



INDIABULLS HOUSING FINANCE LIMITED

CIN: L65922DL2005PLC136029

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NOTICE

NOTICE is hereby given that the **SIXTEENTH ANNUAL GENERAL MEETING** of the members of **INDIABULLS HOUSING FINANCE LIMITED** will be held on **Thursday, July 29, 2021 at 11:00 A.M. IST ("AGM")** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below through remote electronic voting ("**E-voting**").

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2021, and Reports of the Board's and Auditors thereon.
2. To confirm the payment of interim dividend amounting to ₹ 9/- per Equity Share for the financial year 2020-21.
3. To appoint a Director in place of Mr. Gagan Banga (DIN: 00010894), a Whole Time Director & Key Managerial Personnel, designated as Vice- Chairman, Managing Director & CEO, who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

Item No 4:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for issuance of securities of the Company through QIP and/or FCCB and/or any other permissible modes:

"RESOLVED THAT, pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (the "**Companies Act**"), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, (the "**FEMA**") including any amendment(s), statutory modification(s), variation(s) or e-enactment(s) thereof, or the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign

Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the "**ECB Guidelines**"), the Depository Receipts Scheme, 2014, as amended (the "**2014 Scheme**"), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "**1993 Scheme**"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs, the National Housing Bank ("**NHB**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited or any other stock exchange where the equity shares of face value of ₹ 2 each (the "**Equity Shares**") of the Company are listed (together the "**Stock Exchanges**"), and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "**Appropriate Authorities**"), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity Shares and/ or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or foreign currency convertible bonds ("**FCCB**") and/or foreign currency exchangeable bonds ("**FCEB**") which are convertible or exchangeable into Equity Shares, by way of public issuance or private placement or any other method permitted under applicable laws, and/or preference

shares and/or Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”) and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “Securities”), secured/un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned Securities, in one or more tranches and/or one or more issuances simultaneously or otherwise aggregating up to USD 275 Million only (US Dollar Two Hundred Seventy Five Million) [approx. 12.5% post issue diluted share capital of the Company¹] or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), through one or more public issue(s), rights issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) pursuant to Chapter VI of SEBI ICDR Regulations (“QIP”), and/or any combination thereof or any other method as may be permitted under applicable laws to one or more eligible investors, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers, within the meaning prescribed under Chapter VI of SEBI ICDR Regulations (“QIBs”), foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively referred to as the “Investors”), at such price or at a discount or premium to market price, as may be permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors to whom to offer, issue and allot such Securities as may be permitted under applicable laws and regulations.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations and 1993 Scheme, as applicable, the relevant date for determining the price of the Securities to be issued by way of QIP/FCCBs/FCEBs or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed in accordance with applicable laws.

RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and to eligible holders of FCCBs pursuant to the 1993 Scheme and the ECB Guidelines:

1. the issue and allotment of Securities by way of QIP to QIBs shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations, from time to time;
2. the “relevant date” for determination of the floor price of the Equity Shares to be issued shall be:

- (a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or,
 - (b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other discount as may be permitted under applicable law (including under the SEBI ICDR Regulations with respect to the QIP Floor Price) for any of Securities;
 4. the issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution 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 shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.

¹ Assuming full conversion of existing FCCBs

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue of Securities including timing of the issue(s), the class/category of Investors to whom the Securities are to be issued/offered, number of Securities, number of issues, tranches, floor price, issue price, interest rate, premium/ discount, redemption, allotment of Securities, disposal of Securities which are not subscribed, listing of such Securities with recognised stock exchange in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/arrangements/memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.”

Item No. 5:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for issue of Non-Convertible Debentures, of the Company, on 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 and Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the SEBI (Issue and Listing of Debt Securities) Regulations 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 (hereinafter called the **“Board”**, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures, secured or unsecured (**“NCDs”**) and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), which may or may not 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, for an aggregate amount not exceeding ₹ 50,000 crore (Rupees Fifty thousand crore only) under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on private placement basis, from time to time, such that the aggregate amount to be raised through issue of such NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), shall not exceed ₹ 50,000 Crores.

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 other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors and / or Directors and / or officers of the Company, to give effect to the authority of this resolution.”

Item No. 6:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for the approval of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees/directors of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the **“SBEB Regulations”**) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include

the Nomination and Remuneration Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to launch / create '**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021**' (hereinafter referred to as the "**Scheme**"), to be implemented through the "Pragati Employee Welfare Trust" (formerly *Indiabulls Housing Finance Limited – Employees Welfare Trust*) (hereinafter referred to as "**Trust**"), set-up by the Company, in compliance with SBEB Regulations, and to create, offer, issue, transfer and grant employee stock options, convertible into fully paid-up equity shares of the Company ("**ESOPs**") and/or fully paid-up equity shares of the Company of face value of ₹ 2 each ("**Shares**") and/or Stock Appreciation Rights ("**SARs**"), to be settled in cash or Shares (any such settlement in shares shall only be out of those purchased by the Trust from the secondary market, and there will be no dilution in shareholding of existing shareholders of the Company on account thereof), upto an aggregate of 92,45,000 (Ninety Two Lacs Forty Five Thousand), equity shares of the Company, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company, as on the date of passing of this resolution, under the Scheme to the benefit of the permanent employees or directors of the Company, as may be permissible under the SBEB Regulations (the "**Employees**"), from time to time in one or more tranches, at such price or prices or such formula and on such terms and conditions, as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of administration and implementation of the Scheme, the Trust, in compliance with the SBEB Regulations, may purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Trust. ESOPs/ shares/ SARs granted under the scheme would be within the total number of options that may lapse under the existing employee stock option scheme(s), according to terms of these schemes. Since, the Shares, granted/transferred, under the Scheme will only be out of those purchased from the secondary market, there will be no dilution in shareholding of members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, sub-division or consolidation or any other change in capital structure, merger and/or demerger or other re-organization, the Board may decide on the fair and reasonable adjustment to be made to the ESOPs and/or Shares and/or SARs, granted earlier, and/or its exercise price, in compliance with the applicable laws and if any additional ESOPs and/or Shares and/or SARs are required to be issued and/or transferred and/or granted by the Company and/or the Trust, the ceiling as aforesaid of 92,45,000 (Ninety Two Lacs Forty Five Thousand) equity shares of the Company shall be deemed to increase in proportion of such additional shares, issued / to be issued, pursuant to such corporate action, to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the SARs are settled in equity shares of the Company and if such settlement results in fractional equity shares, then the Board is hereby authorized to settle such fractional equity shares in cash.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the grant of ESOPs and/or SARs and/or Shares, under the Scheme, shall be at a price not less than the minimum floor price, which shall be higher of (a) the closing market price of the fully paid up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs and/or SARs and/or Shares, under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the fully paid up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs and/or SARs and/or Shares, under the Scheme, and as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the ESOPs and/or SARs, granted under the Scheme, shall vest in tranches with the first tranche vesting after a minimum period of 1 (one) year from the date of grant, in accordance with SBEB Regulations, and that all subsequent tranches for the vesting of ESOPs and/or SARs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs and/or SARs; and no tranche for vesting of ESOPs and/or SARs, granted under the Scheme, shall exceed 35% (Thirty Five percent) of the total ESOPs and/or SARs granted under the Scheme; Accordingly, the holder of such ESOPs and/or SARs shall be entitled to apply for the Shares upon completion of each vesting period. As a result, vesting schedule shall spread for a minimum period of 3 years, from respective date of grant, and vesting of all ESOPs and/or SARs, granted under the Scheme, shall not be over before a minimum period of 3 years from the date of such grant.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP and/or SARs and/or transfer Shares, for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the aforementioned Scheme, including but not limited to the quantum of the ESOPs and/or Shares and/or SARs to be granted per Employee, the number of ESOPs and/or Shares and/or SARs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs and/or Shares and/or SARs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs and/or SARs shall lapse and adjustments to be made pursuant to lapse of ESOPs and/or SARs, terms and mode of settlement of appreciation on SARs and to grant such number of ESOPs and/or Shares and/or SARs to the Employees, at such time and on such terms and conditions as set out in the Scheme and to make

such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs and/or SARs and/or Shares.”

Item No. 7:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for the approval to extend the benefits of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021 to the employees and directors of the subsidiary company(ies), if any, of the Company:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of ‘Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021’ (hereinafter referred to as the “Scheme”), to be implemented through the “Pragati Employee Welfare Trust” (formerly Indiabulls Housing Finance Limited – Employees Welfare Trust) (hereinafter referred to as “Trust”), set-up by the Company, in compliance with SBEB Regulations, to the permanent employees or directors of any existing and future subsidiary company(ies) of the Company, whether in or outside India, as may be permissible under the SBEB Regulations (the “Employees”) and to settle the benefits under the Scheme in cash or Shares (any such settlement in shares shall only be out of those purchased from the secondary market, by the Trust and there will be no dilution in shareholding of existing shareholders of the Company on account thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP and/or SARs and/or transfer Shares, for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the aforementioned Scheme, including but not limited to the quantum of the ESOPs and/or Shares and/or SARs to be granted per Employee, the number of ESOPs and/ or Shares and/or SARs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs and/or Shares

and/or SARs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs and/or SARs shall lapse and adjustments to be made pursuant to lapse of ESOPs and/or SARs, terms and mode of settlement of appreciation on SARs and to grant such number of ESOPs and/or Shares and/or SARs to the Employees, at such time and on such terms and conditions as set out in the Scheme and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs and/or SARs and/or Shares.”

