



**INDIABULLS HOUSING FINANCE LIMITED**

**CIN: L65922DL2005PLC136029**

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

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**POSTAL BALLOT NOTICE**

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

**Dear Members,**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Business, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members of Indiabulls Housing Finance Limited ("the Company").

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed, postage pre-paid envelope (postage borne by the Company).

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid envelope (postage borne by the Company), so as to reach the Scrutinizer, at the Corporate Office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurugram, Haryana - 122016, on or before 5:00 P.M. on Monday, December 23, 2019, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid and it will be considered that no reply has been received from the Member.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Fintech Private Ltd. (Karvy) to provide e-voting facility. The e-voting facility is available from Sunday, November 24, 2019 (10:00 A.M. onwards) till Monday, December 23, 2019 (up to 5:00 P.M.). For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by 12:00 Noon on Tuesday, December 24, 2019. The result of the Postal Ballot will be announced latest by 5:00 P.M. on Tuesday, December 24, 2019 at the Company's registered office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. [www.indiabullshomeloans.com](http://www.indiabullshomeloans.com) and the website of Karvy i.e. <https://evoting.karvy.com> and shall also be displayed at the Company's Registered office.

**SPECIAL BUSINESS:**

**Item No. 1:**

**Approval of issuance of non-convertible debentures along with warrants to qualified institutional buyers.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments, statutory modification(s) and / or re-enactment(s) thereof for the time being in force), regulations for qualified institutions placement contained in Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), provisions of the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, Foreign Exchange Management (Non-debt Instruments), Rules, 2019, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, 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 statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable/ issued/to be issued by the Government of India, the

Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the National Housing Bank (“NHB”), BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”), (NSE together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of INR 2 each (“Equity Shares”) are listed, the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, RBI, SEBI and the Stock Exchanges (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include QIP Committee or any duly constituted committee thereof for the time being exercising the powers conferred by the Board), approval of the shareholders of the Company, be and is hereby accorded to the Board to offer, issue and allot secured and/or unsecured non-convertible debentures (“NCDs”) along with warrants (“Warrant”), with a right exercisable by the Warrant holder to convert the Warrants into Equity Shares of the Company at a later date (which shall not exceed the maximum period permitted under SEBI ICDR Regulations), to qualified institutional buyers as defined in the SEBI ICDR Regulations (“QIB”) by way of qualified institutions placement (“QIP”), pursuant to and in accordance with the provisions of Chapter VI of SEBI ICDR Regulations, for cash, in one or more tranches, for an aggregate amount of up to INR equivalent to USD 1 billion at such price or prices, (whether at prevailing market price(s) or at permissible discount of not more than 5 per cent or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) and that the maximum dilution that could take place in the future, if all the Warrants are exchanged with the Equity Shares of the Company, would not exceed 10% of the expanded issued and paid up share capital of the Company on a diluted basis and the objective of the QIP is to augment the long-term resources of the Company for meeting funding requirements of its business activities, repayment of debt and general corporate and other purposes and further that the successful issue of the NCDs will underline the confidence in the Company, especially in the backdrop of the prolonged liquidity squeeze that the NBFC/ HFC sector is facing. The Warrants would provide an opportunity for equity up-side to the investors in the NCD and make the NCD attractive to investors. The Warrants would be exercisable over a 5 year period and would thus not cause immediate dilution in shareholding, preserving Earnings per Share (“EPS”). Over the five year period as the Company’s balance sheet grows, and as leverage resultantly increases, the equity capital from the exercise of the Warrants will serve to moderate the leverage. Thus, the NCD and the Warrant issue will serve the twin purposes of bringing in growth and confidence capital in the immediate future, and equity capital at a later date to support continuing growth of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, in its sole and absolute discretion and in accordance with the relevant provisions of SEBI ICDR Regulations, the floor price of the Equity Shares to be issued pursuant to exercise of Warrants (whether at prevailing market price(s) or at permissible discount of not more than 5 per cent or premium to market price(s) in terms of applicable regulations), and the interest rate of NCDs, provided however that the number of Warrants issued, upon exercise, would result in an issuance of up to 4,75,00,000 (Four Crore Seventy Five Lakhs) Equity Shares and that the new Equity Shares to be issued would result in dilution of up to 10% of the expanded issued and paid-up equity share capital of the Company on diluted basis and that the total amount raised through the issuance of NCDs along with Warrants to QIBs by way of QIP shall be up to INR equivalent to USD 1 billion.

