



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
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SHORTER NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting ("AGM") of the members of IIFL Home Finance Limited ("the Company") will be held on Thursday, 20th day of June, 2024 at 4:00 p.m. through Video Conference ("VC")/Other Audio-Visual Means ("OAVM"). The venue of the AGM shall be deemed to be the Registered Office of the Company. The following business will be transacted at the AGM:

ORDINARY BUSINESS:

- (a) To consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2024, Auditors Report thereon together with the Report of the Board of Directors.

(b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2024 and Auditors Report thereon.
- To confirm interim Equity dividend declared during Financial Year 2023-24.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT an interim dividend at the rate of Rs. 55 per share to the equity shareholder as recommended by the Board of Directors of the Company for the year ended on March 31, 2024, be and is hereby approved and confirmed as interim dividend and paid by the Company to its members."

- To appoint a director in place of Mr. Nirmal Jain, Director (DIN:00010535), who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Nirmal Jain, Director (DIN: 00010535), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for reappointment, be and is hereby re-appointed as the Director of the Company."

- To appoint Joint Statutory Auditors of the Company and to fix their remuneration.

Appointment of M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration 004207S) as one of the Joint Statutory Auditors of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:



"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for appointment of M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration 004207S) as one of the Joint Statutory Auditors of the Company, to hold office for a period of three years from FY 2024-25 to FY 2026-27 subject to them continuing to fulfil the applicable eligibility norms, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and M/s Sundaram & Srinivasan, Chartered Accountants, on the basis of the recommendation of the Audit Committee."

SPECIAL BUSINESS:

- 5. To approve the appointment of Mr. Ramakrishnan Subramanian (DIN: 02192747) as Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of 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 SEBI (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. Ramakrishnan Subramanian (DIN:02192747), who was appointed as an Additional Director (Non-Executive & Independent) by the Board w.e.f. April 01, 2024 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 March 31, 2029 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."

- 6. To approve the appointment of Mr. Srinivasan Sridhar (DIN: 00004272) as Non - Executive Director of the Company**

To consider, and if thought fit, to pass, the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made there under, Regulation 17(1C) of SEBI (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. Srinivasan Sridhar (DIN:00004272), who was appointed as an Additional Director (Non-Executive) by the Board w.e.f. April 01, 2024 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, be and is hereby appointed as a Non-Executive Director of the Company, who shall 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."

7. **To consider & approve the payment of Commission to Non-Executive Directors of the Company for the subsequent five years i.e., FY 2024-25 to FY 2028- 29**

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

"**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of subsequent five years commencing from April 01, 2024 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum shall not exceed one percent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non-Executive Directors."

8. **To approve existing as well as new material related party transactions with IIFL Finance Limited (including its Subsidiaries and Associates)**

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

"**RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Finance Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/



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transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. To approve existing as well as new material related party transactions with IIFL Samasta Finance Limited

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

"**RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Samasta Finance Limited, a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

10. To approve existing as well as new material related party transactions with IIFL Securities Limited (including its Subsidiaries and Associates)

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the Listing Regulations**"), and all applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("**the Board**" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with IIFL Securities Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

11. **To approve existing as well as new material related party transactions with 360 One WAM Limited (including its Subsidiaries and Associates)**

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the Listing Regulations**"), and all applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("**the Board**" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with 360 One WAM Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect



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to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/ transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

12. **To approve existing as well as new material related party transactions with 5paisa Capital Limited (including Subsidiaries and Associates)**

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the Listing Regulations**"), and all applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors ("**the Board**" which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with 5paisa Capital Limited (including its Subsidiaries and Associates), a Related Party as defined in the Listing Regulations and the Act, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or otherwise, with respect to transactions as detailed in the explanatory statement including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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, expedient or desirable including any negotiation(s)/ renegotiation(s)/ modification(s)/ ratification(s)/ amendment(s) to or termination(s) thereof, of the subsisting arrangement(s)/ transaction(s)/ contract(s) or any future arrangement(s)/ transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/




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transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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



Ajay Jaiswal
Company Secretary
Membership Number: F6327
Date: June 07, 2024
Place: Gurugram



Notes:

(i) The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting of the Company ("AGM" or the "Meeting") is annexed hereto.

(ii) 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. 10/2022 dated 28th December 2022 and No. 09/2023 dated 25 September 2023 ("MCA Circulars"), respectively, permitted the holding of AGM through VC or OVAM without the physical presence of Members at a Common venue. In Compliance with these MCA Circulars and the relevant provisions of the Act, the AGM of the Members of the Company is being held through VC/OVAM. Hence, Members can attend and participate in the AGM through VC/OVAM only. The deemed venue for the AGM of the Company shall be the Registered Office of the Company.

