

**INDIABULLS HOUSING FINANCE LIMITED****CIN: L65922DL2005PLC136029****Registered Office:** M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001

Email: homeloans@indiabulls.com, Tel: 011-30252900, Fax: 011-30156901,

Website: www.indiabullshomeloans.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of INDIABULLS HOUSING FINANCE LIMITED will be held on Wednesday, 29th July, 2020 at 11:00 A.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to seek the consent of the shareholders of the Company (“**Members**”), for the resolution appended herein below through remote electronic voting (“**E-voting**”).

In view of the pandemic situation of novel strain of corona virus (“**COVID-19**”) and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made thereunder, the Company proposes for passing of resolution as per this EGM notice.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

Item No 1: 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 Foreign Exchange Management Act, 1999, (the “**FEMA**”) including any amendment(s), statutory modification(s), variation(s) or re-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 vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and 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, (together the “**ECB Guidelines**”) as amended 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 INR 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 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, 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 for an aggregate amount of up to and not exceeding USD 300 Million only (US Dollar Three Hundred Million) 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 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 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, 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 by the applicable laws from time to time.

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 the 1993 Scheme:

1. the issue and allotment of Securities 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, 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 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-

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.”

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

Sd/-

Amit Jain

Company Secretary

Membership No.: FCS 5433

Place: Gurugram

Date: July 3, 2020

NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its Circular dated 15th June, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “**MCA Circulars**”) permitted the holding of the EGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in EGM through VC / OAVM.
2. In compliance with the provisions of the Companies Act, 2013 (the “**Companies Act**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and the MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the EGM Notice is annexed hereto.
4. This EGM 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 July 3, 2020.
5. The Board of Directors of the Company (the “**Board**”, which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed Mr. Atul Khandelwal (Membership No. 524030), Partner of M/s. AGK & Company, Practicing Chartered Accountant, Delhi, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting or during the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ca_atulkhandelwal@rediffmail.com with a copy marked to evoting@kfintech.com.
8. The Member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
9. Since the EGM will be held through VC/OAVM, the route map is not annexed to this EGM Notice.
10. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are

M/s. KFin Technologies Private Limited (“**KFintech**”) (formerly known as “**Karvy Fintech Private Limited**”) having their office at Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, EGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFintech/Depositories. Members may note that the EGM Notice will also be available on the Company’s website at www.indiabullshomeloans.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com/> respectively and on the website of KFintech at <https://evoting.karvy.com>. For any communication, the Members may also send a request to the Company’s investor email id: ca_atulkhandelwal@rediffmail.com.

Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the EGM will be provided by KFintech.

EGM through VC/OAVM: Members will be provided with a facility to attend the EGM through video conferencing platform provided by KFintech. Members can join the EGM 15 minutes before and after the scheduled time of commencement of the EGM. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the MCA Circulars.

11. Instructions for Members for attending the EGM through VC/OAVM are as under:

- i. Attending the EGM: Members will be provided with a facility to attend the EGM through video conferencing platform provided by KFin Technologies Private Limited. Members are requested to visit <https://evoting.karvy.com/> and click on the “e-EGM-Video Conference & Streaming” to join the Meeting by using the remote e-voting credentials.
- ii. Please note that 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 instructions provided in Note No. 14.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
- iv. Members who need assistance before or during the EGM may contact Mr. P.S.R.C.H. Murthy, Manager – RIS, KFin Technologies Private Limited at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the email id: murthy.psrch@kfintech.com or evoting@kfintech.com.

12. Procedure for Remote E-voting

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the

Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, the MCA Circulars and the circulars issued by the SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on the Resolution set forth in this EGM Notice, through remote e-voting.

i. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From	Sunday, July 26, 2020 from 10:00 A.M. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	Tuesday, July 28, 2020 up to 5:00 P.M. (IST)

ii. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

iii. Details of Website: <https://evoting.karvy.com>.

iv. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

v. This EGM 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 July 3, 2020. Any person who acquires Equity Shares and becomes a Member after July 3, 2020 and holds shares as on the cut-off date, i.e. July 22, 2020, may obtain the User ID and password in the manner as mentioned below:

a. 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 +91- 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call KFintech’s Toll free number 1800-345-4001.

d. Member may send an email request to evoting@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Members whose email IDs are available.

vi). Details of person(s) to be contacted for issues relating to e-voting:

Mr. P.S.R.C.H. Murthy

Manager – RIS,

KFin Technologies Private Limited

Unit: **Indiabulls Housing Finance Limited**

Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli,

Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032.
Tel. No.: +91 40 6716 2222;
Toll Free No.: 1800-345-4001;
Fax No.: +91 40 2300 1153/ 2342 0814.
E-mail: murthy.psrch@kfintech.com or evoting@kfintech.com.

vii. The instructions for remote e-voting are as under:

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- b. 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 your vote.
- c. After entering these details appropriately, click on “LOGIN”.
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVEN for Indiabulls Housing Finance Limited.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. July 22, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the EGM Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, 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).

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: ca_atulkhandelwal@rediffmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.

In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFinTech’s website <https://evoting.karvy.com> or at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

13. Instructions for Members for Voting during the EGM:

- i. The procedure for remote e-voting during the EGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the EGM.
- iii. E-voting during the EGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the EGM.
- iv. Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.

14. Procedure for registering the email addresses and obtaining the EGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFinTech (in case of Members holding shares in physical form)

- i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company’s Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the EGM Notice and the e-voting instructions.
- ii. To facilitate Members to receive this EGM Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of

email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFintech are required to provide their email address to KFintech, on or before 5:00 P.M. (IST) on July 26, 2020.