**RESOLVED FURTHER THAT** in accordance with Chapter VI of the SEBI ICDR Regulations the relevant date for the purpose of issuance of the Warrants in the proposed QIP, shall be either the date of the meeting in which the Board decides to open the proposed QIP or the date on which the Warrant holders become entitled to apply for Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted upon exercise of Warrants shall rank *pari passu* with the existing Equity Shares of the Company, in all respects and as may be provided under the terms of the QIP in the placement document(s).

**RESOLVED FURTHER THAT** the allotment of the NCDs along with Warrants shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the QIP, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation, the determination of the terms and conditions for the QIP, the number of NCDs and Warrants to be offered issued and allotted, the number of Equity Shares to be issued and allotted upon exercise of Warrants, issue price, provide discounts as permitted under applicable law, determine premium amount on issue / conversion of the Warrants, determine rate of interest for issue and allotment of NCDs and determine timing for QIP.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into and execute all such arrangements, documents, instruments and writings as may be required to give effect to the QIP, settle all questions, difficulties or doubts that may arise with regard to the QIP, determine utilization of the QIP proceeds, and take all steps which are incidental and ancillary in connection to the QIP, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to QIP Committee or any other committee of Board or subject to applicable law to any one or more director and/ or any one or more executives of the Company to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, things and deeds on behalf of the Company and make such filings with the regulatory authorities, including the Registrar of Companies, Delhi and Haryana, to effectively implement this resolution.”

**Item No. 2:**

**Approval of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“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 Compensation 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 2019’ (hereinafter referred to as the “**Scheme**”) and to transfer and/or offer and/or grant employee stock options (“**ESOPs**”) and/or fully paid-up equity shares of the Company of face value of INR 2 each (“**Shares**”) and/or such number of Stock Appreciation Rights (“**SARs**”) to be settled in cash, under the Scheme, from time to time, upto an aggregate of 1,70,00,000 (One Crore Seventy Lakhs) Shares, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, as may be decided solely by the Board under the Scheme, through an Employee Welfare Trust (hereinafter referred to as “**Trust**”) to be set-up by the Company, in compliance with SBEB Regulations, at such price or prices or such formula as decided by the Board in compliance with SBEB Regulations, in one or more tranches, and on such terms and conditions, as may be determined by the Board, to the benefit of the permanent employees or directors of the Company, as may be permissible under the SBEB Regulations (the “**Employees**”). The Trust, in compliance with the SBEB Regulations, shall purchase the Shares, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, from the secondary market, for the purpose of administration and implementation of the Scheme for the benefit of the Employees and grant the ESOPs/Shares/SARs to the Employees. 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.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organization, and others, the Board shall decide on the fair and reasonable adjustment to be made to the ESOPs and/or Shares and/or SARs granted earlier, 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 to the Shareholders, the ceiling as aforesaid of 1,70,00,000 (One Crore Seventy Lakhs) Shares shall be deemed to increase in proportion of such additional shares issued pursuant to such corporate action, to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the price of acquisition payable by the ESOPs grantees and/or holder of SARs under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the ESOPs grantees and/or holder of SARs.

**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 Shares and/or SARs under the Scheme shall be transferred or granted to the Employees at minimum floor price that shall be not less than (a) the closing market price of the Shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) as on the working day immediately preceding the date of transfer or grant of Shares and/or SARs under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the 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 transfer or grant of Shares and/or SARs under the Scheme, whichever is higher, 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 as required under the 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 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; and 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, it is further resolved that all the ESOPs and/or SARs granted under the Scheme can vest in the Employees only after a minimum period of 3 years from the date of the grant.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP and/or transfer Shares and/or grant SARs 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 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 and to grant such number of ESOPs and/or Shares and/or SARs, to the Employees, at par or at such other price, 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, as may be specified by any statutory authority and/or to give effect to any 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 stock options without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

**Item No. 3:**

**Approval to grant Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the subsidiary company (ies), if any, of the Company, under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**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 Compensation 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 offer and grant employee stock options (“**ESOPs**”) and/or fully paid-up equity shares of the Company of face value of INR 2 each (“**Shares**”) and/or such number of Stock Appreciation Rights (“**SARs**”) to be settled in cash, under ‘Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019’ (hereinafter referred to as the “**Scheme**”), from time to time, 1,70,00,000 (One Crore Seventy Lakhs) options, within the overall ceiling of 1,70,00,000 (One Crore Seventy Lakhs) Shares, as specified in a separate resolution, to be approved by the shareholders of the Company, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, as may be decided solely by the Board under the Scheme, through an Employee Welfare Trust (hereinafter referred to as “**Trust**”) to be set-up by the Company, in compliance with SBEB Regulations, at such price or prices or such formula as decided by the Board in compliance with SBEB Regulations, in one or more tranches and on such terms and conditions, as may be determined by the Board, to the benefit of the permanent employee(s) 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**”). The Trust, in compliance with the SBEB Regulations, shall purchase the Shares, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, from the secondary market, for the purpose of administration and implementation of the Scheme for to the benefit of the Employees and grant the ESOPs/Shares/SARs to the Employees. 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.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organization, and others, the Board shall decide on the fair and reasonable adjustment to be made to the ESOPs and/or Shares and/or SARs granted earlier, 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 to the Shareholders, the ceiling as aforesaid of 1,70,00,000 (One Crore Seventy Lakhs) Shares shall be deemed to increase in proportion of such additional shares issued pursuant to such corporate action, to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the price of acquisition payable by the ESOPs grantees and/or holder of SARs under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**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 Shares and/or SARs under the Scheme shall be transferred or granted to the Employees at a minimum floor price that shall be not less than (a) the closing market price of the Shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) as on the working day immediately preceding the date of

transfer or grant of Shares and/or SARs under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the 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 transfer or grant of Shares and/or SARs under the Scheme, whichever is higher, 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 as required under the 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 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; and 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, it is further resolved that all the ESOPs and/or SARs granted under the Scheme can vest in the Employees only after a minimum period of 3 years from the date of the grant.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP and/or issue or transfer Shares and/or grant SARs 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 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 and to grant such number of ESOPs and/or Shares and/or SARs, to the Employees, at par or at such other price, 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, as may be specified by any statutory authority and/or to give effect to any 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 stock options without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

#### **Item No. 4:**

#### **Grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the Employees of Company and that of the Subsidiary company (ies) by way of Secondary Acquisition under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions, of the Companies Act, 2013 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 any Committee, including the Compensation Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company (“**Shareholders**”) be and is hereby accorded for creation and/or transfer and/or offer and/or grant employee stock options (“**ESOPs**”) and/or fully paid-up equity shares of the Company of face value of INR 2 each (“**Shares**”) and/or such number of Stock Appreciation Rights (“**SARs**”) to be settled in cash or equity shares, under the ‘**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019**’ (hereinafter referred to as the “**Scheme**”), from time to time, in respect of the eligible employees and directors of the Company and its subsidiaries (hereinafter referred to as an “**Employee(s)**”) by way of secondary market acquisition of fully paid-up equity shares of the Company for implementation of the Scheme upto the fullest extent of limits prescribed hereunder and those under the SBEB Regulations as may be decided solely by the Board under the Scheme, not exceeding 1,70,00,000 (One Crore Seventy Lakhs) equity shares of the Company in aggregate of face value of INR 2/- (Rupees Two) each, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, through an Employee Welfare Trust (herein after referred to as “**Trust**”) to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board subject however that such secondary acquisition by the Trust in any financial year shall not exceed 2% (Two Percent) of the paid-up equity share capital as at the end of the previous financial year, more particularly, in accordance with the provisions of the Scheme, SBEB Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organization, and others, the Board shall decide on the fair and reasonable adjustment to be made to the ESOPs and/or Shares and/or SARs granted earlier, 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 to the Shareholders, the ceiling as aforesaid of 1,70,00,000 (One Crore Seventy Lakhs) Shares, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution, shall be deemed to increase in proportion of such additional shares issued pursuant to such corporate action, to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESOPs grantees and/or holder of SARs under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Rupees Two) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the ESOPs grantees and/or holder of SARs.