(iii) As this AGM is being held pursuant to MCA Circulars for General Meetings through VC / OVAM, the facility to appoint proxy will not be available for this AGM 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 AGM through VC / OVAM and participate thereat and cast their votes.

(iv) Member can participate in the meeting by clicking on <https://zoom.us/j/94568053301?pwd=85v7iTpJzxsvnFbDVawK4vBPZN1kWI.1>
Meeting ID: 945 6805 3301

Passcode: 375206

(v) 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 AGM through VC / OVAM on its behalf to participate and vote during AGM. The said Resolution / Authorization shall be sent to Company Secretary by email on secretarialhfc@iiflhomeloans.com.

(vi) As this AGM will be held through VC / OVAM, the Route Map is not annexed to this Notice.

(vii) Members seeking any information with regard to the financial statements, accounts or any other matter to be placed at AGM are requested to submit their questions in advance to secretarialhfc@iiflhomeloans.com. The same will be replied by the Company suitably. Alternatively, the Members may also post their queries directly on the VC/OVAM platform during AGM.

(viii) Pursuant to section 107 of 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.

(ix) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the continuance of AGM.

(x) All documents referred in the Notice and explanatory statement are open for inspection during working hours on all working days till the conclusion of AGM. Members may request such documents by sending their requests at secretarialhfc@iiflhomeloans.com.

(xi) Member are requested to:



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- a) Notify the change if any, in address, contact details, bank account etc. immediately to the Company and the Registrar and Share Transfer Agent ("RTA").
- b) Quote their Regd. Folio No./ DP ID Client ID Nos. in all their correspondence with the Company or its RTA.

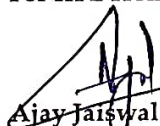
(xiii) Attendance of Members/ Authorised Representatives through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(xiv) The financial statements including Board's report, Auditor's report and other documents required to be attached therewith ("Annual Report") and AGM Notice will be sent only by email to the

members, directors, debenture trustees, auditors and to all other persons so entitled. In case any such person requires a physical copy, the same will be provided on receipt of such request addressed to secretarialhfc@iiflhomeloans.com. Members may note that Notice and Annual Report for the FY 2022-23 will also be available on the Company's website at <https://www.iiflhomeloans.com/> and on website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India at www.nseindia.com

(xv) The form for consenting to call this AGM at shorter notice is attached to this notice.

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


Ajay Jaiswal

Company Secretary

Membership Number: F6320

Date: June 07, 2024

Place: Gurugram





EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 4

The Members at their Extra Ordinary General Meeting and Annual General Meeting held on September 30, 2021 & June 29, 2023 had approved the appointment of M/s. Suresh Surana & Associates LLP (ICAI Firm Registration No. 121750W/W100010) & M/s. S.R. Batliboi and Associates LLP (ICAI Firm Registration No. 01049W/E300004) as Joint Statutory Auditors of the Company, in terms of the Circular issued by Reserve Bank of India vide no. RBI/2021- 22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ('RBI Guidelines'), to hold office for a continuous period of three years until FY 2023-24 and FY 2025-26 respectively at a remuneration and reimbursement of out-of-pocket expenses as may be mutually decided.

As per the provisions of Section 139 and other applicable provision of the Companies Act, 2013, and the Rules framed thereunder, vacancy of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. However, RBI Guidelines stipulates that the Company shall appoint Statutory Auditor for a continuous period of three years, subject to the Statutory Auditor satisfying the eligibility norms as stipulated therein, each year. RBI being the sectoral regulator, the Company had appointed the statutory auditor as per the RBI guidelines for a period of 3 years.

Hence, as a prudent practice, it is now proposed to seek appointment of M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration 004207S) as joint statutory auditor on account of completion of term of M/s Suresh Surana & Associates LLP, for a period of three years from FY 2024-25 to FY 2026-27 at a remuneration to be determined by the Board of Directors of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit. M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration 004207S) have provided their consent and confirmed their eligibility to continue as Joint Statutory Auditors of the Company as laid under the applicable provisions of Section 141 of the Companies Act, 2013 read with the relevant rules made thereunder and the RBI Guidelines.

The Board accordingly recommends the ordinary resolutions set out at Item No. 4 of this Notice for approval of the Members.

None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 4.

Item No. 5

Mr. Ramakrishnan Subramanian (DIN:02192747) 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.



