

Indiabulls

Indiabulls Housing Finance Limited

INDIABULLS HOUSING FINANCE LIMITED

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

CIN: L65922DL2005PLC136029

Email: helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240,

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

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING of the members of **INDIABULLS HOUSING FINANCE LIMITED** will be held on **Thursday, the 8th day of September, 2016 at 10:00 A.M. at Maple Emerald, Rajokri, NH-8, New Delhi-110038**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividends, declared on equity shares of the Company, for the financial year 2015-16.
3. To appoint a Director in place of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Manjari Ashok Kacker (DIN: 06945359), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the Twelfth Annual General Meeting of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W- 100018), be and is hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twelfth Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

Item No. 6:

To consider and if thought fit, to pass the following

resolution, as a Special Resolution, for increase in borrowing powers of the Company:

"RESOLVED THAT in supersession of the resolution passed at the 10th Annual General Meeting of the Company held on September 7, 2015, consent of the members of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, as may be amended from time to time, to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers conferred by this resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company's bankers in its ordinary course of business), may exceed the aggregate of its paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 125,000 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as it may, in its absolute discretion deem necessary, including, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers, herein conferred to any Committee of Directors and / or directors and / or officers of the Company, to give effect to the authority of this resolution."

Item No. 7:

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

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Housing Finance Companies Issuance of Non-Convertible Debentures on a Private Placement Basis (NHB) Directions



2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to other applicable regulations/guidelines, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures ("NCDs") secured or unsecured and/or Bonds and/or any other hybrid instruments (not in the nature of equity shares), which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions 2010, for cash, either at par or premium or discount to the face value, under one or more shelf disclosure documents and/or under one or more letters of offer, as may be issued by the Company, and in one or more series, on private placement basis, from time to time, during a period of one year from the date of passing of this Resolution, such that the total amount to be raised through issue of NCDs / Bonds / any other hybrid instruments shall be within the overall borrowing limits of INR 125,000 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers, herein conferred to any Committee of Directors and / or directors and / or officers of the Company, to give effect to the authority of this resolution.

Item No. 8:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for conversion of loan into equity:

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all such approval(s), sanction(s), if any, of the regulatory authorities, as may be required in this regard, and further subject to exercise of rights by the lenders, only in the event of persistent defaults by the Company in the repayments of loans and / or interest thereon, to convert their loan into equity shares of the Company, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise powers conferred by this resolution), be and is hereby authorized

to convert the whole or part of the outstanding loans of the Company, which have already been availed or which may be availed by the Company, under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents, including at a price, to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions for raising the loans from time to time, with an option to convert such loans into equity shares of the Company, any time during the currency of the loans, subject to exercise of rights by the lenders only in the event of persistent defaults by the Company in the repayments of loans and / or interest thereon.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, including to create, offer, issue and allot equity shares of the Company, to the Lenders and to resolve and settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit to give effect to the authority of this resolution."

Item No. 9:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India), as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), who was appointed as an Independent Director of the Company, w.e.f. September 29, 2014 and whose term of office expires on September 28, 2016 and in respect of whom the Company has received a notice

in writing from a member proposing Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) as a candidate for the office of an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term from September 29, 2016 up to September 28, 2021 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 10:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Brig. Labh Singh Sitara (Retd.), as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), who was appointed as an Independent Director of the Company, w.e.f. September 29, 2014 and whose term of office expires on September 28, 2016 and in respect of whom the Company has received a notice in writing from a member proposing Brig. Labh Singh Sitara (Retd.) as a candidate for the office of an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term from September 29, 2016 up to September 28, 2021 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 11:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Shamsher Singh Ahlawat, as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shamsher Singh Ahlawat (DIN: 00017480), who was appointed as an Independent Director of the Company, w.e.f. September 29, 2014 and whose term of office expires on September 28, 2016 and in respect of whom the Company has received a notice in writing from a member proposing Mr. Shamsher Singh Ahlawat as a candidate for the office of an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term from September 29, 2016 up to September 28, 2021 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 12:

To consider and if thought fit, to pass the following resolution, as a Special Resolution, for re-appointment of Mr. Prem Prakash Mirdha, as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prem Prakash Mirdha (DIN: 01352748), who was appointed as an Independent Director of the Company, w.e.f. September 29, 2014 and whose term of office expires on September 28, 2016 and in respect of whom the Company has received a notice in writing from a member proposing Mr. Prem Prakash Mirdha as a candidate for the office of an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term from September 29, 2016 up to September 28, 2021 **AND THAT** he shall not be liable to retire by rotation.”

Item No. 13:

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution, for appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India), as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), in respect of whom the Company has received a notice in writing from a member proposing Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term from September 29, 2016 up to September 28, 2018 **AND THAT** she shall not be liable to retire by rotation.”