**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 Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the SBEB Regulations and other applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

**Item No. 5:**

**Approval of Trust Route for the implementation of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"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 Compensation 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 implement '**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019**' (hereinafter referred to as the "**Scheme**") through an Employee Welfare Trust (hereinafter referred to as "**Trust**") to be instituted as per the provisions of all applicable laws, including without limitation, Indian Trust Act, 1882, as amended, the SBEB Regulations and the Companies Act, 2013 and the rules made thereunder and the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company for the purpose of implementation of the Scheme or any other employee stock plan or share based employee benefit plan which may be introduced by the Company from time to time, (hereinafter referred to as "**Employees Benefit Plan**"), 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.

**RESOLVED FURTHER THAT** the Company should 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 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 the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

**Item No. 6:**

**Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 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**"), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 as amended from time to time (hereinafter referred to as "**Companies Rules**") 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 any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by

this resolution), consent of the members of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to the Employee Welfare Trust (hereinafter referred to as “**Trust**”), to be set up by the Company, on such terms and conditions as may be deemed fit by the Board, for an amount not exceeding 5% (Five percent) of the aggregate of the paid up share capital and free reserves of the Company for the purpose of purchase of fully paid-up equity shares of the Company by the Trust/Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under ‘**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019**’ (hereinafter referred to as the “**Scheme**”), or any other employee / plan or share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as “**Employee Benefit Plan(s)**”) from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SBEB Regulations, the Companies Rules and other applicable laws and regulations.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable by the Trust and recoverable by the Company from time to time during the term of the Scheme and or Employee Benefit Plan(s) as the case may be in accordance with the provisions of the Scheme and all applicable laws including the SBEB Regulations.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchanges, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary or expedient and also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Committee was authorised to do for the purpose of giving effect to this resolution.”

**Item No. 7:**

**Approval for grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 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 any Committee, including the Compensation Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the members of the Company (“**Shareholders**”) be and is hereby accorded for creation and/or transfer and/or offer and/or grant employee stock options (“**ESOPs**”) and/or fully paid-up equity shares of the Company of face value of INR 2 each (“**Shares**”) and/or such number of Stock Appreciation Rights (“**SARs**”) to be settled in cash or equity shares, of equal to or more than 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding warrants and conversions) at the time of grant of ESOPs/SARs/Shares, during any one year, to identified employees of the Company in accordance with the SBEB Regulations and ‘**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019**’ (hereinafter referred to as the “**Scheme**”).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders.”

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

Place: Gurugram  
Date: November 18, 2019

Sd/-  
**Amit Jain**  
Company Secretary  
Membership No.: FCS 5433

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, 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 November 15, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. The Postal ballot Notice will be available on Company's website [www.indiabullshomeloans.com](http://www.indiabullshomeloans.com).
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot.
5. The Board of Directors has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from Sunday, November 24, 2019 (10:00 A.M. onwards) till Monday, December 23, 2019 (up to 5:00 P.M.) as the e-voting module shall be disabled for voting by Karvy Fintech Pvt. Ltd. thereafter, no voting shall be allowed beyond 5:00 P.M. on Monday, December 23, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Monday, December 23, 2019. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
8. All material documents related to the abovementioned resolution and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 4:00 P.M. till Monday, December 23, 2019.
9. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first. For voting, please read carefully the "Procedure/ instructions for voting" enumerated herein:
10. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website.
11. A Member cannot exercise his vote by proxy on Postal Ballot.
12. Corporate/ Institutional Members (that is, other than individuals, HUF, NRI, etc.) opting for Postal Ballot voting are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
13. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
14. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. The Scrutinizer will submit his report to the Chairman/Whole-time Director / CEO / Director after the completion of scrutiny, and the result of the voting by Postal Ballot and e-voting will be announced by the Chairman/Whole-time Director or CEO or any Director of the Company duly authorized, on or before Tuesday, December 24, 2019 at the Registered Office of the Company and will also be displayed on the Company website, and communicated to the Stock Exchanges, Registrar and Share Transfer Agent on the said date.
17. The Results shall be declared along with the Scrutinizers' Report latest by 5:00 P.M. on Tuesday, December 24, 2019 at the Registered Office of the Company and shall also be placed on the Company's website [www.indiabullshomeloans.com](http://www.indiabullshomeloans.com) and on the website of Karvy Fintech Pvt Ltd., and shall be communicated to the Stock Exchanges wherein the Company's shares are listed.



## 18. PROCEDURE/INSTRUCTIONS FOR VOTING

### PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

### E-VOTING

The instructions for Members for e-voting are as under:

#### A. In case a Member receives an e-mail from Karvy Fintech Pvt. Ltd and wants to vote electronically:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e.- user-id & password) mentioned on the Notice.

