

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://financial.indiabulls.com/>

NOTICE

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING OF INDIABULLS HOUSING FINANCE LIMITED** will be held on Monday, September 29, 2014 at 5:00 P.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, to transact the following business:-

Item No. 1:

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution for issuance of Non-Convertible Debentures and/or Bonds and/or other hybrid instruments on a private placement basis:

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

date of passing of this Resolution within the overall approved borrowing limits of the Company.”

Item No 2:

To consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of M/s Sangani and Company, Chartered Accountants as Branch Auditors for Dubai Representative Office of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s Sangani and Company, Chartered Accountants, having Registration No. 14, issued by the Ministry of Economy, U.A.E., be and are hereby appointed as the branch auditors of the Company for the purpose of audit of the accounts of its Representative office at Dubai, for a period of 3 (three) years to hold office as such, for the financial year 2014-15 to 2016-17 and until the conclusion of the 12th Annual General Meeting, subject to the ratification of such appointment by the Members of the Company at every Annual General Meeting and on such terms and conditions including remuneration payable to them, as may be fixed by the Board of Directors of the Company.”

Item No. 3:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of Justice Surinder Singh Nijjar (Retd. Justice Supreme Court of India), as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the

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Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Justice Surinder Singh Nijjar (Retd. Justice Supreme Court of India) (DIN: 06964806), in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (two) consecutive years effective from the conclusion of this Extra-ordinary General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 4:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for 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 other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN 06949954), in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (two) consecutive years effective from the conclusion of this Extra-ordinary General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 5:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Mrs. Manjari Ashok Kacker (Ex-member CBDT), as a Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mrs. Manjari Ashok Kacker (Ex-member CBDT) (DIN: 06945359), be and is hereby appointed as a director, liable to retire by rotation, in respect of whom the Company has received a notice in writing from a member, proposing her candidature for the office of director of the Company and that her appointment shall be effective from the conclusion of this Extra-ordinary General Meeting”

Item No. 6:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for 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 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Brig. Labh Singh Sitara (DIN: 01724648), in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (two) consecutive years effective from the conclusion of this Extra-ordinary General Meeting **AND THAT** he shall not be liable to retire by rotation.”

Item No. 7:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for re-appointment of Mr. Shamsheer Singh Ahlawat, as an Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the



Notice (Contd.)

Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shamsher Singh Ahlawat (DIN: 00017480), an existing Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (two) consecutive years effective from the conclusion of this Extra-ordinary General Meeting **AND THAT** he shall not be liable to retire by rotation."

Item No. 8:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Prem Prakash Mirdha (DIN: 01352748), an existing Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (two) consecutive years effective from the conclusion of this Extra-ordinary General Meeting **AND THAT** he shall not be liable to retire by rotation."

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

Place: New Delhi
Date: September 3, 2014

Sd/-
Amit Jain
Company Secretary



NOTES:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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.
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- (c) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 29th August, 2014. The Notice of the Meeting is also posted on the website of the Company <http://financial.indiabulls.com/>.
- (d) The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
- (e) The voting through electronic means will commence on September 18, 2014 at 10.00 A.M. and will end on September 20, 2014 at 5.00 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
- (f) The Company has appointed Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (g) The procedure and instructions for e-voting are as follows:
- 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:- 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 EGM 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 September 18, 2014 at 10.00 A.M. to September 20, 2014 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

Notice (Contd.)

- 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 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) 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 **sanjay918@gmail.com** with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- (h) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (i) The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://financial.indiabulls.com/> and on the website of Karvy within two (2) days of passing of the resolutions at the EGM of the Company.
- (j) 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 address provided by you. **So, shareholders whose email address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.**

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 1 to 8 of the accompanying Notice dated September 3, 2014.

Item No. 1:

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 its Non-Convertible Debentures ("NCDs") / Bonds etc., on a private placement basis, is required to obtain the prior approval of its Shareholders by way of a Special Resolution. The existing authorization from the shareholders of the Company, to issue such NCDs etc, is valid till August 10, 2015. To get this authorization extended upto a period of one year from the date of this extra-ordinary general meeting, the Board has recommended the passing of the Resolution, as set out at Item No. 1 of this Notice, by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution at Item No. 1 of this Notice.