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

Place: Gurgaon
Date: August 8, 2016

Sd/-
Amit Jain
Company Secretary



NOTES:

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 8th day of September, 2016 to Monday, 12th day of September, 2016 (both days inclusive), for annual closing.
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- (c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office or at Corporate Office of the Company, at Gurgaon, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxy form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- (d) Electronic copy of the Notice of the 11th Annual General Meeting of the Company and the Annual Report for FY 2015-16 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copy of Notice of the 11th Annual General Meeting of the Company inter-alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form and the Annual Report for FY 2015-16 is being sent in the permitted mode.
- (e) The Notice of the 11th Annual General Meeting and the Annual Report for FY 2015-16 is being sent to all the members, whose names appeared in the Register of Members as on August 5, 2016, and to Directors and the Auditors of the Company. Members may

note that said Notice and the Annual Report for FY 2015-16 will also be available on the Company's website: <https://www.indiabullshomeloans.com> for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office or at Corporate Office of the Company, at Gurgaon for inspection during normal business hours on working days.

- (f) Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
 - II. The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, the 5th day of September, 2016 at 10:00 A.M. and ends on Wednesday, the 7th day of September, 2016 at 5:00 P.M. During this period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date being Friday, the 2nd day of September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

- ii) Enter the login credentials (i.e.-User-ID & password) mentioned on the Notice. Your Folio No. / DP ID Client ID will be your User-ID.

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

- iii) Please contact on toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from Monday, the 5th day of September, 2016 at 10:00 A.M. to Wednesday, the 7th day of September, 2016 at 5:00 P.M.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e.-'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast vote, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /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 raj@macroconsulting.in with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.
- VI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being, Friday, the 2nd day of September, 2016.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date being, Friday, the 2nd day of September, 2016, may obtain the login-id and password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Use Details/Password" option available on "https://evoting.karvy.com"
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Raj Kumar (Membership No. 501863) of M/s. AMRK & Associates, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



- X. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: <https://www.indiabullshomeloans.com> and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- XIII. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office and at Corporate Office of the Company at Gurgaon, during normal business hours (9:30 a.m. to 5:30 p.m.) on all working days except Saturdays, upto and including the date of AGM of the Company.
- XIV. Profile of Directors retiring by rotation and seeking appointment/re-appointment, in terms of Regulations 36 of SEBI Listing Regulations have been provided in the Corporate Governance Report forming part of Annual Report.
- XV. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. We propose to send all future communications in electronic mode to the email addresses provided by you. Shareholders whose e-mail addresses are not registered with us are requested to get their e-mail addresses registered with us, so that your Company could contribute to the safety of environment.

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

Item No. 6

The Shareholders of Company in their 10th Annual General Meeting held on 7th September, 2015 approved the borrowing upto INR 100,000 Crores. However in order to sustain growth of Company's business, substantial funds are required to be raised by it from various Banks / Institutions / Corporates / Entities etc. which may exceed the limit earlier approved by the Shareholders. It is therefore proposed to increase the borrowing limit of the Company from INR 100,000 Crores to INR 125,000 Crores.

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

The Board recommends for the approval of Members to authorize the Board for the borrowings, as set out at Item No. 6 of this Notice, as an enabling authorization, by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be interested/ concerned in this resolution, except to the extent of their respective shareholdings in the Company, if any.

Item No. 7

In terms of the provisions of Section 42 of the Companies Act 2013 read with the Rules framed thereunder (Act), a

company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs"), on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. The shareholders of the Company in their 10th Annual General Meeting held on September 7, 2015 have authorized the Company to issue NCDs. However such authorization shall remain valid up till September 6, 2016. To get this authorization extended upto a further period of one year from the date of this meeting, approval of the members is being sought to enable the Board to issue NCDs, secured or unsecured and / or any other hybrid instruments, which can be classified as being Tier II capital, under the provisions of the Housing Finance Companies (NHB) Directions 2010, on a private placement basis, upto INR 125,000 Crore, the borrowing limits of the Company.

The Board recommends for the approval of Members to authorize the Board for issue of NCDs and / or Bonds and / or any other hybrid instruments, as set out at Item No. 7 of this Notice, as an enabling authorization, by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/ concerned in this resolution, except to the extent of their respective shareholdings in the Company, if any.

Item No. 8

To enable the Company to borrow monies, from time to time, within the overall borrowing limits of the Company, in compliance with Reserve Bank of India circular dated June 8, 2015, bearing reference number DBR.BP.BC.101 / 21.04.132 / 2014-15 for strategic debt restructuring, the

Company is required to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance, whether already availed or to be availed by the Company, from time to time, upon exercise of rights by the Lenders, which shall be only in the event of persistent defaults by the Company in the repayments of loans and / or interest thereon, into equity shares of the Company, on such terms and conditions as may be deemed appropriate by the Board including at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

The Board recommends for the approval of Members to authorize the Board for exercising the authority of the resolution, as set out at Item No. 8 of this Notice, as an enabling authorization, by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested / concerned in this resolution, except to their respective shareholdings in the Company, if any.

Item No. 9 to 12

To ensure continuity of guidance from Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), Brig Labh Singh Sitara (Ex-army official and Dhyanchand award winner sportsman) (DIN: 01724648), Mr. Shamsheer Singh Ahlawat (DIN: 00017480) and Mr. Prem Prakash Miradha (DIN: 01352748), the existing Independent Directors of the Company, the Board has recommended their re-appointments as independent director(s) of the Company for another term of 5 years from September 29, 2016 to September 28, 2021.