Your Folio/DP Client ID will be your User-ID.

User ID	For members holding shares in Demat Form: <ul style="list-style-type: none"> <li>• <b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID.</li> <li>• <b>For CDSL:</b> 16 digits beneficiary ID.</li> </ul> <b>For Members holding shares in Physical Form:</b> <ul style="list-style-type: none"> <li>• Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company.</li> </ul>
Password	Your Unique password is printed on the Postal Ballot Notice / Electronic notice forwarded through email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv. Members can cast their vote online from 10:00 A.M. on Sunday, November 24, 2019 to 5:00 P.M. on Monday, December 23, 2019 (both days inclusive).
- v. After entering these details appropriately, click on “LOGIN”.
- vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (AZ), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e.- 'Company Name'.
- ix. If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any company, then your existing login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholders do not want to cast, select 'ABSTAIN'.
- xi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Corporates/Institutional Members (corporate /Fls/Flls/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to [nishantmittal1995@gmail.com](mailto:nishantmittal1995@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the Board Resolution should be in the naming format “Corporate Name\_ Event no.”
- xiv. If you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot Password” option available on <https://evoting.karvy.com>.

**B. In case a Member receives Postal Ballot Form through Post and wants to vote electronically:**

- i. Initial password is provided along with the Postal Ballot Form.
  - ii. Please follow all steps from SI. No. (i) to SI. No. (xiv) as mentioned in (A) above, to cast e-vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Fintech Pvt. Ltd at Tel No. 1800 345 001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Ms. C Shobha Anand, Dy. General Manager, Karvy Fintech Pvt. Ltd. at Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel no. +91 40 67162222, and e-mail ID : [evoting@karvy.com](mailto:evoting@karvy.com).
19. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice by email and wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company [www.indiabullshomeloans.com](http://www.indiabullshomeloans.com).
20. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolutions.
21. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: Karvy Fintech Private Limited (Unit: Indiabulls Housing Finance Limited) Karvy Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67162222 Fax: +91 40 23001153 Email: [inward.ris@karvy.com](mailto:inward.ris@karvy.com). The members are requested to update / register their email addresses with the Company's RTA / Depositories, to facilitate timely receipt of all communications / notices by the Company and effective participation by the shareholders of the Company in exercise of their voting rights.

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

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Special Resolutions.

**Item No. 1:****Approval of issuance of non-convertible debentures along with warrants to qualified institutional buyers:**

The Company plans to issue NCDs along with Warrants under the QIP route. Such maximum number of NCDs and Warrants will be issued so that the aggregate value would be up to INR equivalent of USD 1 billion. The number of Warrants that may be issued would be decided by the Board. If the Warrants are exercised to be exchanged with the Equity Shares of the Company, it would result in a maximum issue of 4.75 Crore Equity Shares of the Company of face value of INR 2 each. The maximum dilution that could take place in the future, if all the Warrants are exchanged with the Equity Shares of the Company, would not exceed 10% of the expanded issued and paid up share capital of the Company on a diluted basis.

The successful issue of the NCDs will underline the confidence in the Company, especially in the backdrop of the prolonged liquidity squeeze that the NBFC/ HFC sector is facing. The Warrants would provide an opportunity for equity up-side to the investors in the NCD and make the NCD attractive to investors. The Warrants would be exercisable over a 5 year period and would thus not cause immediate dilution in shareholding, preserving EPS. Over the five year period as the Company's balance sheet grows, and as leverage resultantly increases, the equity capital from the exercise of the Warrants will serve to moderate the leverage. Thus, the NCD and the Warrant issue will serve the twin purposes of bringing in growth and confidence capital in the immediate future, and equity capital at a later date to support continuing growth of the Company.

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities, repayment of debt and general corporate and other purposes, the Board at its meeting held on November 6, 2019, approved the issue of NCDs along with the Warrants, with a right exercisable by the warrant holder to exchange the said Warrants with the Equity Shares, to QIBs for an amount of up to INR equivalent to USD 1 billion, by way of QIP pursuant to and in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").

The issue/allotment of NCDs along with Warrants may be consummated in one or more tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "**Board**" which term shall be deemed to include QIP Committee or any other Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the NCDs and Warrants that may be issued to the QIBs in the proposed QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations. For issuance of Warrants, the Board may in accordance with applicable law and, if required, in consultation with book running lead managers, offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations.