Item No. 8:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for the approval for Trust to implement and administer Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021 and other Scheme(s) and secondary market acquisition:

“RESOLVED THAT pursuant to the applicable provisions, of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board which has been authorized to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to “Pragati Employee Welfare Trust” (formerly Indiabulls Housing Finance Limited – Employees Welfare Trust) (hereinafter referred to as “Trust”), set-up by the Company, in compliance with SBEB Regulations, to implement and administer ‘Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021’ or any other employee benefit schemes, existing or to be introduced in future, (hereinafter referred to as the “Scheme”), through purchase, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and to settle any questions or difficulties that may arise in this regard.”

Item No. 9:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Subhash Sheoratan Mundra (DIN: 00979731), formerly the Deputy Governor of Reserve Bank of India, presently holding the office of Non-Executive Chairman of the Company, as an Independent Director for another term of five years with effect from August 18, 2021 up to August 17, 2026:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Subhash Sheoratan Mundra (DIN: 00979731), formerly the Deputy Governor of Reserve Bank of India and an Independent Director on the Board of the Company w.e.f. August 18, 2018, and presently holding the office of Non-Executive Chairman of the Company, whose existing term as Independent Director of the Company expires on August 17, 2021 and basis the recommendation of the Board of Directors, Mr. Subhash Sheoratan Mundra be and is hereby re-appointed as an Independent Director of the Company for a term of five years from August 18, 2021 up to August 17, 2026 AND THAT he shall not be liable to retire by rotation.”

Item No. 10:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for appointment of Mr. Dinabandhu Mohapatra (DIN: 07488705), formerly MD & CEO, Bank of India and former Executive Director of Canara Bank, as an Independent Director for a term of Three years with effect from November 23, 2020 up to November 22, 2023:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Dinabandhu Mohapatra (DIN: 07488705), former MD & CEO, Bank of India and former Executive Director of Canara Bank, appointed as Non-Executive Independent Director of the Company w.e.f. November 23, 2020 be and is hereby appointed as an Independent Director of the Company, for a term of three years from November 23, 2020 up to November 22, 2023 AND THAT he shall not be liable to retire by rotation.”

Item No. 11:

To consider and if thought fit to pass the following resolution, as a Special Resolution, for the re-appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-Time Director & Key Managerial Personnel and designated as Executive Director & Chief Operating Officer of the Company, for a further period of five years, with effect from October 21, 2021:

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time

being in force), Articles of Association of the Company, consent of the members, be and is hereby accorded to the re-appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-Time Director and Key Managerial Personnel, designated as Executive Director & Chief Operating Officer of the Company, for a further period of five years, w.e.f. October 21, 2021.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, Mr. Sachin Chaudhary, during his tenure of five years, w.e.f. October 21, 2021, as an Executive Director of the Company, shall be paid a remuneration, as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice, subject however that the remuneration to be paid shall be as recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his said tenure, which shall be within 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

FCS: 5433

Place: Gurugram

Date: June 29, 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
2. The Company has consistently worked towards shareholders wealth maximization. With regard to this, the Company has declared interim dividend of ₹ 9/- per equity share of face value ₹ 2/- each for the financial year 2020- 21 and total outflow amounting to ₹ 416.11 Crores.
3. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID-19 pandemic” (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting” / e-AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

The Company has made arrangements through KFin Technologies Private Limited (KFin/KFintech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 16th AGM.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Private Limited for assistance in this regard.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, July 26, 2021 to Thursday, July 29, 2021 (both days inclusive) for the purpose of 16th AGM of the Company.
11. The Company has appointed Mr. Nishant Mittal, (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
13. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
14. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, the unclaimed dividend of ₹ 7,174,488/- pertaining to the Financial Year 2012-13 and 2013-14 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 1,023 equity shares pertaining to the Financial Year 2012-13 and 2013-14 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
15. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are provided on the website of the Company at <https://www.indiabullshomeloans.com/>.
Members who have not encashed/claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.
Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.
Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the

Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

The Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at <https://www.indiabullshomeloans.com/> and Ministry of Corporate Affairs at www.mca.gov.in.

16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
17. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
18. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA, read with circulars no. 14/2020 dated April 8, 2020, no. 17/2020 dated April 13, 2020 and no. 02/2021 dated January 13, 2021, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

As physical copies of the Annual Report 2020-21 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 16th AGM Notice are available on the Company's website at <https://www.indiabullshomeloans.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com>, for those members whose email ids are not registered with the Company/KFin.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' appended to this 16th AGM Notice as well as available on the Company's website at <https://www.indiabullshomeloans.com/investor-relations/aggm> by the name "E-Communication Registration Form". Alternatively, those shareholders who have not yet registered their email address are requested to get their email addresses registered with their DP or RTA at the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for electronic and Physical folios respectively.

19. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

20. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences **Monday, July 26, 2021 at 10.00 A.M. (IST)** and ends on **Wednesday, July 28, 2021 at 5.00 P.M. (IST)**
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 22, 2021.

- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **“Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”**
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.–In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one

numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 'Indiabulls Housing Finance Limited- AGM' and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id nishantmittal1995@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC / OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@indiabulls.com Questions /queries received by the Company till July 25, 2021 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
 - ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from July 26, 2021 to July 27, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from July 26, 2021 to July 27, 2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. PSRCH Murthy, Manager – RIS, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 22, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on June 30, 2021. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or

a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.

- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://www.indiabullshomeloans.com/> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 to 11 of the accompanying Notice dated June 29, 2021.

Item No. 4:

Approval of issuance of securities of the Company through QIP and/or FCCB and/or any other permissible modes aggregating up to USD 275 Million only [approx. 12.5% post issue diluted share capital of the Company¹] or its equivalent in Indian rupees or in any other currency(ies):

Company's rating trajectory stabilized after capital raise in FY21 and access to funding normalised

In FY 2020-21, the Company raised a total of ₹ 3,773 Crores of regulatory equity capital + quasi-equity capital between: ₹ 683 Crores QIP issuance, ₹ 1,103 Crores of FCCB issuance, and also accrued ₹ 1,987 Crores by selling bulk of its investment in OakNorth Bank. Ability of a Company to tap equity markets, especially in the backdrop of the prolonged liquidity squeeze that the NBFC/ HFC sector has been facing, and severe business disruption due to COVID-19, gives key stakeholders such as rating agencies and lenders, comfort on shareholder equity backing, long term business prospects of the Company, and sustained debt servicing ability. **On the back of the Company's success in raising equity capital during the current tough global macro-economic situation, rating agency CRISIL, on March 31, 2021, revised the Company's rating outlook to AA with stable outlook.** After two years of a negative outlook on the Company's credit rating, the ratings have finally stabilised, this gave immense comfort to the Company's lenders and normalized access to liquidity.

Setting the stage for an upward ratings' trajectory

To make the most of the macro opportunity and to grow profitability, the Company's next target on the ratings' front is to get an upgrade to AA+. CRISIL, in its rating rationale of 31st March 2021, in revising the Company's rating outlook, has mentioned that it expects the Company to raise equity capital of at least USD 300 Million in the medium term. As per Company's past experiences, in times of macro-economic stress, whenever the Company has done an equity capital raise, even when capital adequacy was high – the Company's ratings were either upgraded or the rating outlook changed positively within a short period. The following table sets out two such past instances:

1. Assuming full conversion of existing FCCBs

Period	CRAR and Rating prior to Capital Raise	Quantum of Capital Raise	Rating After Capital Raise
July 2009 Following the global financial crisis	Rating: AA- CRAR: 36.0%	₹ 960 Crores	AA [September, 2010]
September 2020 [QIP] March 2021 [FCCB] NBFC liquidity squeeze, COVID-19 pandemic	Rating: AA [Negative outlook] CRAR: 22.8%	₹ 1,785 Crores	AA [Stable outlook] [March, 2021]

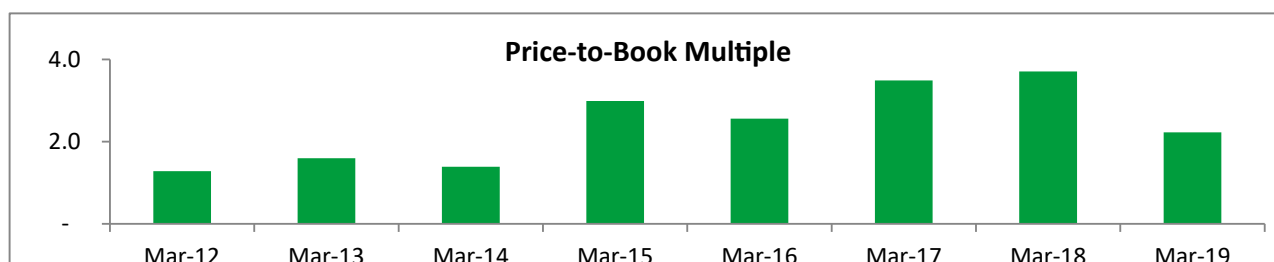
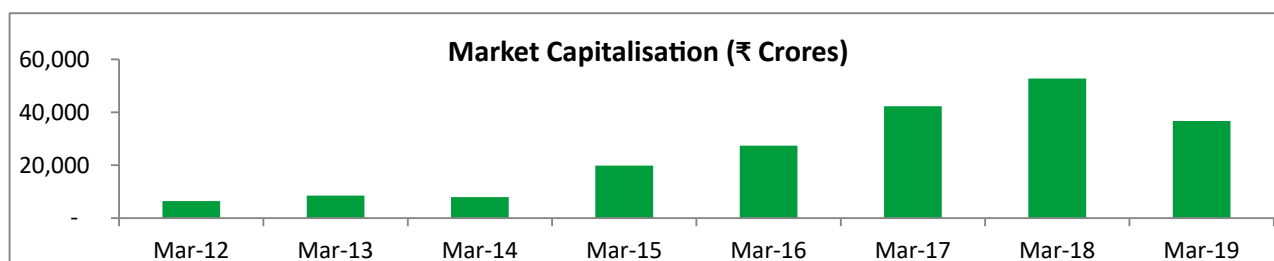
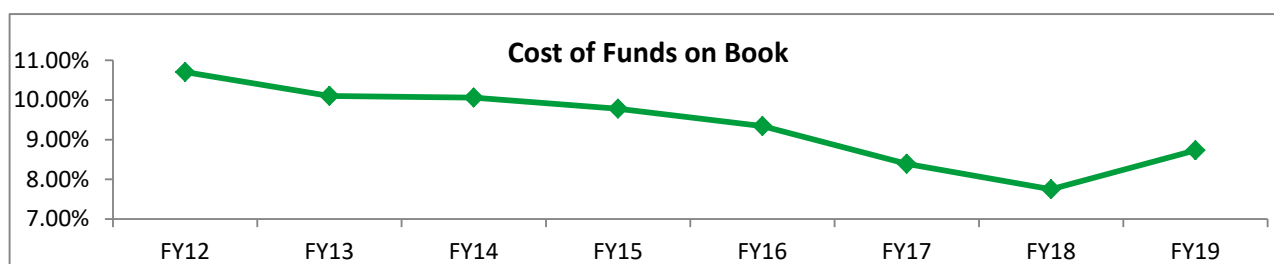
In 2009, during the Global Financial Crisis, when the Company's capital adequacy was as high as 36.0%, the Company raised equity capital of ₹ 960 Crores. Within 9 months of the capital raise, the Company's rating outlook was changed from AA- with 'stable' outlook to AA- with 'positive' outlook and within another 5 months, the credit rating was upgraded to AA. Even during the ongoing pandemic which came on the back of a prolonged liquidity squeeze for the NBFC/HFC sector, in FY 2020-21 the Company raised regulatory equity capital of ₹ 1,785 Crores despite a high capital adequacy of 22.8%. Within one month of the FCCB issuance in March 2021, the Company's rating outlook was revised to AA with 'stable' outlook from 'negative' outlook. A capital raise in FY 2021-22 will be a significant factor in making the case for a rating upgrade for the Company, and this is borne out by past experience as well. The Company believes that a capital raise aggregating up to USD 275 Million only (US Dollar Two Hundred Seventy Five Million) [approx. 12.5% post issue diluted share capital of the Company¹] would set its ratings on an upward trajectory and help it get its rating upgrade to AA+ much sooner than would be the case otherwise.