Item No. 2:

Basis the recommendation of the Audit Committee, the Board has proposed the appointment of M/s Sangani and Company, Chartered Accountants, having Registration No. 14, issued by

the Ministry of Economy, U.A.E., as the branch auditors of the Company for the purpose of audit of the accounts of its Representative office at Dubai, for a period of 3 (three) years to hold office as such, for the financial year 2014-15 to 2016-17 and until the conclusion of the 12th Annual General Meeting, subject to the ratification of such appointment by the Members of the Company at every Annual General Meeting.

M/s Sangani and Company has consented to the said appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Board accordingly recommends the appointment of M/s Sangani and Company, Chartered Accountants, as set out at Item No. 2 for the approval of the Members. None of the Directors or Key Managerial Personnel of the Corporation or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

Item Nos. 3 to 8:

To achieve the highest standards of Corporate Governance in its management, and to introduce a true sense of professionalism in the Board of the Company, the Board has proposed the appointments of Justice Surinder Singh Nijjar (Retd. Justice Supreme Court of India) (DIN: 06964806), Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954) and Brig Labh Singh Sitara (Ex-army official and Dhyanchand award winner sportsman) (DIN: 01724648), as Independent Directors and of Mrs. Manjari Ashok Kacker (Ex-Member, CBDT) (DIN: 06954941), as a non-executive director.

Your company, in keeping with its long term commitment to induct eminent and distinguished people from the field of banking, finance, public policy and legal/judicial background, has taken earnest steps in this direction. This is reflected in the proposed appointments of Dr. K.C Chakrabarty, Ex-Deputy Governor of RBI and of Justice Surinder Singh Nijjar and Justice Bisheshwar Prasad Singh, Ex-Supreme Court Judges, as independent directors and of Mrs. Manjari Ashok Kacker, Ex-Member, CBDT, as non-executive director, on the Board of your company.

Similarly, appointment of Brig Labh Singh Sitara (Ex-army official and Dhyanchand award winner sportsman), as

independent director is proposed keeping in mind his sterling track record of service to the nation both as a soldier and his service to the cause of society as a public servant. Brig Sitara is known to have espoused many social causes post his retirement from the army and has been connected with many social and cultural organizations.

Further to ensure continuity of guidance from Mr. Shamsher Singh Ahlawat (DIN: 00017480) and Mr. Prem Prakash Mirdha (DIN: 01352748), the existing Independent Directors of the Company, the Board has recommended their re-appointments as Independent Directors of the Company.

The proposed appointments would also enable the Company to comply with the applicable provisions of the Companies Act 2013 ("Act") and of the Listing Agreement relating to the appointment of Independent Directors and of a Woman Director.

All the proposed Independent Directors, namely Justice Nijjar, Justice Singh, Brig Sitara, Mr. Ahlawat and Mr. Mirdha, have furnished a declaration to the Company confirming that they meet with the criteria of independence, as prescribed for independent directors under the Act and the rules made thereunder. In the opinion of the Board, all these individuals fulfill the conditions for their respective appointment(s), as Independent Directors of the Company, as specified in the Act and the Listing Agreement, and all of them are independent of the management of the Company.

Brief profile of the proposed appointees, nature of their expertise along with the details, required to be provided in terms of Clause 49 of the Listing Agreement, are provided hereunder:

Justice Surinder Singh Nijjar (Retd. Justice - Supreme Court of India) (DIN: 06964806)

Justice Surinder Singh Nijjar is a retired Judge of Supreme Court of India. During his tenure as Supreme Court Justice, he was also the Chairman of Mediation and Conciliation Project Committee of Supreme Court of India. Before his elevation to Supreme Court of India, he was the Chief Justice of the High Court at Calcutta, and before that he was the acting Chief Justice of Punjab & Haryana High Court. He has also served as a Judge of Punjab & Haryana High Court and of the High Court at Bombay. Before joining the Judiciary, he practiced law in England & at the High Court at Punjab & Haryana, in India for around 19 years specializing in constitutional and writ matters. Presently he is a full time

Arbitrator in International commercial arbitration as well as domestic arbitration.

