



# IIFL HOME LOAN

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@iiflhomeloans.com](mailto:secretarialhfc@iiflhomeloans.com) Web Site- <http://www.iiflhomeloans.com>

## SHORTER NOTICE

Notice is hereby given that the Thirtieth Extra-Ordinary General Meeting ("EGM") of IIFL Home Finance Limited will be held on Tuesday, 30th Day of January, 2024 at 04:00 P.M. (IST) through Video Conference ("VC")/Other Audio-Visual Means ("OAVM"). The venue of the EGM shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the EGM:

### **SPECIAL BUSINESS:**

**ITEM NO. 1: TO APPROVE APPOINTMENT OF MR. MATHEW JOSEPH (DIN: 01033802), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made there under, Regulation 17(1C) of SEBssI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and any other applicable Laws, Rules and Acts (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board"), Mr. Mathew Joseph (DIN:01033802), who was appointed as an Additional Director (Non-Executive & Independent) by the Board w.e.f. October 31, 2023 in terms of provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) years i.e. upto October 30, 2028 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, in regard thereto.

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

**Ajay Jaiswal  
Company Secretary  
Membership Number: F6327  
Date: January 15, 2024  
Place: Mumbai**

**NOTICE** (Contd.)

**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. The Board of Directors (“the Board”) have considered and decided to include the special businesses in the EGM as it is unavoidable in nature.
2. In view of the situation arising out of Covid-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 11/2022 dated 28th December 2022 and No. 09/2023 dated September 25, 2023 (“**MCA Circulars**”), respectively, permitted the holding of EGM through VC or OVAM without the physical presence of Members at a Common venue. In Compliance with these MCA Circular and the relevant provisions of the Companies Act, 2013, the EGM of the Members of the Company is being held through VC/OVAM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM of the Company shall be the Registered Office of the Company.
3. As this EGM is being held pursuant to MCA Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-voting.
4. Member can participate in the meeting by clicking on link <https://zoom.us/j/93087596479?pwd=M203Mjl0U3pVcCtSNVlIMGxvRGhrUT09>  
  
Zoom Meeting ID: 930 8759 6479  
Passcode: 854165
5. Institutional / Corporate Shareholders are required to send a scanned copy of (PDF / JPG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the EGM through VC / OAVM on its behalf to participate and vote during EGM. The said Resolution / Authorization shall be sent to Company Secretary by email on [secretarialhfc@iiflhomeloans.com](mailto:secretarialhfc@iiflhomeloans.com).
6. As this EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
7. The form for consenting to call this EGM at shorter notice is attached to this notice.
8. Members desiring any relevant information pertaining to the resolutions during the EGM are requested to write to the Company at least 7 days prior to the EGM in advance of the date of EGM through email on [secretarialhfc@iiflhomeloans.com](mailto:secretarialhfc@iiflhomeloans.com). The same will be replied by the Company suitably.
9. Pursuant to section 107 of the Companies Act, 2013 (the Act), resolutions set out in this notice shall be put to vote and decided by show of hands unless poll is demanded under the provisions of Section 109 of the Act and the Articles of Association of the Company.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1:**

Mr. Mathew Joseph (DIN:01033802) was appointed as an Additional Director (Non-Executive & Independent) on the recommendation of Nomination and Remuneration Committee ("NRC"), by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act").

Considering present Board size and future growth plans, the Company has been looking forward to expanding its Board size by addition of senior qualified professionals having specialized knowledge & experience with diverse background to further enhance the qualitative inputs & deliberations at Board Level.

**Mr. Mathew Joseph**

Mr. Mathew Joseph has over 35 years' experience with India's Largest Housing Finance Company and superannuated as Member of Executive Management and Chief Risk Officer. Apart from overseeing Risk, his expertise included both Retail and wholesale Financing and was a Member of Core Committees of the Corporation. During his tenure with the Corporation he led World Bank / IFC assignment's for supporting and establishing Housing Finance Institutions in Africa and Asia. He holds a Bachelor's Degree in Science from the Madras University and is a Member of the Institute of Chartered Accountants. He is a Director on the Boards of Tamil Nadu Infrastructure Financial Services Ltd, Tamil Nadu Infrastructure Trustee Co Ltd, Veritas Finance Ltd and a Consultant with World Bank for their Affordable Housing Fund.

The NRC carried out his fit and proper assessment and the Board on the recommendation of NRC considered him suitable for appointment as Independent Director and recommended his appointment to the members for a period of 5 years w.e.f. October 31, 2023 to October 30, 2028.

In terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1<sup>st</sup> January, 2022, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is being sought by way of special resolution for appointment of Mr. Mathew Joseph as a Non-Executive Independent Director of the Company.

The Company has received declaration from Mr. Mathew Joseph that he meets the criteria for being appointed as Independent Director as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of his appointment a notice of candidature under section 160 of the Act has also been received.

He is not disqualified/debarred from being appointed as Independent Director in terms of Section 164 of the Act, or by any order of Securities and Exchange Board of India ("SEBI"), RBI or any other such authority and has given her consent to act as Director of the Company. In the opinion of the Board, he fulfils the conditions and criteria of independence for his appointment as prescribed under the relevant provisions of the Act and rules made thereunder, the Listing Regulations, guidelines issued by the RBI, from time to time and he is independent of the management.