Strong co-relation between credit rating and access to funding, cost of funds and market capitalisation

An upgrade to AA+ rating opens up large pools of capital from institutions/companies such as insurance companies and pension funds, which as per their investment guidelines can't invest meaningfully in papers rated below AA+. Moreover, insurance companies and pension funds have a longer investment horizon which improves liability term matching with Indiabulls Housing Finance Limited's [IBH] long maturity assets and thus bodes well for its ALM.

Most importantly, an upgrade to AA+ will help in meaningfully reducing IBH's cost of funds. While bond prices are quite directly tied in with ratings, on bank borrowings also lending to higher rated NBFC/HFC carries lower risk weights for banks and an upgrade to AA+ means there is saving in the capital backing the bank loan which in turn translates to a lower lending rate. The Company estimates that an upgrade to AA+ will reduce the company's cost of funds by about 50 bps. Based on our present borrowing level, the reduction in cost of funds and save on the increased equity component will translate to a gain of ~₹ 325 Crores at the PBT level, which is ~20% of FY2020-21 PBT. The RoA will also rise substantially and, despite the approx. 12.5% dilution, the RoEs will rise appreciably. More importantly, upgrade to AA+ rating will set the Company's asset-light growth model on a very strong long-term foundation.

Historically, market capitalization of the Company and hence price-to-book value multiple has shadowed the Company's credit ratings. The Company's rating trajectory between FY12 and FY19, and the corresponding movement in cost of funds, market capitalisation and price-to-book multiple is shown below.



	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19
Credit Rating	AA	AA	AA	AA+	AA+	AA+	AAA	AAA

1. Assuming full conversion of existing FCCBs

Strong growth opportunities after a year of ‘repair and transition’

FY 2020-21 was a year of ‘repair and transition’ for the Company. The Company focused on, and has been successful in building a fortress balance sheet – equity capital raises have boosted its capital levels, asset quality is stable, the Company has an optimally matched ALM, it has built a strong provision buffer, and its credit ratings have stabilised. The Company has also laid the foundation of its new retail focused asset-light business model and now has co-lending tie-ups with 4 large financial institutions, including with HDFC Ltd, India’s largest housing finance company. The Company now has co-lending agreements with HDFC Ltd, Bank of Baroda and Central Bank of India for sourcing home loans and with RBL Bank and Central Bank of India for sourcing secured MSME loans. These co-lending partnerships will be central to IBH’s new retail focused, balance-sheet light growth business model.

FY 2021-22 will be a year of ‘transition and growth’ for the Company as it will look to leverage its fortress balance sheet and scale up retail disbursements under the new model. With an established ‘originate and securitise’ model as well as co-lending partnerships in place, the Company is now set to grow its retail loan book and profitability.

The last two quarters have witnessed a resurgence of the real estate sector, which, supported by favourable factors such as vastly increased affordability, government duty cuts, attractive prices offered by developers, lucrative payment plans, low interest rates, and favourable state and central government initiatives, the sector witnessed strong revival across price segments after more than a decade. Despite the economic toll imposed by the second wave, by all evidence, residential real estate demand appears strong. Lending opportunities in the housing finance industry continues to be strong, and with the competitive landscape now very benign, the Company is set to regain its market share and grow its retail book.

The resolution proposed vide Item No 4 of this Notice is pursuant to Board authorization dated June 29, 2021 to seek an enabling approval from the Members, for raising of the funds aggregating up to USD 275 Million only (US Dollar Two Hundred Seventy Five Million) [approx. 12.5% post issue diluted share capital of the Company¹] or its equivalent in Indian rupees or in any other currency(ies), by way of qualified institutions placement, or issue of FCCBs which are convertible into Equity Shares, by way of public issuance or private placement or any other method permitted under applicable laws, or any other permissible security whereas the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors.

Certain terms of the proposed issuance, in the manner as set out in the resolution vide agenda Item No 4 of this Notice, would be as under:

- **Objects of the Issue:**

To augment the long-term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities.

- **Pricing:**

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

- **Maximum Amount to be raised / number of Securities to be Issued:**

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in in the resolution, vide agenda Item No 4 of this Notice, would be aggregating up to USD 275 Million only (US Dollar Two Hundred Seventy Five Million) or its equivalent in Indian rupees or in any other currency(ies).

- **Relevant Date**

The relevant date for determining the issue price of the Securities by way of QIP/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

- in case of allotment of equity shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or, and/or,
- in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

- **Listing**

The Securities to be issued will be listed on one or more recognized stock exchanges in India and / or abroad.

- **Class or Classes of persons to whom the Securities will be offered**

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are Members.

- **Intention of the Promoters, Directors, or Key Managerial Personnel**

The Promoters, Directors, KMPs would not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

¹ Assuming full conversion of existing FCCBs

- **Proposed time within which the allotment shall be completed**

In case of the QIP, the allotment of the Securities would be completed within a period of 365 days from the date of passing of resolution set out at Item No 4 of this Notice.

- **Change in Control**

There would be no change in control pursuant to the said issue of Securities.

The resolution as set out at Item No. 4 of this Notice and the terms stated hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the SEBI or the Reserve Bank of India or the Ministry of Corporate Affairs or the National Housing Bank or any other regulation/statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, as required by any of the regulatory/statutory authority or in the event such terms do not confirm with the requirements of the SEBI ICDR Regulations, 1993 Scheme or any other applicable law including any amendment, modifications, variation or re-enactment thereof.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, for any further issuance of equity shares to the persons other than the existing members of the company, approval from the members of the Company is required by way of a special resolution. Further, consent of the Members is required, in terms of the provisions of Section 42, 62(1)(c) and 71 of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the 1993 Scheme for issuance of Securities through one or more permissible modes, aggregating up to USD 275 Million only (US Dollar Two Hundred Seventy Five Million) [approx. 12.5% post issue diluted share capital of the Company¹] or its equivalent in Indian rupees or any other foreign currency equivalent thereof in the manner as set out at Item No 4 of this Notice.

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available on the Company's website at www.indiabullshomeloans.com, up to the conclusion of AGM.

Your Board, accordingly, recommends passing of the resolution as set out at Item No. 4 of this Notice for the approval of the Members as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of this Notice.

Item No. 5:

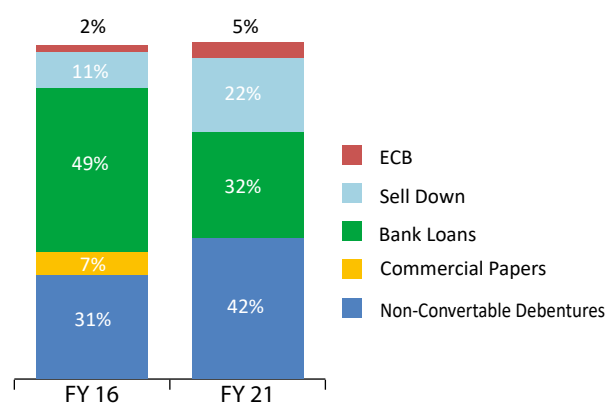
Special Resolution, to revise the existing limit of ₹ 70,000 Crores down to ₹ 50,000 Crores for issue of Non-Convertible Debentures and/or Bonds, not in nature of equity shares, of the Company, on private placement basis:

The Board is of the view that a limit of ₹ 50,000 Crores for issue of Non-Convertible Debentures (NCDs) and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), is adequate for the next one year.