15. Process to be followed for Registration of E-mail address:

A. The process for registration of email address with KFintech for receiving the EGM Notice and login ID and password for e-voting is as under:

- i. Visit the link: https://ris.kfintech.com/email_registration
- ii. Select the Company name viz. Indiabulls Housing Finance Limited.
- iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- v. Enter your email address and mobile number.
- vi. The system will then confirm the email address for receiving this EGM Notice.

B. The process for registration of email address with the Company for receiving the EGM Notice and login ID and password for e-voting is as under:

Members are requested to visit the website of the RTA https://ris.kfintech.com/email_registration and click on “Click here for temporary registration of email-id of Members for EGM 2020” and follow the process as mentioned on the landing page to receive the EGM Notice and Voting Instructions.

- i. After successful submission of the email address, KFintech will email a copy of this EGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFintech.
- ii. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFintech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

16. Submission of Questions / Queries prior to EGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the EGM are requested to write to the Company Secretary on the Company’s investor email-id i.e. investor.relations@indiabulls.com at least 3 (three) days before the date of the EGM so as to enable the Management to keep the information ready. Please note that, Members’ questions will be answered only if they hold the shares as on the cut-off date i.e. July 22, 2020.
- b. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab “Post Your Queries Here” to post their queries/views/questions in the window provided, by mentioning their name, demat account

number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the EGM.

17. Speaker Registration before EGM:

- a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on “Speaker Registration” during this period. Members shall be provided with a “queue number” before the EGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the EGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc., in advance as provided in Note No. 16 above.
- b. Members will be provided with the facility to attend the EGM through VC/OAVM through KFintech’s e-voting system and they may access the same at <https://emeetings.kfintech.com> by clicking “e-EGM-Video Conference & Streaming” and join the Meeting by using the remote e-voting credentials. Please note 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 in the EGM Notice.

18. General Instructions/Information for Members for voting on the Resolution at the EGM:

- a. Members who are present at the EGM through VC/OAVM facility and have not cast their votes on the Resolution through remote e-voting may cast their votes during the EGM through the e-voting system provided by KFintech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.
- b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. July 22, 2020. Members are eligible to cast their vote either through remote e-voting or in the EGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this EGM Notice for information purposes only.
- c. The Scrutinizer after scrutinizing the votes through remote e-voting and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the consolidated Scrutinizer’s Report will be placed on the website of the Company on or before July 31, 2020 and the website of KFintech: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares are listed.

- d. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. July 29, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES THEREUNDER

Item No. 1:

Approval of issuance of securities of the Company through QIP and/or FCCB and/or any other permissible modes:

To augment the long term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities, the Company plans to issue securities of up to USD 300 Million (U.S. Dollars Three Hundred Million) through QIP and/ or FCCB and/or any other approved route. The successful issue of the securities will underline the confidence in the Company, especially in the backdrop of the prolonged liquidity squeeze that the NBFC/ HFC sector is facing and business disruption due to COVID-19. Infusion of fresh capital under the current circumstances will demonstrate to key industry participants such as lenders – especially debt market investors and rating agencies of the Company’s ability to tap equity markets periodically to fund growth. Moreover, the resultant increased CRAR will give confidence to the regulators that the Company is well placed to deal with the COVID-19 impact on business from a position of strength, while ensuring that there is capital to support growth as the economy revives.

The Company is optimistic about growth after having successfully demonstrated liquidity of loan assets over the past 20 months. Lending opportunities in the housing finance industry continues to be strong, and with the competitive landscape now very benign, this fresh capital will serve as a growth capital as lending activity picks up with economic revival. Thus, the issue of these securities will serve the purpose of driving growth, and will serve as confidence capital forming a significant economic moat for the Company.

The resolution proposed vide item no 1 of this Notice is pursuant to Board authorization dated July 3, 2020 to seek an enabling approval from the Members, for raising of the funds up to USD 300 Million (U.S. Dollars Three Hundred Million) or its equivalent in Indian rupees or in any other currency(ies), by way of qualified institutions placement, FCCBs 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 1 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 by issuance of Securities through any of the modes or combination thereof as mentioned in in the resolution, vide agenda item no 1 of this Notice, would not exceed USD 300 Million (US Dollar Three Hundred 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, 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, and/or,
- (b) in case of allotment of eligible convertible Securities, 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.

- **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 1 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. 1 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, if required by any of the regulatory/authority or in case they do not confirm with the SEBI ICDR Regulations 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, 2013, SEBI ICDR Regulations and SEBI Listing Regulations, for issuance of Securities through one or more permissible modes, for an aggregate amount upto USD 300 Million or foreign currency equivalent thereof in the manner as set out at Item no 1 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 EGM.

Your Board, accordingly, recommends passing of the resolution as set out at Item No. 1 of this Notice for the approval of the Members. 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. 1 of this Notice.

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

Sd/-

Amit Jain

Company Secretary

Membership No.: FCS 5433

Place: Gurugram

Date: July 3, 2020

To,

KFintech Technologies Private Limited
Unit : Indiabulls Housing Finance Limited
 Selenium Tower B, Plot 31-32, Gachibowli, Financial
 District, Nanakramguda, Hyderabad – 500 032
 Phone No.: +91 40 6716 2222
 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:

1. Onregistration/updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company at www.indiabullshomeloans.com under the heading "Investors" by the name "E-Communication Registration Form".
3. 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.
4. 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 hereunder 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.