Justice Nijjar is a law graduate from the University of London and also did Bar-at-Law from Middle Temple Inn, London. He was also elected as a Master of the Bench (Bencher) of Middle Temple Inn, London.

Justice Nijjar does not hold any share in the Company and he is not related to any other director of the Company.

Justice Nijjar is not on the Board of any other company.

Justice Bisheshwar Prasad Singh (Retd. Justice - Supreme Court of India) (DIN: 06949954)

Justice Bisheshwar Prasad Singh is a retired Judge of Supreme Court of India. Before his elevation to Supreme Court of India, he was the Chief Justice of Bombay High Court, and prior to which he has also served as a Judge of Patna High Court and of Karnataka High Court. Before joining the Judiciary, he practiced law for around 22 years in the Supreme Court of India specializing in civil, criminal & constitutional matters.

Justice Singh is an honors graduate from Delhi University and also holds Bachelor of Laws Degree from the Delhi University.

Justice Singh does not hold any share in the Company and he is not related to any other director of the Company.

Justice Singh is not on the Board of any other company.

Mrs. Manjari Ashok Kacker (Ex-member CBDT) (DIN: 06945359)

Mrs. Manjari Ashok Kacker was a member of Indian Revenue Services and retired as a Member of Central Board of Direct Taxes (CBDT), in the rank of Special Secretary to the Government of India. During her long association with the Government she held important senior positions both in several Executive capacities as well as in policy formation roles. She possesses long and varied experience in several fields like administration, assessment of corporate and large Industrial houses, representing Government cases before the Tax Tribunal, Governmental establishment matters in coordination with allied agencies at the highest level, tax arbitration and settlement, all aspects of court craft etc. Mrs. Kacker is presently a Government nominated Independent Director on the Board of Life Insurance Corporation of India (LIC).

Mrs. Kacker holds a Master's Degree in Chemistry from University of Kanpur and joined Indian Revenue Services in

1974. She also holds a Diploma in Business Administration (JBIMS).

Mrs. Kacker does not hold any share in the Company and she is not related to any of the Directors on the Board of the Company.

Brig Labh Singh Sitara (Retd.) (DIN: 01724648)

Brigadier (Retd.) Labh Singh Sitara, had a career spanning three decades in Indian Army during which he led troops both in war and peace. Brig Sitara has also been awarded Dhyan Chand Award, which is India's highest award for lifetime achievement in sports and games and had also won three medals in the Asian Games.

He is an Honorary Sports Advisor to the Sports Department of the Government of Punjab and is also a member of the Punjab Sports Council and Vice President of District Sainik Welfare Department of the Government of Punjab.

Brig Sitara holds a bachelor degree in economics from Punjab University, Chandigarh. As a distinguished army officer and an Olympian, he has undergone staff training at the Defence Services Staff College, Wellington, Nilgiris.

Brig. Sitara does not hold any shares in the Company and he is not related to any of the Directors on the Board of the Company.

Brig. Sitara is also on the Board of Indiabulls Real Estate Limited, Indiabulls Securities Limited, Lucina Land Development Limited and Indiabulls Power Limited. He is member of Compensation Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of Indiabulls Power Limited. He is also member of Stakeholders Relationship Committee of Indiabulls Securities Limited. He is the Chairman of Corporate Social Responsibility Committee of Lucina Land Development Private Limited.

Mr. Shamsher Singh Ahlawat (DIN: 00017480)

Mr. Shamsher Singh Ahlawat, an Ex-banker, retired at a senior managerial position from State Bank of India. He has over 20 years of rich and varied experience at different senior level positions with the Bank in the areas of Commercial Banking, Merchant Banking and Credit Division.

Mr. Ahlawat holds a post graduate degree in history from St. Stephens College, New Delhi.

Mr. Ahlawat does not hold any shares in the Company and he is not related to any of the Directors on the Board of the Company.

Mr. Ahlawat is also on the Board of Store One Retail India Limited, Indiabulls Constructions Limited, Indiabulls Wholesale Services Limited, Elena Power And Infrastructure Limited, Indiabulls Realtech Limited, Indiabulls Real Estate Limited and Indiabulls Power Limited. He is also Chairman of Audit Committee, Corporate Social Responsibility Committee, Compensation Committee and member of Nomination & Remuneration Committee and Stakeholders Relationship Committee. He is also Chairman of Audit Committee and Corporate Social Responsibility Committee and also member of Nomination & Remuneration Committee and Compensation Committee of Store One Retail India Limited. He is Chairman of Audit Committee, Compensation Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of Indiabulls Power Limited. He is also Chairman of Corporate Social Responsibility Committee and member of Audit Committee and Nomination & Remuneration Committee of Indiabulls Realtech Limited. He is also Chairman of Nomination & Remuneration Committee, Compensation Committee and Corporate Social Responsibility Committee and member of Audit Committee and Stakeholders Relationship Committee of Indiabulls Wholesale Services Limited. He is also Chairman of Audit Committee and member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Compensation Committee of Indiabulls Real Estate Limited. He is also member of Corporate Social Responsibility Committee of Elena Power and Infrastructure Limited.

Mr. Prem Prakash Mirdha (DIN: 01352748)

Mr. Prem Prakash Mirdha is an Industrialist with interests in the cement business. He has over 20 years of rich and varied experience in the areas of administration, finance, regulatory and projects execution. Prior to this, he had a long stint of 11 years with the merchant navy.

Mr. Mirdha holds 300 equity shares in the Company and he is not related to any of the Directors on the Board of the Company.

Mr. Mirdha is also on the Board of Indiabulls Securities Limited, Indiabulls Real Estate Limited, Store One Retail India Limited, Happy Tummy Kitchens Private Limited and Indiabulls Power Limited. He is a member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company. He is also a member of Audit Committee, Compensation Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of Indiabulls Power Limited. He is also member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of Indiabulls Securities Limited and also member of the Nomination & Remuneration Committee of Store One Retail India Limited and Indiabulls Real Estate Limited.

Keeping in view the vast & varied experience & knowledge of the proposed appointees, the Board has recommended that these individuals are appointed on its Board in the manner as set out at item no 3 to 8 of this Notice.

Upon approval of the shareholders to the appointment of Independent Directors, their appointment shall be formalized by the Board 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.

Accordingly, the Board recommends the resolutions for the approval by the shareholders, as Ordinary Resolutions, as set out at Item Nos. 3 to 8 of this Notice. Except the proposed appointees, in respective resolutions 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 the resolutions set out at Item Nos. 3 to 8 of this Notice.

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

Place: New Delhi
Date: September 3, 2014

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://financial.indiabulls.com/>

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://financial.indiabulls.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 Extra-Ordinary General Meeting of the Company, to be held on Monday, September 29, 2014 at 5:00 P.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
1	Private placement of Non-Convertible Debentures and/or hybrid instruments.
2	Appointment of M/s Sangani and Company, Chartered Accountants, having Registration No. 14 as the branch auditors for Dubai Representative Office of the Company.
3	Appointment of Justice Surinder Singh Nijjar (Retd. Justice Supreme Court of India) (DIN: 06964806) as an Independent Director.
4	Appointment of Justice Bisheshwar Prasad Singh (Retd. Justice Supreme Court of India) (DIN: 06949954) as an Independent Director.
5	Appointment of Mrs. Manjari Ashok Kacker (Ex-member CBDT) (DIN: 06945359) as a Director.
6	Appointment of Brig. Labh Singh Sitara (Retd.) (DIN: 01724648) as an Independent Director.
7	Appointment of Mr. Shamsheer Singh Ahlawat (DIN: 00017480) as an Independent Director.
8	Appointment of Mr. Prem Prakash Mirdha (DIN: 01352748) as an Independent Director.

Signed this _____ day of _____, 2014

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 of the Company, not less than 48 hours before the commencement of the Meeting.



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://financial.indiabulls.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 Extra-Ordinary General Meeting of the Company held on Monday, the September 29, 2014 at 5:00 P.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.