The proposed re-appointments would also enable the Company to comply with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI Listing Regulations relating to the appointment of Independent Directors.

The Company has received from all the proposed appointee directors a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, and based on the Board's evaluation, all the proposed appointee(s) fulfill the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for the respective re-appointments as Independent Directors of the Company and are independent of the Management. Upon approval of the shareholders to their appointment as Independent Directors their appointment shall be formalized by issuing a letter of appointment to them, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Brief profile of the proposed appointees, nature of their expertise along with the details, required to be provided in terms of Regulation 36 of the SEBI Listing Regulations have been provided in the Corporate Governance Report forming part of Annual Report.

Accordingly, the Board recommends the resolutions as set out at Item Nos. 9 to 12 of this Notice, for the approval by the shareholders, as Special Resolutions.

Except the proposed appointees, in respective resolutions set out at Item Nos. 9 to 12 of this Notice, proposing their appointments, none of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, in such resolutions.

Item No. 13:

The Board of Directors of the Company (Board) has proposed the appointment of Justice Gyan Sudha Misra (Retd. Justice – Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company for a period of 2 (two) years, effective from September 29, 2016 till September 28, 2018.

The proposed appointment would enable the Company to comply with the applicable provisions of the Companies Act 2013 ("Act") and of the SEBI Listing Regulations relating to the appointment of Independent Directors.

The Company has received from the proposed appointee director a declaration to the effect that she fulfills the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, the proposed appointee fulfills the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for her appointment as Independent Director of the Company and is independent of the Management. Upon approval of the shareholders to her appointment as Independent Director, her appointment shall be formalized by issuing a letter of appointment to her, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Brief profile of the Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India), nature of her expertise along with the details, required to be provided in terms of Regulation 36 of the SEBI Listing Regulations have been provided in the Corporate Governance Report forming part of Annual Report.

Accordingly, the Board recommends the resolution, as set out at Item No. 13 of this Notice, for the approval by the shareholders, as an Ordinary Resolution. None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of this Notice.

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

Place: Gurgaon
Date: August 8, 2016

Sd/-
Amit Jain
Company Secretary



Indiabulls

Indiabulls Housing Finance Limited

INDIABULLS HOUSING FINANCE LIMITED

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

CIN: L65922DL2005PLC136029

Email: helpdesk@indiabulls.com, **Tel:** 0124-6681199, **Fax:** 0124-6681240,

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

FORM NO. MGT 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65922DL2005PLC136029

Name of the Company: **INDIABULLS HOUSING FINANCE LIMITED**

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

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

Name of the Member (s): _____

Registered address: _____

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

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eleventh Annual General Meeting of the Company, to be held on the Thursday, the **8th day of September, 2016 at 10:00 A.M.** at Mapple Emerald, Rajokri, NH-8, New Delhi-110038, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	BRIEF DETAILS OF THE RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.
2	Confirmation of payment of interim dividends, declared on equity shares for the financial year 2015-16.
3	Re-appointment of Mr. Gagan Banga (DIN:00010894), an Executive Director designated as Vice-Chairman and Managing Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.
4	Re-appointment of Mrs. Manjari Ashok Kacker (DIN:06945359), Non-Executive Director, who is liable to retire by rotation and, being eligible offers herself for re-appointment.
5	Ratification of the appointment of Messers Deloitte Haskins & Sells LLP, Chartered Accountants (Regn. No. 117366W/W-100018), as the auditors of the Company and fixing their remuneration.
	SPECIAL BUSINESS
6	Approval for increase in borrowing powers of the Company upto INR 125,000 Crore.
7	Approval to issue of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis, upto the borrowing limit of INR 125,000 Crore.
8	Approval for conversion of loan into equity, subject to exercise of rights by the lenders only in the event of persistent defaults by the Company in the repayments of loans and/or interest thereon.
9	Re-appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954), as an Independent Director of the Company.
10	Re-appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648), as an Independent Director of the Company.
11	Re-appointment of Mr. Shamsher Singh Ahlawat (DIN: 00017480), as an Independent Director of the Company.
12	Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director of the Company.
13	Appointment of Justice Gyan Sudha Misra (Retd. Justice Supreme Court of India) (DIN: 07577265), as an Independent Director of the Company.

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix
revenue
stamp
of Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office or Corporate office of the Company at Indiabulls House, 448-451, Udyog Vihar, Phase V, Gurgaon, Haryana-122016 not less than 48 hours before the commencement of the Meeting.



Indiabulls

Indiabulls Housing Finance Limited

INDIABULLS HOUSING FINANCE LIMITED

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

CIN: L65922DL2005PLC136029

Email: helpdesk@indiabulls.com, **Tel:** 0124-6681199, **Fax:** 0124-6681240,

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

ATTENDANCE SLIP

Folio No.*: _____

No. of Shares: _____

DP ID: _____

Client ID: _____

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

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

I hereby record my presence at the Eleventh Annual General Meeting of the Company held on Thursday, the **8th day of September, 2016 at 10:00 A.M.** at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.

MAP OF THE VENUE