The Board recommends the passing of Special Resolution as set out in Item No. 1 of this Notice for approval by the Shareholders.

Accordingly, the consent of the Shareholders is sought for passing the Special Resolution as set out in Item No. 1 of the notice.

Except Mr. Mathew Joseph and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

Brief profile and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

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

**Ajay Jaiswal  
Company Secretary  
Membership Number: F6327  
Date: January 15, 2023  
Place: Mumbai**

**BRIEF PROFILE AND OTHER ADDITIONAL INFORMATION PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS FURNISHED AS ANNEXURE TO THE NOTICE**

Name	Mr. Mathew Joseph												
Age	62 Years												
Date of first appointment on Board	October 31, 2023												
Shareholding in the Company	NIL												
Qualification	Associate Member of Indian Institute of Chartered Accountants of India												
Brief resume including experience	<p>Mr. Mathew Joseph has over 35 years' experience with India's Largest Housing Finance Company and superannuated as Member of Executive Management and Chief Risk Officer.</p> <p>Apart from overseeing Risk, his expertise included both Retail and wholesale Financing and was a Member of Core Committees of the Corporation. During his tenure with the Corporation he led World Bank / IFC assignment's for supporting and establishing Housing Finance Institutions in Africa and Asia. He holds a Bachelor's Degree in Science from the Madras University and is a Member of the Institute of Chartered Accountants.</p> <p>He is a Director on the Boards of Tamil Nadu Infrastructure Financial Services Ltd, Tamil Nadu Infrastructure Trustee Co Ltd, Veritas Finance Ltd and a Consultant with World Bank for their Affordable Housing Fund.</p>												
Nature of expertise in specific functional areas	<p>He has wide experience in the housing finance.</p> <p>He brings strong board-level advisory experience in sectors including technology, consumer &amp; retail, and financial services across M&amp;A, equity and debt capital markets, and risk management.</p>												
Terms and Conditions of Appointment	For a term of five (5) years w.e.f. October 31, 2023, subject to approval of members and not be liable to retire by rotation												
Details of Remuneration sought to be paid	<p>Remuneration by way of Commission as approved by the Board from time to time and subject to the provisions of the Companies Act, 2013.</p> <p>The sitting fee* to be paid to Director for attending the meeting of the Board and the Committees of the Board:</p> <table><tr><th>S. No.</th><th>Type of the Meeting</th><th>Amount (INR) per meeting</th></tr><tr><td>1</td><td>Board meeting</td><td>50,000</td></tr><tr><td>2</td><td>Audit Committee</td><td>50,000</td></tr><tr><td>3</td><td>Corporate Social Responsibility (CSR) Committee</td><td>NIL</td></tr></table>	S. No.	Type of the Meeting	Amount (INR) per meeting	1	Board meeting	50,000	2	Audit Committee	50,000	3	Corporate Social Responsibility (CSR) Committee	NIL
S. No.	Type of the Meeting	Amount (INR) per meeting											
1	Board meeting	50,000											
2	Audit Committee	50,000											
3	Corporate Social Responsibility (CSR) Committee	NIL											



	4	Committees other than CSR Committee	30,000
	*Sitting fee for attending the meeting of the Board or the Committee shall be subject to revision with the approval of Board within the limits prescribed under the Act/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		
Remuneration last drawn	NIL		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable		
No. of meetings of the Board attended during the year	NIL		
Directorships in other companies	1. Tamil Nadu Urban Infrastructure Financial Services Limited 2. Tamil Nadu Urban Infrastructure Trustee Company Limited 3. Veritas India Private Limited		
Membership / Chairmanship of Committees of Boards of other companies	<b>Name of Company</b>	<b>Chairmanship</b>	<b>Membership</b>
	Tamil Nadu Urban Infrastructure Financial Services Limited	-	Audit Committee



## CONSENT BY MEMBER FOR SHORTER NOTICE

[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To  
The Board of Directors  
**IIFL Home Finance Limited**  
IIFL House, Sun Infotech Park, Road no. 16V,  
Plot no. B-23, MIDC Thane Industrial Area,  
Wagle Estate, Thane – 400604

Dear Sir(s)/Madam,

Sub: Consent to hold the Extra Ordinary General Meeting on Shorter Notice

The undersigned \_\_\_\_\_(Designation) of \_\_\_\_\_(Name of Member),  
the Member of IIFL Home Finance Limited (IIFL), holding \_\_\_\_\_  
(\_\_\_\_\_) equity shares of Rs. 10/- each, pursuant to Section 101 of the  
Companies Act, 2013, we hereby give consent to hold Extra Ordinary General Meeting of IIFL  
on January 30, 2024 at 04:00 at IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23,  
MIDC, Thane Industrial Area, Wagle Estate, Thane- 400604 on shorter notice.

Thanking you,  
Yours faithfully,  
For \_\_\_\_\_

\_\_\_\_\_  
Signature  
Name:  
Designation:

Date:  
Place: