



IIFL Home Finance Limited

CIN No. U65993MH2006PLC166475

Regd. Office - IIFL House, Sun Infotech Park, Road no. 16V, Plot no.
B-23, MIDC Thane Industrial Area, Wagle Estate, Thane - 400604
Corporate Office- Plot No.98, Udyog Vihar, Phase - IV, Gurgaon - 122015
Tel: (91-22) 2580 6654 Fax: (91-22) 3929 4000
Email: secretarialhfc@iifl.com Web Site- <http://www.iiflhomeloans.com>

SHORTER NOTICE

Notice is hereby given that the Twenty Sixth Extra-Ordinary General Meeting of IIFL Home Finance Limited will be held on Tuesday, 16th Day of Aug, 2022 at 11 A.M. at 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai-400069 to inter *alia* consider and transact the following business:

SPECIAL BUSINESS:

Item No. 1: APPROVAL OF THE ISSUANCE OF EQUITY SHARES ON A PRIVATE PLACEMENT CUM PREFERENTIAL ALLOTMENT BASIS AND PRIVATE PLACEMENT OFFER LETTER IN FORM PAS-4

To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 62, Section 42 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable rules notified under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and all other applicable laws, as amended from time to time, the provisions of the share subscription agreement dated 9 June 2022 executed by and between Platinum Owl C 2018 RSC Limited (acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust, a trust established by way of deed of settlement dated 27 January 2019 in the Abu Dhabi Global Market, as a determinate and revocable proper law trust, known as Platinum Jasmine A 2018 Trust) (the **“Proposed Allottee”**) and the Company (**“SSA”**), the enabling provisions of the memorandum and articles of association of the Company, subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s), consent of the shareholders be and is hereby accorded to invite/ offer, issue and allot the below number of equity shares to the Proposed Allottee, each having a face value of INR 10 (Indian Rupees Ten only) (**“Subscription Securities”**) and premium of INR 4,081.9140616 (Indian Rupees Four Thousand and Eighty One point nine one four zero six one six only), on a private placement cum preferential allotment basis in the manner set out below (**“Offer”**), and that the draft letter of offer in Form PAS-4 for issue of the Subscription Securities and draft record of private placement (in form PAS-5) along with other documents related to the proposed issue of Subscription Securities as approved by the board of directors of the Company, be and are hereby approved.

The details of the subscriber/offeree to the Offer are set out below:



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Name of Subscriber	Class of Security	Number of Equity Shares offered	Face Value of each Equity Share (INR)	Total subscription amount (INR)
Platinum Owl C 2018 RSC Limited (acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust, a trust established by way of deed of settlement dated 27 January 2019 in the Abu Dhabi Global Market, as a determinate and revocable proper law trust, known as Platinum Jasmine A 2018 Trust)	Equity shares	5,376,457	10	22,000,000,000*

**Platinum Owl C 2018 RSC Limited, acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust is being allotted 5,376,457 Equity Shares with premium of INR 4,081.9140616 (Indian Rupees Four Thousand and Eighty One point nine one four zero six one six only) per equity share. However, for the purpose of any filings with the jurisdictional Registrar of Companies, this number will be rounded off to 'INR 4081.91'. Keeping in view the above arrangement, INR 4081.91 that shall be received towards security premium per equity share shall be inserted under the head "Premium amount paid per security (if any)" of the PAS-3 required to be filed in relation to the aforementioned allotment by the Company.*

RESOLVED FURTHER THAT the equity shares proposed to be issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing fully paid up equity shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any director of the Company be and is hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application form to the Proposed Allottee.

RESOLVED FURTHER THAT the approval is hereby accorded to the Company to execute the Form PAS-5 in connection with the issuance of the Subscription Securities, a current draft of which has been tabled before the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the director, company secretary and the chief financial officer of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Subscription Securities under the private placement offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of Subscription Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the shareholders 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 any of the director, company secretary and the chief financial officer of the Company be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take such necessary action as may be required for the purpose of the private placement offer and to submit all documents to the concerned authorities with respect to the same.

RESOLVED FURTHER THAT any of the director, company secretary and the chief financial officer of the Company, be and are hereby severally authorized to issue and deliver certified copies of this resolution, if necessary.”

**By Order of the Board of Directors,
For IIFL Home Finance Limited**

Sd/-
Ajay Jaiswal
Company Secretary
Membership Number: F6327
Date: 13.08.2022
Place: Gurugram

NOTES:

1. The Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the extra-ordinary general meeting of the Company (“**EGM**” or the “**Meeting**”) is annexed hereto.
2. The Company has received consent from the members to conduct the AGM on shorter notice in accordance with section 101 of the Companies Act, 2013.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.
4. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate Members must be supported by an appropriate resolution/authority, as applicable
5. A Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder(s).
6. Proxy in the prescribed Form No. MGT – 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the EGM.
7. Pursuant to Section 113 of the Companies Act, 2013 and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the EGM.
8. Members / proxies are requested to bring the Attendance Slips duly filled in to the EGM.
9. The form for consenting to call this extra-ordinary general meeting at shorter notice is attached to this notice.
10. A route map showing directions to the venue of the EGM is annexed to the Notice as per the requirement of the Secretarial Standard - 2 on General Meetings.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Company is proposing to issue equity shares, each having a face value of INR 10 (Indian Rupees Ten only) ("**Subscription Securities**") on a private placement basis, to Platinum Owl C 2018 RSC Limited (acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust, a trust established by way of deed of settlement dated 27 January 2019 in the Abu Dhabi Global Market, as a determinate and revocable proper law trust, known as Platinum Jasmine A 2018 Trust) (the "**Investor**") (the "**Offer**").

The relevant details of the Offer and the equity shares proposed to be issued and other material facts in connection thereto are provided hereunder.

1. Size of the proposed issue of the Subscription Shares:

Name of Subscriber	Class of Security	Number of Equity Shares offered	Face Value of each Equity Share (INR)	Total subscription amounts (INR)
Platinum Owl C 2018 RSC Limited (acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust, a trust established by way of deed of settlement dated 27 January 2019 in the Abu Dhabi Global Market, as a determinate and revocable proper law trust, known as Platinum Jasmine A 2018 Trust)	Equity shares	5,376,457	10	22,000,000,000*

**Platinum Owl C 2018 RSC Limited, acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust is being allotted 5,376,457 Equity Shares with premium of INR 4,081.9140616 (Indian Rupees Four Thousand and Eighty One point nine one four zero six one six only) per equity share. However, for the purpose of any filings with the jurisdictional Registrar of Companies, this number will be rounded off to 'INR 4081.91'. Keeping in view the above arrangement, INR 4081.91 that shall be received towards security premium per equity share shall be inserted under the head "Premium amount paid per security (if any)" of the PAS-3 required to be filed in relation to the aforementioned allotment by the Company.*

2. **Date of passing of Board resolution for offer through private placement:**
13th Aug, 2022

3. **Proposed time schedule for which the offer letter is valid.**

The offer will open on August 17, 2022 to September 30, 2022.

4. **The object of the issue:**

The proceeds proposed to be raised in terms of the Offer will be utilized for the business of the Company and to fund the expansion and growth of the Company.

5. **The total number of shares or other securities to be issued:**

5,376,457 Equity Shares

6. **The amount which the Company intends to raise by way of such securities:**

INR 22,000,000,000 (Indian Rupees Twenty Two Billion only)

7. **The price at which shares are proposed to be offered and allotted:**

Each Subscription Security is proposed to be issued at subscription price of INR 4,091.9140616 (Indian Rupees Four Thousand and Ninety One point nine one four zero six one six only) per share ("**Issue Price**") aggregating to INR 22,000,000,000 (Indian Rupees Twenty Two Billion only).

8. **Basis on which the price (including premium, if any) has been arrived along with the report of the registered valuer:**

The Issue Price for the offer is based on the valuation report July 27, 2022 submitted by a registered valuer, namely Sundae Capital Advisors Private Limited. The copy of the valuation report has also been circulated to the shareholders of the Company.

9. **Relevant date with reference to which the price has been arrived at:**

May 31, 2022

10. **The class or classes of persons to whom the allotment is proposed to be made:**

The offer for the issuance of the Subscription Shares is being made to the Investor.

11. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

None

12. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None

13. Principle terms of assets charged as securities:

None

14. The proposed time limit within which the allotment shall be completed:

The Offer for issue of the Subscription Securities (limited to such number of securities as specified in the cover letter to the application form for the proposed allottee) will be valid from the date of issue of the offer letter upto September 30, 2022. The Investor is required to submit its acceptance to subscribe to the entitled securities in whole or in part on or before September 30, 2022, failing which the Offer will be deemed to have been rejected by the Investor. The Company will complete the issue and allotment of the Subscription Securities within a period of 60 (sixty) days from the date of receiving the application money.

15. The names of the proposed allottee and the percentage of post private placement offer capital that may be held by them on a fully diluted basis:

Name of Allottee	Class of Shares	No. of Shares	Price per Share (Face Value + Premium) in Rupees) (INR)	Face Value per Share (INR)	Percentage Holding (post preferential allotment)
Platinum Owl C 2018 RSC Limited (acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust, a trust established by way of deed of settlement dated 27 January 2019 in the Abu Dhabi Global Market, as a determinate and revocable proper law trust, known as Platinum Jasmine A 2018 Trust)	Equity Shares	5,376,457	4,091.9140616 *	10	20.41%

**Platinum Owl C 2018 RSC Limited, acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust is being allotted 5,376,457 Equity Shares with premium of INR 4,081.9140616 (Indian Rupees Four Thousand and Eighty One point nine one four zero six one six only) per equity share. However, for the purpose of any filings with the jurisdictional Registrar of Companies, this number will be rounded off to 'INR 4081.91'. Keeping in view the above arrangement, INR 4081.91 that shall be received towards security premium per equity share shall be inserted*



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under the head "Premium amount paid per security (if any)" of the PAS-3 required to be filed in relation to the aforementioned allotment by the Company.

16. The change in control, if any, in the company that would occur consequent to the private placement offer:

NIL

17. The number of persons to whom allotment on private placement basis has already been made during the year, in terms of number of securities as well as price:

NIL

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

19. The expected dilution in equity share capital upon conversion of preference shares:

Not applicable

20. The pre issue and post issue shareholding pattern of the Company:

Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters holding				
1	Indian				
	Individual				
	Bodies Corporate*	2,09,68,181	100	2,09,68,181	79.59
	Sub-total	2,09,68,181	100	2,09,68,181	79.59
2	Foreign promoters				
	Sub-total (A)				
B	Non-Promoters holding				
1	Institutional Investors				
2	Non-Institutional investors				
	Private Corporate bodies				



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Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
	Directors and relatives				
	Indian Public				
	Others [including Non-resident Indians (NRIs)]	-	-	5,376,457	20.41
	Sub-total (B)			5,376,457	20.41
	Grand Total (A+B)	2,09,68,181	100	26,344,638	100

*600 Shares are held by six individual shareholders holding 100 equity shares each as nominee of IIFL Finance Limited.

**By Order of the Board of Directors,
For IIFL Home Finance Limited**

**Sd/-
Ajay Jaiswal
Company Secretary
Membership Number: F6327
Date: 13.08.2022
Place: Gurugram**

**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 : U65993MH2006PLC166475

Name of the Company : IIFL HOME FINANCE LIMITED

Registered Office : IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B23, Thane Industrial Area, Wagle Estate, Thane- 400604, Maharashtra and having a place of business at Plot No. 98, Udyog Vihar, Phase IV, Gurugram - 122015, Haryana.

Name of the Member (s) :

Registered address :

E-mail id :

Folio No. :

I / We, being the member(s) of _____ equity shares of the above named company, hereby appoint:

Name:	
Address:	
E-mail Id:	
Signature	, or failing him / her

Name:	
Address:	
E-mail Id:	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the extraordinary general meeting of the Company, to be held on Tuesday, 16th Aug, 2022 at 11 A.M. at 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai-400069

NOTICE (Contd.)



and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Special Business:

1. Approval of the issuance of equity shares on a private placement cum preferential allotment basis and private placement offer letter in Form PAS-4

Affix
Revenue
Stamp of Re.
1

Signed this *[insert date]*

Signature of Shareholder

Note: Subject to applicable law, the proxy must be returned so as to reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.



ATTENDANCE SLIP FOR EXTRA-ORDINARY GENERAL MEETING

Extra-Ordinary General Meeting of IIFL Home Finance Limited on Tuesday, 16th Aug, 2022 at 11 A.M. at 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai-400069

Regd. Folio No/ DP ID: _____

No. of shares held: _____

I certify that I am a registered shareholder/proxy of the Company and hereby record my presence at the extra-ordinary general meeting of the Company held on Tuesday, 16th Aug, 2022 at 11 A.M. at 802, 8th Floor, Hubtown Solaris, N.S. Phadke Marg, Vijay Nagar, Andheri East, Mumbai-400069.

Member's/Proxy's name in Block Letters: _____

Name of Joint Holder: _____

Name of the Authorised Representative: _____

Member's/Authorised Representative's/Proxy's Signature: _____

Note: Please fill this attendance slip and hand it over at the extra-ordinary general meeting

Route Map to Venue of Extra Ordinary General Meeting