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Mr. Ramakrishnan Subramanian is a Chartered Accountant, Cost Accountant and Master's in Commerce. He has served several leading Banks, FIs in leadership roles since 1990 in India and abroad. He is a Sr Advisor & Nominee Director & Strategic consultant with leading Private equity, Venture Capital, Fintech.

He has served as a Board member of ING Vysya Bank (merged with Kotak) and Shriram Capital, Shriram Transport, Shriram City Union. Ramky Subramanian has done senior executive roles such as CEO, MD, Country Head, Asia Regional head roles in domestic and international banks having worked 3 decades in India, Singapore, Hong Kong, Thailand, Asean in Citi bank, HDFC Bank, ING, Standard Chartered. He is a veteran commercial banker with professional background in Retail bank, SME, Digital, M&A and has deep domain knowledge across functions in Retail Financing - Mortgage, LAP, Auto finance, unsecured Personal & Business loans, SME, LAS, Gold, Microfinance, CV/CE, Securitization. He has worked in senior capacities involving Strategy, Board, Governance coupled with business & credit risk roles covering Channels, Product, Pricing, Digital, Portfolio Management, Funding, Credit Policy, Credit Underwriting, Collections Management of large Universal banks, Non-Banking Financial Companies ("NBFCs") and Fintech.

The NRC carried out his fit and proper assessment and the Board on the recommendation of NRC considered him suitable for appointment as an Independent Director and recommended his appointment to the members for a period of 5 years w.e.f. April 01, 2024 to March 31, 2029.

In terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1st 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. Ramakrishnan Subramanian as a Non-Executive Independent Director of the Company.

The Company has received declaration from Mr. Ramakrishnan Subramanian 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 his 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. 5 of this Notice for approval by the Shareholders.

Accordingly, the consent of the members is sought for passing the Special Resolution as set out in Item No. 5 of the notice.

Except Mr. Ramakrishnan Subramanian and his relatives, none of the 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.



Item No. 6

Mr. Srinivasan Sridhar (DIN:00004272) was appointed as an Additional Director (Non-Executive & Non-Independent Director) 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").

Mr. Sridhar's tenure as an Independent Director on the Board of the Company was expired on March 31, 2024. Considering that Mr. Sridhar's ongoing participation, leadership and mentorship would be invaluable in guiding the Company to achieve its strategic objectives and navigating the next phase of growth, it is proposed to appoint Mr. S. Sridhar as an Additional Director in the Capacity of Non-Executive Director.

Mr. S. Sridhar is an eminent personality in the banking and finance industry and has held several senior positions in retail, corporate and export/import banking in his career of almost four decades. He was the Chairman of NHB and Central Bank of India, where, he was responsible for a number of new initiatives such as the NHB Residex, Rural Housing Fund, Reverse Mortgage for senior citizens. Prior to this, he was with Export Import Bank of India as Executive Director as well as State Bank of India.

The NRC carried out his fit and proper assessment and the Board on the recommendation of NRC considered him suitable for appointment as Non - Executive Non- Independent Director.

In terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1st 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 ordinary resolution for appointment of Mr. S. Sridhar as a Non-Executive Non-Independent Director of the Company.

He is not disqualified/debarred from being appointed as Non-Executive Non-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 his consent to act as Director of the Company and in respect of his appointment a notice of candidature under section 160 of the Act has also been received.

The Board recommends the passing of Ordinary Resolution as set out in Item No. 6 of this Notice for approval by the Shareholders.

Accordingly, the consent of the members is sought for passing the Ordinary Resolution as set out in Item No. 6 of the notice.

Except Mr. S. Sridhar and his relatives, none of the 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.



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Item No. 7

At the Annual General Meeting of the Company held on August 02, 2019, the Members had approved the payment of commission to Non-Executive Directors of the Company not exceeding one percent per annum of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013 in respect of profits of each year commencing from 1st day of April and ending on 31st day of March each year for the period of 5 years upto April 01, 2024.

It is proposed to continue with the payment of Commission to Non-Executive Directors of the Company for the subsequent period of 5 years. Accordingly, the Board of Directors in their meeting held on May 06, 2024, had approved the payment of commission to Non-Executive Directors for the subsequent period of 5 years commencing from April 01, 2024 upto April 01, 2029 subject to the approval of the Shareholders of the Company. Accordingly, in terms of section 197 of the Companies Act, 2013, all the Non-Executive Directors be paid, for each of the five subsequent financial years commencing from April 1, 2024, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act.

The manner and the proportion in which the amount will be distributed amongst all or some of the Directors shall be decided by the Board.

The Board recommends the passing of Special Resolution as set out in Item No. 7 of this notice for the approval of the members.

