue NCDs. However such authorization shall remain valid up till September 28, 2015. To get this authorization extended upto a further period of one year from the date of this meeting, approval of the members is being sought to enable the Board to issue NCDs, secured or unsecured and / or any other

hybrid instruments, which can be classified as being Tier II capital, under the provisions of the Housing Finance Companies (NHB) Directions 2010, within the overall borrowing limits of the Company.

The approval of the Members authorizing the Board for issue of NCDs and / or any other hybrid instruments, as set out at Item No. 7 of this Notice, is therefore being sought, by way of Special Resolution.

The Board recommends the passing of the resolution as set out at Item No. 7 of this Notice as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution at Item No. 7 of this Notice.

#### **Item No. 8:**

To augment the long-term resources of the Company, the Board of Directors of the Company has been exploring various fund raising options (as defined in the resolution, set out at item no. 8 of this Notice), upto an aggregate of INR equivalent to USD 1 billion, in one or more tranches, from time to time.

The other disclosures in accordance with the Companies Act, 2013, as amended, the ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. **The Objects of the Issue:** To augment the long term resources of the Company for meeting funding requirements for its business purposes and for general corporate purposes.
2. **Total number of shares or other securities to be issued:** The Board of Directors of the Company has been exploring various options to issue Securities (as defined in the resolution, set out at item no. 8 of this Notice) and accordingly the maximum number of Securities, to be issued, shall be such that the aggregate value of such Securities should not exceed upto an aggregate of INR equivalent to USD 1 billion. The maximum number of Securities to be issued shall be decided by the Board.

3. **Price or Price Band at which the allotment is proposed:** The floor price of the Securities to be issued by the Company, would be decided by the Board, in its sole and absolute discretion, in accordance with SEBI ICDR Regulations. Further, in case of issuance of Securities to QIBs, the Board shall have the sole and absolute discretion, to issue all or any of such Securities at a discount of upto 5% on the price, calculated in terms of Chapter VIII of SEBI ICDR Regulations. Therefore, the Company is seeking shareholders' approval to issue Securities to QIBs, at a discount of upto 5% on the price computed in accordance with SEBI ICDR Regulations.
4. **Intention of the promoters / directors or key management personnel to subscribe to the offer:** None of the promoters, directors and the key managerial personnel and their relatives are in any way, concerned or interested in the said resolution and would not be eligible to subscribe to the said shares/securities.
5. **Names of the proposed allottees and shareholding pattern before and after the issue:** The Board of Directors of the Company has been exploring various options to issue Securities (as defined in the resolution, set out at item no. 8 of this Notice) and accordingly at this time it is not possible to indicate who would be the proposed allottees and the Shareholding Pattern of the Company, post allotment.
6. **Proposed time within which the Issue shall be completed:** In terms of the provisions of the SEBI ICDR Regulations, the resolution, set out at item no. 8 of this Notice, is valid for a period of 12 months from the date of passing of the said resolution. Therefore, the issuance of Securities, shall be completed within a period of 12 months from the date of passing of this resolution.
7. **Relevant date and pricing of the issue:** In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the Issue Price / Exercise Price of the Securities, shall be the date of meeting in which the Board decides to open the proposed Issue.
8. **Class or classes of persons to whom the allotment is proposed to be made:** The issuance and allotment of

Securities would be made to such persons, who are eligible to subscribe such Securities, under applicable SEBI ICDR Regulations and/or RBI Regulations and as defined in the resolution, set out at item no. 8 of this Notice.

9. **Change in control:** There would be no change in control pursuant to the issue of Securities in terms of this resolution.
10. **Number of persons to whom allotment on preferential basis have already been made during the year:** The Company has not made any preferential allotment of shares of the Company, during the year to any person other than the allotments made pursuant to exercise of stock options by eligible employees / directors and conversion of warrants by the warrant holders.

The approval of the Members authorizing the Board for issue of equity shares and / or other securities, as set out at Item No. 8 of this Notice, is therefore being sought, by way of Special Resolution.

The Board recommends the passing of the resolution as set out at Item No. 8 of this Notice as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution at Item No. 8 of this Notice.

#### Item No 9:

To align the existing "Ancillary Objects" Clause of the Memorandum of Association of the Company with NHB Regulations, to the extent that Housing Finance Companies should not be the partner in any partnership firms, the Board has approved the deletion of the words 'partnership or into' from the existing clause No. 8 of the Ancillary Objects Clause of the Memorandum of Association of the Company and to modify the said clause 8 in the manner as stated under agenda item no 9 of the Notice.

The Board recommends the passing of the resolution as set out at Item No. 9 of this Notice as a Special Resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of

the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution set out at Item No 9 of this Notice.

**Item Nos. 10, 11 & 12:**

The members may note that, in near future, the remuneration payable to the Executive Directors of the Company, namely, Mr. Gagan Banga, Mr. Ajit Kumar Mittal and Mr. Ashwini Omprakash Kumar, may exceed the shareholders existing authorizations.

It is proposed to seek fresh shareholders' authorization, for payment of remuneration to these Executive Directors, up to the limits prescribed under the Act subject that the actual remuneration payable to these Executive Directors shall be as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

The Board recommends the passing of the resolution as set out at Item Nos. 10, 11 & 12 of this Notice as Special Resolutions.

Except, Mr. Gagan Banga, Mr. Ajit Kumar Mittal and Mr. Ashwini Omprakash Kumar, in the respective resolutions seeking authorization for payment of remunerations to them, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in passing of the Resolutions set out at Item Nos. 10, 11 and 12 of this Notice.

By Order of the Board of Directors  
For **Indiabulls Housing Finance Limited**

sd/-  
**Amit Jain**  
Company Secretary

Place: Gurgaon  
Date: August 5, 2015

Registered Office:  
M-62 & 63, First Floor,  
Connaught Place, New Delhi - 110 001  
CIN: L65922DL2005PLC136029  
Email: helpdesk@indiabulls.com



## INDIABULLS HOUSING FINANCE LIMITED

**Registered Office:** M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

CIN: L65922DL2005PLC136029

Email: [helpdesk@indiabulls.com](mailto:helpdesk@indiabulls.com), Tel: 0124-6681199, Fax: 0124-6681240, Website: <http://www.indiabullshomeloans.com/>

### 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]

CIN: L65922DL2005PLC136029

Name of the Company: INDIABULLS HOUSING FINANCE LIMITED

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi - 110001.

Website: <http://www.indiabullshomeloans.com/>

Name of the Member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No. / DP ID No \_\_\_\_\_ Client ID No. \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

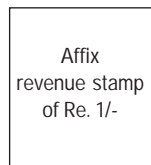
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Tenth Annual General Meeting of the Company, to be held on the **Monday, the 7<sup>th</sup> day of September, 2015 at 10:00 A.M.** at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	BRIEF DETAILS OF THE RESOLUTIONS
	<b>ORDINARY BUSINESS</b>
1	Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.
2	Confirmation of payment of interim dividends, declared on equity shares for the financial year 2014-15.
3	Re-appointment of Mr. Ajit Kumar Mittal (DIN: 02698115) designated as Executive Director, who is liable to retire by rotation and, being offers himself for re-appointment.
4	Re-appointment of Mr. Ashwini Omprakash Kumar (DIN:03341114), designated as Deputy Managing Director, who is liable to retire by rotation and, being offers himself for re-appointment.
5	Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants, as the auditors of the Company and fixing their remuneration.
	<b>SPECIAL BUSINESS</b>
6	Approval for enhancement of Borrowing limit of the Company upto INR 100,000 Crore.
7	Approval to issue Redeemable Non-Convertible Debentures on a private placement basis, upto the borrowing limit of the Company.
8	Authorization for issuance of Equity and/or Convertible Securities in the Company upto INR equivalent to USD 1 billion.
9	Alteration of object clause of the Memorandum of Association.
10	Approval of payment of remuneration to Mr. Gagan Banga, Vice-Chairman and Managing Director of the Company.
11	Approval of payment of remuneration to Mr. Ajit Kumar Mittal, Executive Director of the Company
12	Approval of payment of remuneration to Mr. Ashwini Omprakash Kumar, Deputy Managing Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature of Shareholder: \_\_\_\_\_

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 or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurgaon, not less than 48 hours before the commencement of the Meeting.**





## INDIABULLS HOUSING FINANCE LIMITED

Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

CIN: L65922DL2005PLC136029

Email: [helpdesk@indiabulls.com](mailto:helpdesk@indiabulls.com), Tel: 0124-6681199, Fax: 0124-6681240, Website: <http://www.indiabullshomeloans.com/>

### ATTENDANCE SLIP

Folio No.\*: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

*Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.*

Name of the attending Member / Proxy \_\_\_\_\_  
(in BLOCK LETTERS)

I hereby record my presence at the Tenth Annual General Meeting of the Company held on **Monday, the 7<sup>th</sup> day of September, 2015 at 10 : 00 A.M.** at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

\_\_\_\_\_  
Member's Signatures

\_\_\_\_\_  
Proxy's Signatures

\*Applicable for Members holding shares in Physical form.