NCDs represent a cost-effective source of funding and a reliable means of diversification. A diversified funding profile affords the Company multiple avenues of borrowing, which from a cost and

liquidity perspective are often complementary to one another, enabling the Company to run a cost effective and efficient funding programme. Non-Convertible Debentures provide access to the widest set of investors and thus the deepest pool of funding. NCDs can be raised from domestic debt investors such as mutual funds, insurance companies, pension and provident funds, banks; Domestic retail NCDs can be raised from regular individuals and also High Networth Individuals [HNIs]. International NCDs represent another very deep pool of debt capital from foreign institutional investors, pension and provident funds and international banks.

Over the last five years, the Company's reliance on bank term loans is down from 49% at the end of FY 2015-16 to 32% at the end of FY 2020-21 and this has been largely replaced by funding from debentures and loan sell downs. The proportion of debentures has increased from 31% in FY 2015-16 to 42% in FY 2020-21.



Within its peer-set of AA rated companies, the Company has the largest stock of NCD/ bond borrowings (on a consolidated basis) as on March 31, 2021:

Company	Outstanding NCDs/ Bonds (₹ Crores)
Indiabulls Housing Finance	34,897
PNB Housing Finance	11,906
Manappuram Finance	10,832
IIFL Finance	10,632
JM Financial	7,545
Shriram City Union Finance	4,843

Source: Company financial results and investor presentations

The Company's net gearing, on a consolidated basis, is very moderate at 3.4x, this compares with 6.0x for the top-5 HFC peers and 5.4x for the top-5 NBFC/ HFC peers. The Company's non-convertible debentures and bonds presently total up to ₹ 34,897 Crores as on March 31, 2021, on a consolidated basis. Net of repayments and new issuances, a limit of ₹ 50,000 Crores would be adequate for the Company, especially since its business model is now one of asset-light growth. Even if the Company borrows via NCDs up to this lower limit of ₹ 50,000 Crores, the Company's net gearing will rise only to 4.3x, which is still well below the average for the top-5 HFCs. Also, the total borrowings of the Company, on a standalone basis, will rise to only 8.9x times from the present 7.0x times of the net owned funds, against a regulatory upper limit of 12x times the net owned funds of the Company.

1. Assuming full conversion of existing FCCBs

Being a non-deposit accepting non-bank lender, the Company relies on wholesale sources of borrowing to undertake its lending business. As a prudent measure, the Company always maintains ample amount of liquidity on its balance sheet to shield the business from any short-to mid-term disruptions in accessing monies from its various borrowing sources. This liquidity is either parked as bank balances or investments. In computing net gearing, the Company merely offsets this ready liquidity from its borrowings.

None of the issuance of various types of Non-Convertible Debentures for which approval is being sought vide this resolution would be in the nature of equity shares.

The shareholders of the Company at its 15th Annual General Meeting held on September 7, 2020 had authorized the Company to issue Non-Convertible Debentures (NCDs) and Bonds (not in the nature of equity shares), up to a limit of ₹ 70,000 Crores. However, in accordance with the applicable laws viz. the Companies Act, 2013; the Housing Finance Companies Issuance of Non-Convertible Debentures on a Private Placement Basis (NHB) Directions, 2014 and Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021; the SEBI (Issue and Listing of Debt Securities) Regulations 2008; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as may be amended from time to time; the authorization is valid for one year from the date of approval i.e. up to September 6, 2021. As on March 31, 2021, the outstanding NCDs issued by the Company stood only at ₹ 34,897 Crores, on a consolidated basis. Accordingly, approval of Members is being sought for authorization for issue of Non-Convertible Debentures (NCDs) and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), up to a limit ₹ 50,000 Crores.

Pursuant to and in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to shareholders' approval, by way of a Special Resolution, which is required to be passed every year, can raise funds through issue of NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), which can be classified as being Tier II capital under the provisions of Housing Finance Companies (NHB) Directions 2010, beyond September 6, 2021, on a private placement basis, up to one year from the date of shareholders' approval to the resolution, as set out at Item No. 5 of this Notice.

Accordingly, approval of the Members is being sought by way of a Special Resolution as set out at Item No. 5 of this Notice, authorizing the Board to issue NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), which can be classified as being Tier II capital under the provisions of Housing Finance Companies (NHB) Directions 2010, on a private placement basis, during a period of one year from the date of this Annual General Meeting of the Company, up to an aggregate amount not exceeding ₹ 50,000 Crores.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 5 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters,

Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item Nos. 6 to 8:

Approval for creation of Share Based Employees Benefits Scheme and its implementation by the Trust such that settlement in shares shall only be out of those purchased by the Trust from the secondary market, and there will be no dilution in shareholding of existing shareholders of the Company:

FY 2020-21 was a year of 'repair and transition' for the Company. The Company focused on, and have been successful in building a fortress balance sheet – equity capital raises have boosted its capital levels, asset quality is stable, the Company has an optimally matched ALM, it has built a strong provision buffer, and its credit ratings have stabilised. The Company has also laid the foundation of its new retail focused asset-light business model and has co-lending tie-ups with 4 large financial institutions, including with HDFC Ltd, India's largest housing finance company.

Cost rationalisation

Despite a challenging FY 2020-21, the Company achieved operating expense rationalization through cost optimization across all expense heads. Total operating expenses were down from ₹ 860 Crores in FY 2019-20 to ₹ 476 Crores in FY 2020-21. The senior management took the lead in reducing operating expense. Ex-Chairman, Mr. Sameer Gehlaut and Executive Director, Mr. Ajit Mittal did not draw any salary in FY 2020-21. Other senior management employees of the Company too took up to 50% salary cuts. Mr. Gagan Banga, Vice Chairman, Managing Director & CEO of the Company has taken an 80% cut to his cost-to-company since October 2019. Consequently, employee benefit expenses for FY 2020-21 was down to ₹ 252 Crores from ₹ 605 Crores in FY 2019-20. As a result of these steps, other wide-ranging cost control measures and increasing reliance on digital mode of loan sourcing and fulfillment, the Company's cost to income ratio declined to 12.8% from 16.2% in FY 2019-20.

FY 2021-22 will be a year of 'transition and growth' for the Company as it will look to leverage its fortress balance sheet and scale up retail disbursements under the new model. The Company has also laid the foundation of its new retail focused asset-light business model and has co-lending tie-ups with 4 large financial institutions, including with HDFC Ltd, India's largest housing finance company. With this, the Company now has co-lending agreements with HDFC Ltd, Bank of Baroda and Central Bank of India for sourcing home loans and with RBL Bank and Central Bank of India for sourcing secured MSME loans. These co-lending partnerships will be central to IBH's new retail focused, balance-sheet light growth business model.

With an established 'originate and securitise' model as well as co-lending partnerships in place, the Company is now set to grow its retail loan book and profitability.

Higher stock-linked compensation through FY22 and beyond

The key expense components of a non-bank lender are interest expenses, operating expenses and credit costs. Of these three, only operating expenses are in the immediate control of the Company. Through FY 2020-21 – a year of repair and transition for the Company – the Company has been successful in rationalising costs and aligning it with its asset-light business model.

In the past, the Company's main means of employee reward and compensation was through wage increment. The Company is now changing its approach to managerial compensation to now be largely stock-linked, such that the long-term interests of this key category of employees that drive the Company's business, is closely linked with that of the Company.

Through FY 2021-22, which will be a year of 'transition and growth', the Company will focus on building on the foundation of the asset-light business model it laid in FY 2020-21. The Company will invest in people and technology even if this means that expenses are front-loaded. As it does so, a meaningful stock benefit scheme combined with Long Term Incentive Plans will give the Company an effective means to reward its employees and will also serve as a means of employee retention as significant wealth of employees will be locked. The Company's existing stock-based compensation schemes have a wide coverage covering its managerial staff that drive day-to-day business.

The proposed scheme will be administered out of shares purchased by the Pragati Employee Welfare Trust from the secondary market. This will thus entail no dilution to shareholders, and will at the same time give the Company **a means to tie long-term wealth-creating employee remuneration to the Company's performance.**

It is to be noted that as per the conditions attached to two grants [out of a total of four grants] of IHFL ESOS-2013, 20,500,000 options [representing dilution of ~4%] will lapse over their exercisable period. Thus, of the employee stock-based compensation schemes where vesting is yet to begin, only one ESOP scheme of [the four grants under] IHFL ESOS 2013 totaling to 12,500,000 options, and 17,000,000 options/SARs under IHFL ESOS-2019, will vest without conditions that will result in the lapse of the schemes. Of these two, since the 17,000,000 options/SARs under IHFL ESOS-2019 are being administered from the shares purchased from the secondary market by Pragati Employee Welfare Trust, dilution is restricted to only ~2.7% – corresponding to 12,500,000 options. Between these two extant schemes about ~6.5% of the shares/SARs/stock options of the Company are being granted to employees.

The proposed scheme to grant 9,245,000 shares/ESOPs/SARs of the Company will also be administered by purchasing the Company's shares from the secondary market. Along with this scheme a total of ~8.4% of the Company in the form of shares/SARs/stock options will be granted to the employees of the Company. Again, dilution through all these schemes will be restricted to only ~2.7%.

The extant Stock Based Schemes are in alignment with the Company's stock-linked compensation policy, which aims to grant between 5% and 10% of the Company's stocks to employees over the next few crucial years, as the Company seeks to get back into growth mode through its new asset-light business model. Again, it is worth reiterating that the dilution to shareholders through the extant and the proposed schemes is restricted to only 2.7% as the majority of the extant schemes are being administered through shares purchased from the secondary market by Pragati Employee Welfare Trust.

As the Company grows through the efforts of the employees, share price appreciation will represent a substantial source of remuneration to the employees, enabling the Company to moderate annual wage increments thus bringing down cost-to-income and improving cost efficiencies.

Pursuant to and in terms of the existing shareholders authorization Pragati Employee Welfare Trust" (formerly Indiabulls Housing Finance Limited – Employees Welfare Trust) (hereinafter referred to as "Trust"), had acquired an aggregate of 17,000,000 equity shares of the Company representing 3.68% of the paid up capital of the Company, in multiple tranches from the secondary market, for the implementation and administration of Company's employees benefit scheme viz, Indiabulls Housing Finance Limited- Employees Stock Benefit Scheme 2019 (Scheme) for the benefit of the employees of the Company and its subsidiaries. The shares in the Trust have since been completely appropriated towards the Scheme for grant of Share Appreciation Rights (SARs) to a large number of employees of the Company and its subsidiaries, in compliance with applicable SEBI Regulations and shareholders' approval.

To this effect, the Company proposes to create and implement share based employees benefits scheme, in accordance with the SBEB Regulations, 'Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021' and to create and/or offer and/or grant and/or transfer up to an aggregate of 92,45,000 (Ninety Two Lacs Forty Five Thousand), equity shares of the Company employee stock options, convertible into fully paid-up equity shares of the Company ("ESOPs") and/ or fully paid-up equity shares of the Company of face value of ₹ 2 each ("Shares") and/or stock appreciation rights, to be settled in cash or Shares ("SARs" as defined in SBEB Regulations) under the Scheme, from time to time, being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of passing of this resolution, in the manner as may be decided solely by the Board under the Scheme.

Important points on pricing, dilution, vesting period and terms of grant:

1. **Pricing:** the grant of ESOPs and/or SARs and/or Shares, under the Scheme, shall be at a price not less than the minimum floor price, which shall be higher of the following two:
 - a. the closing market price of the fully paid up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs and/or SARs and/or Shares, under the Scheme, or
 - b. the average of the weekly high and low of the volume weighted average prices of the fully paid up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs and/or SARs and/ or Shares, under the Scheme, as may be decided by the Board from time to time.
2. **Dilution:** Since the shares granted under the scheme(s) will only be out of those purchased from the secondary market, there will be no dilution in shareholding of existing shareholders of the Company.
3. **Vesting Period:** While the first tranche of the ESOPs/ SARs/ Shares granted under a scheme will get vested at the end of the first year from the date of grant, subsequent tranches will get vested thereafter at one year intervals with no tranche including the first tranche exceeding 35% of the total ESOPs/ SARs / Shares granted under a scheme. Thus, total ESOPs/ SARs/ Shares granted under a scheme will get vested over a period of minimum 3, or more years.

In line with the SBEB Regulations the "Pragati Employee Welfare Trust" (formerly *Indiabulls Housing Finance Limited – Employees Welfare Trust*) (hereinafter referred to as "Trust"), set-up by the Company, in compliance with SBEB Regulations, is being authorized to efficiently manage the 'Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021' and all other previous, current and any future employee benefit schemes/plans ("hereinafter individually or collectively referred to as "Scheme"), through purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations, in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

ESOPs/ Shares/ SARs granted under the scheme would be within the total number of options that may lapse under the existing employee stock option scheme(s), according to terms of these schemes. Since shares granted under the Scheme(s) will only be out of those purchased from the secondary market, there will be no dilution in shareholding of members of the Company. The promoter of the Company would not be covered under the Share Based Employee Benefits Schemes. The promoter would also not be a beneficiary of the Trust.

A Board constituted Nomination and Remuneration Committee (consisting of only independent directors of the Company namely Mr. Prem Prakash Mirdha as its Chairman, Mr. Shamsher Singh Ahlawat and Justice Gyan Sudha Misra (Retd.) as its other two members) would administer and superintend the Scheme. Approval of the members is being sought for the creation of the Scheme and to administer and implement the Scheme through the Trust and secondary market acquisition by the Trust.

Disclosure/main features of the Scheme pursuant to the SBEB Regulations and the Companies Act, 2013 and the rules framed thereunder, are as under:

1. Brief description of the scheme:

In order to reward, retain the existing employees and also to attract and retain the best talent, the Company proposes to grant ESOPs/Shares/ SARs to its employees and directors under 'Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021' in terms of this resolution and in accordance with the provisions of the Companies Act, 2013, the SBEB Regulations and other laws as applicable.

The Scheme will be administered through the Trust. The Trust, in compliance with the SBEB Regulations, shall purchase the Shares from the secondary market for the purpose of administration and implementation of the Scheme and grant the ESOPs/Shares/ SARs to the Employees (which expression shall, unless repugnant to the context, mean and include the permanent employees of the Company and its subsidiaries, working in India or out of India, and the Directors of the Company and its subsidiaries (both present and future), whether whole-

time or not, but shall not include the promoter directors or directors, holding by themselves or through the relatives or any body corporate 10% or more of the outstanding equity share capital of the Company).

2. Total number of stock options, stock appreciation rights, shares or benefits, as the case may be, to be granted:

The maximum number of ESOPs and/or SARs and/or Shares, that may be granted under the 'Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021' shall not exceed of 92,45,000 (Ninety Two Lacs Forty Five Thousand), equity shares of the Company being not more than 2% (Two percent) of the fully paid-up equity share capital of the Company as on the date of passing of this resolution. The SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the granted ESOPs/ Shares / SARs. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of respective grants shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SBEB Regulations.

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021:

Following class / classes of employees shall be eligible to participate in Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

However, following class / classes of employees shall not be eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting, period of vesting and maximum period within which the options/ SARs shall be vested:

The ESOPs and/or SARs granted under the Scheme shall vest in tranches with the first tranche vesting after a minimum period of 1 (one) year from the date of grant, as required under the SBEB Regulations. All subsequent tranches for the vesting of ESOPs and/or SARs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs and/or SARs. Further, no tranche for vesting of ESOPs and/or SARs granted under the Scheme shall exceed 35% (thirty

five percent) of the total ESOPs and/or SARs granted under the Scheme. As a result, vesting schedule shall spread for a minimum period of 3 years and vesting of all ESOPs and/or SARs, granted under the Scheme, shall not be over before a minimum period of 3 years from the date of the respective grant. Further, the ESOPs and/or SARs granted shall vest in accordance with the terms of the each grant under the Scheme, so long as an Employee continues to be director or employee of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESOPs and/or SARs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which such grant would vest subject to the minimum vesting period of 1 year. The Shares to be granted/transferred to the Employees, under the employee stock purchase plan (which shall be part of the Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2021) shall be locked-in for a period of 1 (one) year from the date of grant/transfer of such Shares or such other duration (being not less than 1 (one) year) as may be decided by the Board from time to time.

5. Exercise price, SAR price, purchase price or pricing formula:

The grant of ESOPs and/or SARs and/or Shares, under the Scheme, shall be at a price not less than the minimum floor price, which shall be higher of (a) the closing market price of the fully paid up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs and/or SARs and/or Shares, under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the fully paid-up equity shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) for the last two weeks immediately preceding the date of grant of ESOPs and/or SARs and/or Shares, under the Scheme, as may be decided by the Board from time to time.

6. Exercise period and the process of exercise:

The vested ESOPs / Shares / SARs need to be exercised within a maximum period of 5 years from the date of such vesting. The vested options shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Trust/Committee from time to time. The options shall lapse if not exercised within the specified exercise period of 5 years. In case of SAR or cashless system of exercise of vested ESOPs, the Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary.

7. The appraisal process for determining the eligibility of the Employees for the scheme(s):

The appraisal process for determining the eligibility of the Employees will be decided by the Nomination and Remuneration Committee, from time to time. The Employees would be granted ESOPs / Shares / SARs, under the Scheme, based on various parameters such as, and not limited to, performance rating, period of service, rank or designation,

merit, future potential contribution, conduct of the employee, and such other parameters as may be decided by the Committee from time to time. For senior management employees additional criteria whilst not limited to may include one or more of the following criteria: retail disbursal growth, run down of developer loans/wholesale loans, and such other parameters as may be decided by the Committee from time to time.

8. Maximum number of options, SARs, shares, as the case may be, to be issued per Employee and in aggregate under the scheme(s):

The number of ESOPs / Shares / SARs that may be granted to any specific Employee of the Company or of its subsidiary company under the Scheme, in any financial year and in aggregate under the Scheme shall be decided by the Committee, subject to applicable SBEB Regulations. However, no single employee / director shall be granted ESOPs / Shares / SARs, during any one year, equal to or exceeding one percent of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs / Shares / SARs.

9. Maximum quantum of benefits to be provided per employee under the scheme(s):

The maximum quantum of benefits to be provided per Employee under the Scheme shall be decided by the Committee. However, no single employee / director shall be granted ESOPs / Shares / SARs, during any one year, equal to or exceeding one percent of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs / Shares / SARs.

10. Whether the scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme would be administered through the Trust, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

11. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves secondary market acquisition by the Trust. The Trust shall, from time to time, purchase/acquire, from the secondary market, hold and deal, in one or more tranches from time to time, such number of equity shares of the Company, being not more than 2% (two percent) of the fully paid-up equity share capital of the Company in any financial year, subject that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations, for the purpose of implementation of the Scheme, or for any other purpose(s), as contemplated herein and in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations. Since, any such settlement in shares shall only be out of those purchased by the Trust from the secondary market, and there will be no dilution in shareholding of existing shareholders of the Company on account thereof.

12. The amount of loan to be provided for implementation of the scheme(s) by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:

The Board or the Committee shall decide on the amount, tenure, utilization, repayment and other terms of loan to be provided to the Trust for implementation of the Scheme. However, this proposed amount of loan shall be within the statutory limit of 5% of the aggregate of paid up share capital and free reserves, or any other limits as prescribed under SBEB Regulations read with the Companies Act and applicable Rules.

13. Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the scheme(s):

The Trust shall not acquire, purchase the equity shares of the Company, from secondary market, exceeding 2% fully paid-up Equity Shares, in any one financial year, subject to that at any point of time the shareholding of the Trust shall not exceed 5% of the fully paid-up equity share capital of the Company, or such other limit, as may be prescribed under SBEB Regulations and any other applicable laws and regulations, for the purpose of implementation of the Scheme, or for any other purpose(s), as contemplated herein and in due compliance with the provisions of the SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations

14. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations:

The Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

15. Disclosure and Accounting Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. The method which the company shall use to value its options or SARs:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the ESOPs or SARs. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESOPs or SARs and the impact of this difference on profits and on earning per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

17. Particulars of the trustees or Employees in whose favour such shares are to be registered:

It is contemplated that the Trust or one or more of the designated Trustees shall acquire and hold the fully paid-up equity shares in due compliance of the relevant provisions of SBEB Regulations and other applicable provisions. The Trustees shall transfer the fully paid-up equity shares in favour of the Employees upon exercise by them after realisation of exercise price.

18. Particulars of Trust and name, address and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust in the nature of an employee welfare trust has been set-up with the name "Pragati Employee Welfare Trust" (formerly *Indiabulls Housing Finance Limited- Employees Welfare Trust*) having its registered office at M-62 & 63, First Floor, Connaught Place, New Delhi – 110 001. Mr. Rajinder Singh Nandal, resident of VPO, Bohar, Rohtak, Haryana, Mr. Ram Kumar Sheokand resident of 1197, Block A, Urban Estate, Jind- 126102, Haryana and Mr. Gulab Singh Chail resident of 4198, Defence Colony, Near Gole School, Jind-126102, Haryana, are the trustees of the said Trust who are Indian nationals and do not have any relationship with the promoters, directors or key managerial personnel of the Company.

19. Any interest of key managerial personnel, directors or promoters in such Scheme or Trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel, directors (other than promoter directors or independent directors) may be covered or interested under the Scheme but only to the extent of ESOPs/SARs/Shares, as may granted to them, if any, under the Scheme, in due compliance with the SBEB Regulations.

20. Detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

The Eligible Employees shall be granted ESOPs and/or Shares and/or SARs, under the Scheme which would vest subject to vesting conditions prescribed by the Committee or Board. In case of ESOPs, after vesting and on exercise, the Trust / Trustees shall transfer corresponding number of fully paid-up equity shares to the Employees. The Employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise. The Employees would get the benefit on sale of shares depending on sale price of such shares. In case of SARs and cashless system of exercise of vested ESOPs, the Committee shall be entitled to specify such procedures and/or mechanisms for the equity shares to be dealt with thereon as may be necessary and the same shall be binding on the grantees.

21. Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme(s) would be exercised:

As per SBEB Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. The voting rights can be exercised by an Employee only when the equity shares are transferred to them after due process of exercise of ESOPs/ Shares/SARs.

In terms of provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the members is being sought by way of Special Resolution(s) set out at Item No. 6 to 8 of this Notice.

Therefore, the Board recommends passing of the Resolution(s), as set out at Item No. 6 to 8 of this Notice as Special Resolution(s).

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above

resolution, except to the extent of grant of share based employees benefit(s) to them, under the Scheme.

Item No. 9: Special Resolution for the re-appointment of Mr. Subhash Sheoratan Mundra (DIN: 00979731), formerly the Deputy Governor of Reserve Bank of India, presently holding the office of Non-Executive Chairman of the Company, being re-appointed for another term of five years with effect from August 18, 2021 up to August 17, 2026:

The Company, over the past year, has been working hard towards implementing the best-in-class corporate governance by strengthening the Company's Board and the overall corporate governance framework. Towards this end, the Board of Directors of the Company in its meeting held on August 12, 2020, had unanimously appointed Mr. Subhash Sheoratan Mundra, as the Non-Executive Chairman of the Company.

Mr. Mundra is a seasoned and accomplished banker with distinguished career spanning over four decades, during which he has held a wide range of responsibilities in commercial banks at senior leadership roles, culminating in his appointment in July 2014 as the Deputy Governor of the Reserve Bank of India [RBI], India's central bank and the banking regulator. At the RBI, Mr. Mundra was responsible for banking supervision, currency management, financial stability, rural credit and customer service. After serving for three years as the Deputy Governor of the RBI, Mr. Mundra retired in July 2017.

Mr. Mundra has expertise in banking, supervision, management and administrative matters. In his long banking career, Mr. Mundra also served as the Chairman and Managing Director of Bank of Baroda from where he superannuated in July 2014, and held several important positions including that of Executive Director of Union Bank of India, Chief Executive of Bank of Baroda (European Operations) amongst others. During his illustrious career with various banks, he held several positions across functions and locations, both in India and abroad and has handled diverse portfolios, like core central banking, commercial banking – wholesale and retail, banking regulation and supervision, financial markets, treasury management, planning, economic research, investment banking, risk management and international banking etc.

Mr. Mundra, a Post Graduate from University of Poona, is a Fellow Member of Indian Institute of Banking & Finance (IIBF). Amity University has conferred the Degree of Doctor of Philosophy (D.Phil), Honoris Causa, upon Mr. Mundra, in recognition of his services in the field of banking and related areas.

Mr. Mundra has also served as RBI's nominee on the Financial Stability Board (G20 Forum) and its various committees. He was also the Vice-Chairman of OECD's International Network on Financial Education (INFE). He has also been closely associated with various institutes / organizations like Governing Council of National Institute of Bank Management (NIBM), Governing Council Centre for Advanced Financial Research & Learning (CAFRAL), Governing Council Indian Institute of Banking and Finance (IIBF).

Prior to joining the RBI, Mr. Mundra also served on Boards of several multi-dimensional companies like the Clearing Corporation of India Ltd (CCIL), Central Depository Services (India) Ltd. (CDSL), BOB Asset Management Company, India Infrastructure Finance Corporation (UK) Ltd. (IIFCL), IndiaFirst Life Insurance Company Ltd., Star Union Dai-Ichi Life Insurance company Ltd., National Payments Corporation of India Ltd., etc. The experience gained

in guiding these entities has bestowed him with wide leadership skills and keen insights in best practices in Corporate Governance.

As a member of the Board of Directors, Mr. Mundra has provided valuable guidance and leadership helping the Company navigate the NBFC/HFC liquidity squeeze, the economic downturn of the last three years, and the COVID-19 pandemic induced economic disruption. Mr. Mundra's continuity as the Non-Executive Chairman of the Company will not only help the Company navigate the challenges ahead but will also help IBH quickly get back on the path to growth. Moreover, it will help IBH's intention to align itself with internationally accepted best governance practice of having an Independent Director as the Chairperson of the Board. Accordingly, the Board has recommended the re-appointment of Mr. Subhash Sheoratan Mundra, as Independent Director, designated as Non-Executive Chairman of the Company for another term of 5 years from August 18, 2021 up to August 17, 2026.

The main terms and conditions of re-appointment of Mr. Subhash Sheoratan Mundra, as Independent Director of the Company, are as under:-

Period	5 years w.e.f. August 18, 2021
Nature	Director, not liable to retire by rotation
Designation	Independent Director, Designated as Non-Executive Chairman of the Company.
Sitting Fees	₹ 1 lakh per board meeting
Other Benefits	Profit Link Incentive as per shareholders authorization

The remuneration paid to Mr. Subhash Sheoratan Mundra, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on https://www.indiabullshomeloans.com/uploads/downloads/ihfl_annual_return_mgt-7_fy_21-0473818001625301390.pdf.

Mr. Subhash Sheoratan Mundra holds nil Equity Shares of the Company and is not related to any other director on the Board of the Company. Presently, Mr. Mundra is on the Board of BSE Limited, Havells India Limited, PTC India Limited, Acuite Ratings & Research Limited, Airtel Payments Bank Limited, DSP Investment Managers Private Limited and Ayana Renewable Power Private Limited. He is member of the Reorganisation Committee of the Company and holds the Chairmanship of Nomination & Remuneration Committee of BSE Limited and Audit Committee of Airtel Payments Bank Limited and Ayana Renewable Power Private Limited. He is also a member of Audit Committee, Member Committee, Standing Committee on Technology and Cyber Security, Regulatory Oversight Committee, Risk Management Committee, Public Interest Directors / Independent Directors, Stakeholder Relationship / Share Allotment Committee of BSE Limited, Audit Committee of Havells India Limited and DSP Investment Managers Private Limited and Business Deleptment/ Investment & Deinvestment Committee of PTC India Limited.

The proposed re-appointment would also be in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI Listing Regulations relating to the appointment of Independent Director.

The Company has received a declaration from Mr. Subhash Sheoratan Mundra to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, and based on the Board's evaluation, Mr. Subhash Sheoratan Mundra fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his reappointment as Independent Director of the Company and is independent of the Management. Upon approval of the shareholders to his appointment as Independent Director his appointment shall be formalized by issuing a letter of appointment to him, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of this Notice, for the approval by the shareholders, as Special Resolution.

Except the proposed appointee, in resolutions set out at Item No. 9 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 10: Ordinary Resolution, for the appointment of Mr. Dinabandhu Mohapatra (DIN: 07488705) being appointed as Independent Director for a term of Three years with effect from November 23, 2020 up to November 22, 2023:

Mr. Dinabandhu Mohapatra (DIN: 07488705) 61 years of age, former MD & CEO, Bank of India, is a seasoned and committed banker, with a distinguished career spanning over three decades, during which he held various high level positions, including Executive Director of Canara Bank and Chief Executive Officer of Hong Kong and Singapore Centres of Bank of India. Mr. Mohapatra has vast knowledge and multi-dimensional banking experience including Treasury Operations, International Banking, Priority Sector Lending, Corporate Lending, Marketing, Recovery and Human Resources. Mr. Mohapatra, a post-graduate in Economics and a graduate in Law, joined Bank of India as a Direct Recruit Officer in the year 1984. During his career spanning over three decades at Bank of India, he has headed various Branches, Departments, Zones and National Banking Groups in Eastern, Western, Northern and Southern parts of the country. As Executive Director of Canara Bank, he was overseeing International Operations, Overseas Credit, Strategic Planning & Development (including Economic Intelligence & BPR), Retail Resources, Marketing, Selling & Cross-selling, Government Business and Fee Income Vertical, Corporate Credit, PAG & Syndication, CDR & Stressed Accounts, Financial Management & Subsidiaries.

Mr. Mohapatra's rich and multi-dimensional experience will be invaluable to the Company in all aspects of its operations including lending, treasury operations, collections as well as marketing & human resources.

Mr. Dinabandhu Mohapatra was appointed as an Additional Independent Director of the Company w.e.f. November 23, 2020,

for a term of three years from November 23, 2020 up to November 22, 2023 by the Board of the Company, who shall hold office upto the date of ensuing Annual General Meeting of the Company and shall be considered as an Independent Director in terms of Section 149 of the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations.

The main terms and conditions of appointment of Mr. Dinabandhu Mohapatra, as Independent Director of the Company, are as under:-

Period	3 years w.e.f. November 23, 2020
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	₹ 1 lakh per board meeting
Other Benefits	Profit Link Incentive as per shareholders authorization

The remuneration paid to Mr. Dinabandhu Mohapatra, during the financial year ended 31st March, 2021, is mentioned the Annual Return as on March 31, 2021, which is available on the Company's website on https://www.indiabullshomeloans.com/uploads/downloads/ihfl_annual_return_mgt-7_fy_21-0473818001625301390.pdf.

The proposed appointment of Independent Director, in the manner as set out in Item No. 10 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (SEBI Listing Regulations).

The Company has received a declaration Mr. Mohapatra confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mr. Dinabandhu Mohapatra is appointed as an Independent Director of the Company, for a term of three years from November 23, 2020 up to November 22, 2023, not liable to retire by rotation.

In the opinion of the Board, and based on the Board's evaluation, Mr. Dinabandhu Mohapatra fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his reappointment as Independent Director of the Company and is independent of the Management. Upon approval of the shareholders to his appointment as Independent Director his appointment shall be formalized by issuing a letter of appointment to him, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Mr. Dinabandhu Mohapatra does not hold any shares in Indiabulls Housing Finance Limited and is not related to any other director of the Company. He is not on the Board of any other company. He is a member of Regulatory Measures Oversight Committee of the Company.

Pursuant to and in terms of the applicable provisions of the Companies Act, 2013 including Companies (Appointment and Qualification of Directors) Rules, 2014 read with relevant Schedules to the Companies Act, 2013 and SEBI Listing Regulations and Articles of Association of the Company, shareholders' approval, by way of Ordinary Resolution, is required for the appointment of Director of the Company, in the manner as set out at Item No. 10 of this Notice.

The Board accordingly recommends, passing of the Ordinary Resolution, as set out at Item No. 10 of this Notice, for the approval of the Members of the Company.

Except the proposed appointee, in resolution set out at Item No. 10 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 3 & 11: Ordinary Resolution for the re-appointment of Mr. Gagan Banga [DIN: 00010894], who retires by rotation and being eligible, offers himself for re-appointment & Special Resolution for the re-appointment of Mr. Sachin Chaudhary (DIN: 02016992) as a Whole-time Director & Key Managerial Personnel of the Company, for a further period of five years, with effect from October 21, 2021

Mr. Gagan Banga – Vice Chairman, Managing Director & CEO

Mr. Gagan Banga, 45 years of age, holds a Post Graduate Diploma in Management and has 22 years of industry experience. He brings deep operational knowledge and first-hand experience in shaping the business strategy of the Company.

Mr. Banga has been managing the Company since 2007, first in his capacity as the Chief Executive Officer [of IBH since 2013, of erstwhile parent entity Indiabulls Financial Services Limited from 2007 to 2013] and now as the Vice-Chairman, Managing Director & CEO of the Company. Under Mr. Banga's able leadership, the Company has emerged as India's 3rd largest housing finance company. The Assets Under Management and Revenues of the Company have grown at a ten year CAGR of 15% and net worth at a ten year CAGR of 13%. Over the last 30+ months, following the default by IL&FS in September 2018, the NBFC/HFC sector has been going through a prolonged liquidity squeeze. The COVID-19 pandemic and the disruption to the economy is posing challenges on the asset quality front and to near- and mid-term growth. Under Mr. Banga's guidance, the Company has not only ably navigated through these turbulent times, but has been successful in building a fortress balance sheet - equity capital raises have boosted the Company's capital levels, asset quality is stable, the Company has built strong provision buffer and also has an optimally matched ALM. This helped the Company get its long term credit rating outlook revised by CRISIL to AA with stable outlook, ending two years of negative outlook on its rating.

The shareholders of the Company vide their authorization of September 8, 2017 had approved the appointment of Mr Banga as a Whole Time Director and Key Managerial Personnel designated as Vice-Chairman, Managing Director & CEO of the Company, on the following terms:-

Period	5 years w.e.f. March 19, 2018
Nature	Director, liable to retire by rotation.
Designation	Vice-Chairman, Managing Director & CEO
Remuneration	Last drawn remuneration, excluding stock options, immediately prior to his re-appointment, w.e.f. March 19, 2018, subject to an upward revision of upto 15% on an annual basis, as approved by the Board on the recommendation of Nomination & Remuneration Committee.
Performance related incentive	Stock options/SARs, in terms of ESOP/ESBS Schemes of the Company.
Sitting Fees	Nil

Further, the approval of members at Item No. 3 of this Notice is not sought for payment of remuneration to Mr. Banga. Payment of remuneration to Mr. Banga, Vice-Chairman, Managing Director & CEO of the Company is in accordance with the existing shareholders approval dated September 8, 2017.

The remuneration paid to Mr. Gagan Banga, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company's website on https://www.indiabullshomeloans.com/uploads/downloads/ihfl_annual_return_mgt-7_fy_21-0473818001625301390.pdf.

Mr. Banga has taken a voluntary salary cut of ~80% since October 2019. The upward revision in his remuneration will be on this lower base. Also, the upper limit on remuneration revision is only an enabling authority to the Board and/or Nomination and Remuneration Committee to decide on the salary payable to Mr. Banga. It may be noted that the salary payable to Whole-time Directors is commensurate with the performance of the Company, which is in accordance with the remuneration policy and is reviewed every year by the Nomination and Remuneration Committee.

Mr. Banga holds 3,541,105 Equity Shares of the Company and has further stock options of 1,432,600, totally adding up to 0.93% of the fully diluted shareholding of the Company, He is not related to any other director on the Board of the Company.

He is also a Non-executive director on the Board of Dhani Services Limited (formerly Indiabulls Ventures Limited), Dhani Loans and Services Limited (formerly Indiabulls Consumer Finance Limited), Indiabulls Distribution Services Limited and GSB Advisory Services Private Limited. He is also a Chairman of the Board constituted Review Committee and Restructuring and Reschedulement Committee and is a member of the Board constituted Risk Management Committee, Credit Committee, Corporate Social Responsibility Committee, Investment Committee and Management Committee of the Company.

In compliance with the applicable provisions of the Companies Act, Mr Gagan Banga, as a Director of the Company, retires by rotation, and being eligible, he has offered himself to be reappointed as such in the ensuing AGM

Mr. Sachin Chaudhary – Executive Director & Chief Operating Officer

Mr. Sachin Chaudhary, 47 years of age, established the retail mortgage lending business at the Company and in his executive capacity has been the business head of retail mortgages since 2005. In a short span of just 16 years, Mr. Chaudhary has been successful in establishing one of the country’s largest retail mortgage franchises. His experience and expertise spans all operating functions of retail mortgages which has been vital in building a retail mortgage business that has clocked impressive book growth with tight control over asset quality while maintaining strong profitability. During the course of his career Mr. Chaudhary has developed a strong connect with market participants and he is very adept at spotting industry trends across the country’s diverse geography. As a Board member, drawing from his deep experience and market knowledge, he contributes to shaping the strategy for the retail mortgage business.

The Company is now pursuing a retail-focused tech-enabled asset-light business model. Mr. Sachin Chaudhary will drive this transformation for the Company and will be at the fore-front of shaping this next leg of the Company’s growth.

The proposed main terms and conditions of re-appointment of Mr. Sachin Chaudhary, as Whole Time Director and Key Managerial Personnel, designated as Executive Director and Chief Operating Officer (COO) of the Company, which are more particularly as set out in the agreement between the Company and Mr. Sachin Chaudhary are as follows are as under:

Period	5 years w.e.f. October 21, 2021
Nature	Director, liable to retire by rotation
Designation	Executive Director & Chief Operating Officer
Remuneration	<p>Salary payable shall be in the range of ₹ 20,00,000 to ₹ 40,00,000 per month during the duration of his appointment.</p> <p>Mr. Chaudhary’s present salary is ₹ 20.10 lakhs per month and his annual salary increments will be capped at a maximum of 15% p.a. The upper cap of ₹ 40,00,000 per month mentioned above is a mathematical computation of 15% compounding for 5 years, and is only an enabling authority to the Board and/or Nomination and Remuneration Committee to decide on the salary payable to Mr. Chaudhary. It may be noted that the salary payable to Whole-time Directors is commensurate with the performance of the Company, which is in accordance with the remuneration policy and is reviewed every year by the Nomination and Remuneration Committee.</p>

Stock-based Employee Benefits	Mr. Chaudhary shall also be eligible for stock options under Employee Stock Option Scheme(s) [Stock options/SARs, in terms of ESOP/ESBS] as may be approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time.
Sitting Fees	Nil
Perquisites	Perquisites per annum shall be equivalent to his annual salary. Perquisites include rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and family members, furnishings, payment of premium on personal accident and health insurance, club fees and such other perquisites as may be approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time, subject to an overall ceiling of his annual salary
Other Benefits & Allowances	Other benefits and allowances include use of car with driver, telephones for the Company’s business (expenses whereof would be borne and paid by the Company), house rent allowance or house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund and all other benefits as are applicable to directors and/or senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Company and as approved by the Board of Directors and/or Nomination and Remuneration Committee of Directors, from time to time.
Post Retirement Pension	Subject to fulfilling the eligibility criteria, Mr. Sachin Chaudhary shall be entitled to post- retirement pension and other post-retirement benefit(s) in the form of medical benefits and use of car and all other benefits as are provided to the directors and/or senior employees of the Company, in accordance with the schemes framed/to be framed by the Company and as approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time. The said retiral benefits will be available to Mr. Sachin on his resignation/ retirement or end of service from the Company, whichever is earlier.

The valuation of perquisites will be as per the Income-Tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

The notice period for termination of the said agreement with Mr. Chaudhary is three months. No severance fee is payable by the Company on termination of the agreement.

It is to be noted that through FY2019-20 and FY2020-21 Mr. Chaudhary took voluntary pay cuts, resultantly his total remuneration for FY2020-21 was 30.6% lower than his remuneration in FY2019-20. The remuneration paid to Mr. Chaudhary, during the financial year ended 31st March, 2021, is mentioned in the Annual Return as on March 31, 2021, which is available on the Company’s website on https://www.indiabullshomeloans.com/uploads/downloads/ihfl_annual_return_mgt-7_fy_21-0473818001625301390.pdf.

Mr. Sachin Chaudhary has post graduate qualification in Finance from Centre for Management Development and an Executive MBA from Columbia Business School. In the course of his career, he has worked with ICICI Bank and GE Money. At ICICI Bank he was part of the team that launched the home loans product.

Mr. Chaudhary holds 127,500 Equity Shares of the Company and is not related to any other director on the Board of the Company. He is also a director on the Board of Indiabulls Capital Services Limited and Nilgiri Financial Consultants Limited.

He is a member of Board constituted Risk Management Committee, Asset Liability Management Committee, Customer Grievance Committee, Bond Issue Committee, QIP Committee, Identification Committee and Securities Issuance Committee of the Company and member of Integrated Risk Management Committee of Indiabulls Commercial Credit Limited.

The actual remuneration to be paid to the aforesaid appointee, from time to time during his tenure, shall be subject to overall ceiling of remuneration prescribed in the Act read with Schedule V and applicable Rules thereto, as amended from time to time.

The existing tenure in terms of Shareholders approval dated September 8, 2017 of Mr. Sachin Chaudhary (DIN: 02016992) designated as Executive Director of the Company, shall come to an end on October 20, 2021.

The Company has grown significantly under the leadership and guidance of Mr. Gagan Banga and Mr. Sachin Chaudhary. Keeping in view their vast experience, knowledge and managerial skills, the Nomination & Remuneration Committee has recommended to the Board, (i) the re-appointment of Mr. Gagan Banga consequent to his retirement on rotation and (ii) the re-appointment of Mr. Sachin Chaudhary, Whole- Time Directors and Key Managerial Personnel, as such, for a further period of five years w.e.f. October 21, 2021, consequent upon completion of his existing term on October 20, 2021. The Board is of the view that it will be in the best business interest of the Company that.

- (a) **Mr. Gagan Banga (DIN: 00010894), a Whole-time Director and Key Managerial Personnel designated as Vice-Chairman, Managing Director & CEO of the Company, who retires by rotation, be reappointed;**
- (b) **Mr. Sachin Chaudhary (DIN: 02016992) be re-appointed as a Whole-time Director and Key Managerial Personnel designated as Executive Director and COO of the Company for another term of Five years w.e.f. October 21, 2021.**

Company's Performance Under the Leaderships of the Executive Directors, including Mr. Gagan Banga and Mr. Sachin Chaudhary

Despite an extremely challenging year due to the ongoing pandemic, the Company, under the leadership and guidance of the board and the senior management team has ably navigated the difficult macro-economic environment and ended FY 2020-21 on very strong financial footing:

Particulars	FY 2020-21
CRAR [Standalone]	22.8%
Tier 1 [Standalone]	16.3%
Net Debt to Equity	3.4x
Cost to Income Ratio	12.8%
Book Spread	2.7%
Total Provisions as a % of Loan Book	3.7%
Gross NPA	2.7%
Net NPA	1.6%

In FY 2020-21, the Company raised ₹ 3,773 Crores of regulatory equity/ quasi-equity capital through a QIP, partial sale of investment in OakNorth Bank and FCCB issuance. The QIP and FCCB transactions received considerable participation from a number of diversified and high-quality investors across USA, UK, Asia and Europe, including existing investors. This is a testament to the faith that investors have reposed in the long term prospects of the company. As a result of the capital raises, the Company's capital adequacy as at end of FY 2020-21 stands at 22.8%, with Tier 1 of 16.3%, on a standalone basis. At a gearing of 3.4x, the Company is one of the least levered companies among its peers.

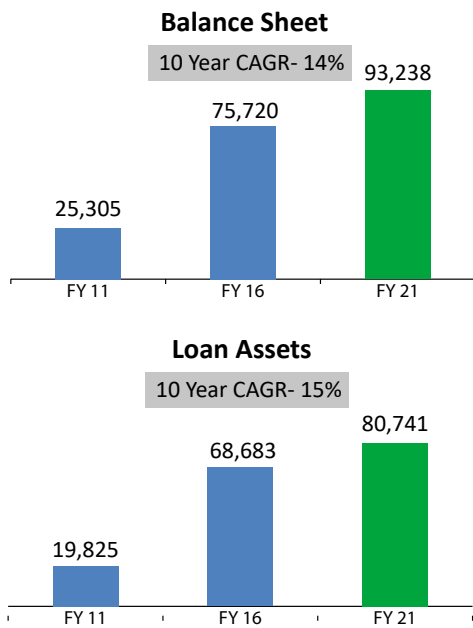
During this period, business has been conducted with particular focus on cost efficiency. Cost-to-income ratio has declined from 16.2% in FY2019-20 to 12.8% in FY2020-21. The senior management took the lead in reducing operating expense by taking voluntary pay cuts. Mr. Gagan Banga took a salary cut of ~80% since October 2019 while Mr. Sachin Chaudhary took a salary cut of over 30% since October 2019.

The Company's asset quality has remained stable through FY 2020-21 despite a period of acute macro-economic stress brought about by the COVID-19 pandemic and resultant lockdowns. Owing to the stable asset quality, FY 2020-21 credit costs for the Company were at only 1.1% of the total loan assets. To fortify its balance sheet, the Company has built up total provisions of ₹ 2,458 Cr on balance sheet which is almost 3x times of the regulatory requirement and equivalent to a healthy 3.7% of its loan book.

The Company's Gross NPAs as at end of FY 2020-21 are at 2.66% while Net NPAs stand at 1.59% - both numbers are computed at a consolidated level on the total loan assets managed.

Even though the Company rationalized its balance sheet growth following the IL&FS default triggered liquidity squeeze for the NBFC/ HFC sector followed by the COVID-19 pandemic, over the last decade, the Company has clocked impressive growth under the leadership and guidance of the Whole-Time Directors and the senior management team. The Company closed FY 2020-21 with a balance sheet size of ₹ 93,238 Crores, up from ₹ 25,305 crores at the end of FY 2010-11 – a CAGR of 14%. Loan assets have also grown at a CAGR of 15% since FY2010-11 to close FY 2020-21 at ₹ 80,741 Crores.

Growth in IBHFL's Balance Sheet Size and Loan Assets



The Company has now embarked on transforming itself to a **“retail focused tech-enabled low-cost mortgage origination and servicing platform”**. With an established ‘originate and securitise’ model as well as strong partners such as HDFC Ltd., Bank of Baroda, RBL Bank and Central Bank of India for co-lending, the Company is now set to grow its retail loan book and profitability. Given the Company has already walked this path successfully in the past under the able leadership of Mr. Banga and Mr. Chaudhary, their rich experience and expertise will be invaluable to the Company for its next leg of growth.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, for the approval by the shareholders, as an Ordinary resolution for re-appointment of Mr. Gagan Banga as a Director, liable to retire by rotation and offered him-self for re-appointment.

Further, the approval of members at Item No. 3 of this Notice is not sought for payment of remuneration to Mr. Banga. Payment of remuneration to Mr. Banga, Vice-Chairman, Managing Director & CEO of the Company is in accordance with the existing shareholders approval dated September 8, 2017.

Further, pursuant to and in terms of the provisions of Section 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, shareholders’ approval, by way of a Special Resolution, is required for the re-appointment of Whole-Time Director and Key Managerial Personnel of the Company and payment of remuneration. The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 11 of this Notice, for the approval of the Members of the Company.

Except the proposed appointees, in resolutions set out at Item No. 3 & 11 of this Notice, proposing their respective re-appointment and payment of remuneration, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

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

Sd/-
Amit Jain

Company Secretary
FCS: 5433

Place: Gurugram
Date: June 29, 2021

To,
KFintech Technologies Private Limited
 Unit : Indiabulls Housing Finance Limited
 Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
 Toll free No. 1800 309 4001
 E-mail: einward.ris@kfintech.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date:	

Notes:

- On registration/ updation, all the communications will be sent to the registered e-mail Id.
 The form is also available on the website of the Company at [www.indiabullshomeloans.com](https://www.indiabullshomeloans.com/investor-relations/agm-notice) under the heading ‘<https://www.indiabullshomeloans.com/investor-relations/agm-notice>’ by the name “E-Communication Registration Form”.
- Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
- Members are requested to keep their depository participants/Company’s Registrar- KFintech Technologies Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given here-in-above is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id