All the Directors of the Company except the Executive Directors, Key Managerial Personnel and their relatives, are concerned or interested in the Resolution at Item No. 7 of the Notice to the extent of the remuneration that may be received by each of them.

Item No. 8,9,10, 11 and 12

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") approval of Members by means of an ordinary resolution for all material related party transactions, including transactions that are in the ordinary course of business of the concerned company shall be required.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

The annual consolidated turnover of the Company for FY 2023-24 is Rs. 3,316.76 Crore. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 331.68 Crore (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same. A transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.



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The Company is one of leading housing finance company (HFC) and is primarily engaged in the affordable housing segment wherein it offers customized small-ticket home loans to customers belonging to financially underserved sections of the society, MSME loans, construction and real estate financing. Considering the nature of business and operations of the Company, the Company enters into various Related Party Transactions in the ordinary course of business.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for approval of the arrangements/transactions/contracts undertaken whether by way of continuation/extension/renewal/modification/ratification of earlier arrangements/ transactions/contracts.

The Company proposes to obtain approval of its Members for giving approval to the Board for carrying out and/ or continuing with the arrangements and transactions with related parties i.e. Inter-Corporate Deposits.

The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm's length basis.

With respect to the above matter, the Members are requested to note following disclosures of Interest:

Sr. No.	Name of the Related Party	Nature of Concern or Interest
1	IIFL Finance Limited (including its Subsidiaries and Associates)	Mr. Nirmal Jain and Mr. R Venkataraman are Directors in IIFL Finance Limited` and IIFL Finance Limited is our holding company.
2	IIFL Samasta Finance Limited	It is a fellow subsidiary of IIFL Finance Ltd.
3	IIFL Securities Limited (including its Subsidiaries and Associates)	Mr. R Venkataraman is the Managing Director of IIFL Securities Limited. Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of IIFL Securities Limited and holds along with their relatives & persons acting in concert 9,51,43,214 equity shares i.e. 30.90% in IIFL Securities Limited.
4	360 One WAM Limited (erstwhile IIFL Wealth Management Limited) (including its Subsidiaries and Associates)	Mr. R Venkataraman and Mr. Nirmal Jain are the Non-Executive Director of 360 One WAM Limited and holds along with their relatives & persons acting in concert 6,37,08,642 equity shares i.e. 17.75% in 360 One WAM Limited.
5	5paisa Capital Limited (including its Subsidiaries and Associates)	Mr. Nirmal Jain and Mr. R Venkataraman are the Promoters of 5Paisa Capital Limited and holds along with their relatives & persons acting in concert 1,02,30,698 equity shares i.e. 32.80% in 5Paisa Capital Limited.

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 in connection with the Material Related Party Transactions is enclosed in Annexure I.


The Board of Directors recommends the passing of the Ordinary Resolutions set out at Item No. 8,9,10, 11 and 12 of the Notice for approval of the Members.




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Except the above Directors and their relatives, none of the Directors /Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 8,9,10,11 and 12.

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


Ajay Jaiswal
Company Secretary
Membership Number: F0327
Date: June 07, 2024
Place: Gurugram





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Annexure I

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below (Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)

I. Value and Type of Transaction: Aggregate value of transactions between IIFL Home Finance Limited and its related parties is as per details mentioned herein below:

IIFL Home Finance Ltd - Proposed Related Party Transaction FY 2024-25 exceeding 10% of the Consolidated Turnover of FY 2023-24				(Rs in crores)
Name of the Related Party	Nature of Relationship	Transaction Description	Aggregate amount for each company individually	Consolidated Turnover FY 23-24 % represented by the value of the proposed transaction. (Turnover)
IIFL Finance Limited (including its Subsidiaries and Associates)	Holding Company	Inter-Corporate Deposits/ Loans - Given/Taken	1,500.00	45.22%
IIFL Samasta Finance Limited	Fellow Subsidiary	Inter-Corporate Deposits/ Loans - Given/Taken	1,500.00	45.22%
IIFL Securities Limited (including its Subsidiaries and Associates)	Group Company	Inter-Corporate Deposits/ Loans - Given/Taken	1,500.00	45.22%
360 One WAM Limited (erstwhile IIFL Wealth Management Limited) (including Subsidiaries and Associates)	Group Company	Inter-Corporate Deposits/ Loans - Given/Taken	1,500.00	45.22%
5paisa Capital Limited (including Subsidiaries and Associates)	Group Company	Inter-Corporate Deposits/ Loans - Given/Taken	1,500.00	45.22%

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(ii) Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity.