For the purpose of issuance of the Warrants in the proposed QIP, the relevant date shall be either the date of the meeting in which the Board decides to open the proposed QIP or the date on which the Warrant holders become entitled to apply for Equity Shares. The allotment of NCDs along with Warrants shall be completed within 365 days from the date of resolution passed by the shareholders.

The equity shares of face value of INR 2 each ("**Equity Shares**") of the Company to be allotted pursuant to exercise of Warrants shall rank *pari passu* in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The NCDs and Warrants shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time. The secured NCDs proposed to be issued will be secured by a first ranking *pari passu* charge on present and future receivables and current assets of the Company for the principal amount and accrued interest thereon.

The proposed QIP may result in the issuance of NCDs along with Warrants to investors who may not be shareholders of the Company. Therefore, consent of the shareholders is being sought by passing a special resolution as set out in the Notice, pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof, the SEBI ICDR Regulations and any other applicable law for the time being in force.

None of the Promoters or Directors will participate either in the offer or separately in furtherance of the objects.

Accordingly, the Board in the interest of the Company, recommends passing of the Special Resolution, as set out at Item No. 1 of this Notice.

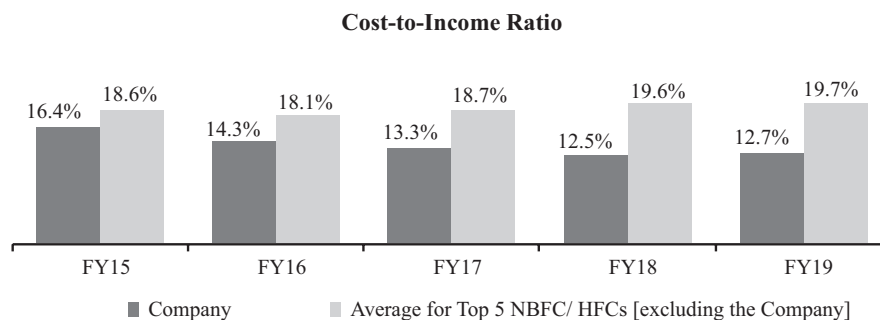
None of the Directors, Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in the above resolution, except to the extent of their shareholding in the Company.

**Item Nos. 2 to 7:**

**Approval for creation of Share Based Employees Benefits Scheme and of Employees Welfare Trust:**

Stock benefit schemes are an effective means of aligning the long-term interests of the employees with those of the Company. Stock benefit schemes provide an opportunity to employees to participate in the growth of a company and create long-term wealth.

Historically, the Company has had one of the lowest cost-to-income ratios amongst its NBFC – HFC peers. Increasing employee productivity along with effective technology deployment has contributed to cost-effective operations of the Company.



Equity-based compensation also serves to attract, retain and motivate key employees. The company also aims to use ESOPs as a way to incentivize Key Management Personnels, who through their skills and performance have played a vital role in the success of the Company and are considered indispensable for the future growth of the Company.

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

1. **Pricing:** Shares under the scheme will be transferred or granted to employees at minimum floor price that shall not be less than higher of the following two:
  - a. the closing market price of the Shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) as on the working day immediately preceding the date of transfer or grant of Shares and/or SARs under the Scheme,
  - b. the average of the weekly high and low of the volume weighted average prices of the 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 transfer or grant of Shares and/or SARs under the Scheme.
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.
3. **Vesting Period:** While the first tranche of the 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 shares granted under a scheme. Thus, shares granted under a scheme will get vested over a period of minimum 3, or more years.
4. **Grant to employees:** 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.

To this effect, the Company proposes to create and implement share based employees benefits scheme, in accordance with the SBEB Regulations, *inter-alia* including ‘**Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019**’ or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter individually and/or collectively referred to as the “**Scheme**”) and to transfer and/or offer and/or grant employee stock options (“**ESOPs**”) and/or fully paid-up equity shares of the Company of face value of INR 2 each (“**Shares**”) and/or stock appreciation rights (“**SARs**” as defined in SBEB Regulations) under the Scheme, from time to time, upto an aggregate of 1,70,00,000 (One Crore Seventy Lakhs) Shares, being not more than 4% (Four percent) of the 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. In line with the SBEB Regulations, the Company proposes to create an employee’s welfare trust titled “Indiabulls Housing Finance Limited – Employees Welfare Trust” (the “**Trust**”) to efficiently manage the current as well as any future Schemes and to authorize the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company being not more than 4% (Four percent) of the paid-up equity share capital of the Company from the secondary market, for the purpose of administration and implementation of the Scheme for the benefit of the permanent employees or directors of the Company and its existing and/or futuristic subsidiary companies, as may be permissible under the SBEB Regulations (the “**Employees**”).

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.

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 Employee Welfare Trust.

A Board constituted Compensation Committee (consisting of a majority of independent directors of the Company) would administer and superintendent the Scheme. Approval of the members is being sought for the creation of the Scheme and setting up the Trust to administer and implement the Scheme.

**Brief explanation of the purpose of Items No. 2 to 7:**

Items No. 2 to 7 deal with the various aspects of actualizing the stock benefit schemes. A short description of each of these items is presented below:

**Item No. 2:** Create share based employee benefit scheme to grant ESOPs and/or fully paid-up equity shares of the Company and/or stock appreciation rights upto an aggregate of 1,70,00,000 (One Crore Seventy Lakhs) shares, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution and its implementation through an Employee Welfare Trust.

**Item No. 3:** Extend stock benefit scheme to employees of the Company's direct and indirect subsidiaries.

**Item No. 4:** Grant of ESOPs/ Shares/ SARs by way of secondary market Acquisition.

**Item No. 5:** Implement the stock benefit scheme through an Employee Welfare Trust.

**Item No. 6:** Enable the Employee Welfare Trust to avail loan from the Company to implement and manage the stock benefit scheme.

**Item No. 7:** Authorize grant of ESOPs and/or shares and/ or Stock Appreciation Rights equal to or more than 1% of the issued share capital of the Company to any one or more eligible identified employee during any one financial year.

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(s)**

The Scheme will be administered through 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 or that of the holding company, working in India or out of India, and the Directors of the Company and its subsidiaries (both present and future) or the holding company, 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 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 Shares that may be acquired by the Trust by way of secondary market acquisition for the purpose of transfer under the 'Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019' (consisting of ESOPs / Shares / SARs) shall not exceed 1,70,00,000 (One Crore Seventy Lakhs) fully paid-up equity shares of the Company of face value of INR 2 each, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution. The Trust shall acquire the Shares by way of secondary market acquisition in in one or more tranches. For the purpose of the Scheme (consisting of ESOPs / Shares / SARs) the Trust shall acquire Shares only by way of secondary market acquisition.

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 2019:**

Following class / classes of employees are entitled to participate in Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019:

- 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.

Following class / classes of employees are not 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, all the ESOPs and/or SARs granted under the Scheme can vest in the Employees only after a minimum period of 3 years from the date of the grant. The holder of such ESOPs and/or SARs shall be entitled to apply for the Shares upon completion of each vesting period. 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 in the employment 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 transferred to the Employees under the employee stock purchase plan (which shall be part of the Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019) shall be locked-in for a period of 1 (one) year from the date of 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 Shares and/or SARs under the Scheme shall be transferred or granted to the Employees at a minimum floor price that shall be not less than (a) the closing market price of the Shares of the Company available on the recognised stock exchange of India (where the trading volume of Shares is higher) as on the working day immediately preceding the date of transfer or grant of Shares and/or SARs under the Scheme, or (b) the average of the weekly high and low of the volume weighted average prices of the 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 transfer or grant of Shares and/or SARs under the Scheme, whichever is higher, and 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. 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 Committee from time to time. The Employees would be granted ESOPs / Shares / SARs, under the Scheme, based on various parameters such as performance rating, period of service, rank or designation 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.

As per Regulation 6(3) of the SBEB Regulations, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the Company at the time of grant of ESOPs/Shares/SARs. Further, the Committee may identify certain Employee(s) to whom it may be necessary to grant ESOPs/Shares/SARs exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 7 provides that the Company may grant ESOPs/Shares/SARs equal to or exceeding 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding warrants and conversions) at the time of grant of ESOPs/Shares/SARs, during any one year to the Employee(s) identified by the Committee.

**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.

**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 a 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 upto an aggregate of 1,70,00,000 (One Crore Seventy Lakhs) Shares from secondary market, being not more than 4% (Four percent) of the paid-up equity share capital of the Company as on the date of passing of this resolution.

**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, as prescribed under SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (“Companies 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, hold and deal in the equity shares of the Company exceeding 2% fully paid-up Equity Shares, in each FY being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March, 2019, as prescribed under the SBEB Regulations, for the purpose of implementation of the Scheme or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SBEB 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 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 and applicable income tax.

**18. Particulars of Trust and name, address, occupation 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 is proposed to be set-up with the name “Indiabulls Housing Finance Limited – Employees Welfare Trust” having its registered office at M-62&63, First Floor, Connaught Place, New Delhi – 110 001.

**Particulars of the Trustees being appointed:**

The Trustee(s) would be appointed by the Board and / or the Committee duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013 and the SBEB Regulations.

A person shall not be appointed as a trustee to hold such shares, if he (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (Ten percent) or more of the paid-up share capital 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 may be covered or interested under the Scheme but only to the extent of stock options as may granted to them, if any, under the Scheme / Trust and 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 stock options / fully paid-up equity shares / SARs, under the Scheme which would vest subject to vesting conditions prescribed by the Committee or Board. 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 or may hold and sell after a definite period of time at his/ her discretion. 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 Options, 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 Option 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. In these circumstances, 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/SARs.

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of Special Resolution(s) set out at Item No. 2 to 7 of this Notice.

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 their entitlements, if any.

The Board recommends passing of the said Resolutions, as set out at Item No. 2 to 7 of this Notice, as Special Resolution(s), in the interest of the Company.

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

Place: Gurugram  
Date: November 18, 2019

Sd/-  
**Amit Jain**  
Company Secretary  
Membership No.: FCS 5433





**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

**POSTAL BALLOT FORM**

**(Please read the instructions printed overleaf carefully before filling this form)**

Sr. No. \_\_\_\_\_

1. Name and Registered Address of the sole/first named Shareholder :
  
2. Names of the Joint Member(s) if any :
  
3. Registered folio No. / \*DP ID No. and Client ID No. (\*Applicable to investors holding shares in dematerialized form) :
  
4. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated November 18, 2019, by recording my/our Assent (For) or Dissent (Against) to the said Special Resolutions in the following manner:

<b>S. No.</b>	<b>Description of Special Resolutions</b>	<b>No. of shares held by me/us</b>	<b>I/We assent to the resolution</b>	<b>I/We dissent from the resolution</b>
1	Approval of issuance of non-convertible debentures along with warrants to qualified institutional buyers.			
2	Approval of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019 and grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the Company.			
3	Approval to grant Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the employees of the subsidiary company (ies), if any, of the Company, under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.			
4	Approval to grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the Employees of Company and that of the Subsidiary company (ies) by way of Secondary Acquisition under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.			
5	Approval of Trust Route for the implementation of Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.			

S. No.	Description of Special Resolutions	No. of shares held by me/us	I/We assent to the resolution	I/We dissent from the resolution
6	Approval for provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Indiabulls Housing Finance Limited - Employee Stock Benefit Scheme 2019.			
7	Approval for grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options and/or Shares and/or Stock Appreciation Rights.			

Place:

Date:

(Signature of the shareholder)

**E-Voting**

**Users who wish to opt for e-voting may use the following login credentials**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

**NOTE: INSTRUCTIONS**

1. A member desiring to exercise vote through postal ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed BRE envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder, will also be accepted.
2. This form should be completed and signed by the member. In case of joint-holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
3. Unsigned postal ballot forms shall be rejected.
4. Consent must be accorded by placing (✓) in the column, 'if I/We assent to the resolution' or dissent must be accorded by placing (✓) in the column, 'if I/We dissent to the resolution'. Form bearing (✓) in both the columns will be treated as invalid.
5. Duly completed postal ballot form should reach the scrutinizer not later than 5:00 P.M. on Monday, December 23, 2019. All postal ballot forms received after this date and time will be strictly treated as if reply from such shareholder has not been received.
6. In case of Shares held by Companies, Trusts, Societies etc., the duly completed postal ballot forms should be accompanied by certified copies of the resolutions passed by their Boards of Directors / Governing Bodies.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member(s) on November 15, 2019.
8. Members are requested to not to send any other paper along with the postal ballot forms in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.