Type of transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of Funds	Indebtness incurred for subscription of securities	Justification as to why the related party transaction is in the interest of the listed entity
Inter-corporate deposits given/taken	Upto 1 year	SBI 1 year MCLR + Credit spread of 250 to 350 basis points. (Spread can be change/varied on exception basis depending on transaction)	Unsecured	Bullet repayment on maturity or payable/receivable on demand.	From own capital including retained earnings.	Working Capital, Treasury management and general corporate purpose.	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws.

(iii) Valuation or other external party report

Not applicable as the transactions are carried out at competitive and prevailing market prices.

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IIFL HOME LOAN

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Pursuant to Secretarial Standard-2 on General Meetings (Particulars as on March 31, 2024)

Name of the Director	Mr. Nirmal Jain	Mr. Srinivasan Sridhar	Mr. Ramakrishnan Subramanian
DIN	00010535	00004272	02192747
Date of Birth	11-Dec-1966	09-May-1951	28-May-1968
Date of first appointment on the Board	26-Dec-2006	01-Oct-2013	01-April-2024
Experience (including expertise in specific functional area)/Brief Resume	He is a MBA from IIM, Ahmedabad, a rank holder Chartered Accountant and a Cost Accountant. He started his career in 1989 with Hindustan Lever Limited (HUL), the Indian arm of Unilever. He founded Probity Research and Services (later re-christened as India Infoline Limited) in 1995; one of the first independent equity research companies in India. Under his leadership, IIFL Group has grown into a dominant and diversified player in the financial services space.	Mr. S. Sridhar is an eminent personality in the banking and finance industry and has held several senior positions in retail, corporate and export/import banking in his career of almost four decades. He was the Chairman of NHB and Central Bank of India, where, he was responsible for a number of new initiatives such as the NHB Residex, Rural Housing Fund, Reverse Mortgage for senior citizens. Prior to this, he was with Export Import Bank of India as Executive Director as well as State Bank of India.	Mr. Ramakrishnan Subramanian has 30 plus years of leadership experience in Banking and Strategic Consulting in India, Hong Kong, Thailand, Vietnam, APAC markets with expertise in Board, Advisory & Consulting, CEO & Country Head roles, Business Head, Risk management and Governance.
Remuneration last drawn	N.A.	Rs. 25,00,000 was paid by way of Commission for FY 23-24 and Rs. 10,60,000 as Sitting Fees for Board & Committee Meetings during FY23-24.	N.A.
Remuneration proposed to be paid	N.A.	Sitting Fees for attending Meetings & Remuneration by way of Commission as approved by the Board from time to time and subject to provisions of Companies Act, 2013.	Sitting Fees for attending Meetings & Remuneration by way of Commission as approved by the Board from time to time and subject to provisions of Companies Act, 2013.
Terms and Conditions of Appointment/Re-appointment	As per Item No.3 of the Notice of this meeting, he is proposed to be Re-appointed as Director of the Company.	As per Item No.6 of the Notice of this meeting read with explanatory Statement, he is proposed to be appointed as non-executive Non-Independent Director.	As per Item No 5 of the Notice of this meeting read with explanatory statement he is proposed to be appointed as Non-Executive Independent director.
Directorships in other Listed Companies (excluding Foreign Companies)	1. 360 One Wam Limited 2. IIFL Finance Limited	1. Go Fashion (India) Limited 2. Strides Pharma Science Limited 3. Jubilant Pharmova Limited 4. Shiriram Finance Limited	1. IIFL Finance Limited
Memberships / Chairmanships of other companies	1. 360 One WAM Limited – Member of CSR, ESG Committee	1. Go Fashion (India) Limited - Member in Audit, NRC and Risk Management Committee 2. Jubilant Pharmova Limited - Chairman of Audit & SRC, Member in CSR & Risk Management Committee 3. Strides Pharma Science Limited- Chairman of Audit Committee, Member in NRC, SRC & Risk Management Committee 4. Shiriram Finance Limited – Chairman of Audit Committee, Member of Risk Management Committee.	1. IIFL Finance Limited- Member of Audit, IT Strategy, ALCO, Risk Management Committee
No. of shares held in the Company	Nil	Nil	Nil

 **IIFL HOME LOAN**

Relationship with other Directors/KMPs	Nil	Nil	Nil
No. of Board Meetings attended during the previous financial year	06	06	N.A.



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 Eighteenth Annual 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 Eighteenth Annual General Meeting of IIFL on Thursday, June 20, 2024 at 04:00 p.m. at IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane- 400604 on shorter notice though Video Conference ("VC")/Other Audio-Visual Means ("OAVM")..

Thanking you,
Yours faithfully,
For _____

Signature
Name:
Designation:

Date:
Place: