

NOTICE

Notice is hereby given that the **19th Annual General Meeting (AGM)** of the Members of **Poonawalla Housing Finance Limited** (Formerly known as “Magma Housing Finance Limited”) (hereinafter referred to as ‘Company’/ ‘the Company’) will be held on Friday, 2 day of June, 2023 at 5:00 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), to transact the following businesses:

Since the AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 602, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune – 411 036, Maharashtra, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31 March, 2023 including the Balance Sheet as at 31 March, 2023 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amar Deshpande (DIN: 07425556), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Increase in borrowing limit under section 180(1)(c) of the Companies Act, 2013 upto Rs. 8000 Crores.

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Extra-Ordinary General Meeting held on 24 May, 2021 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (the Act) and rules framed thereunder or other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof), the consent of the shareholders of the Company be and is hereby accorded to borrow sum or sums of money which, together with the money already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) does not exceed Rs.8,000 crores (Rupees Eight Thousand Crores only) notwithstanding that such aggregate amount of moneys borrowed and outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company, free reserves, that is to say, reserves not set apart for any specific purpose and securities premium.

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922PN2004PLC208751

Registered Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036
T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com

RESOLVED FURTHER THAT the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to this resolution.”

Registered Office:

602, 6th Floor, Zero One IT
Park, Survey No. 79/1,
Ghorpadi, Mundhwa Road,
Pune – 411036
Maharashtra

Dated: 31 May, 2023

By Order of the Board of Directors
For **Poonawalla Housing Finance Limited**
(Formerly Magma Housing Finance Limited)

Sd/-
Vaishnavi Suratwala
Company Secretary
Mem. No.: A41827

NOTES:

- Shorter Notice consent has been received from all the shareholders of the Company electronically to convene the meeting at a shorter notice.
- In view of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (Act) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Act we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company.
- Explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No. 3 of the accompanying notice, is annexed hereto. Further, necessary details with reference to Item No. 2 as per Secretarial Standard 2 has been provided herein below.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- In compliance with the aforesaid MCA Circulars, Notice of the AGM shall be given to the Members only to email-ids registered with the Company or with the depository participant / depository. Members may note that the Notice will also be available on the Company’s website at <https://poonawallahousing.com>. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM through email to vaishnavi.suratwala@poonawallahousing.com
- The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**’ which is enclosed with the Notice of the AGM and shall also be attached separately on the e-mail, with the Notice of the AGM.
- Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.

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- The Company shall provide VC facility via **ZOOM VIDEO COMMUNICATIONS (“Zoom”)** in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

Zoom Meeting Link	https://zoom.us/j/99106033848?pwd=eTZDbVNiaGhuSjBCMGZWVPU1FyZz09
Meeting ID	991 0603 3848
Password	112905

- The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests to the Company Secretary email address: vaishnavi.suratwala@poonawallahousing.com. An extract of such documents would be sent to the Members on their registered email address. The same will also be made available for inspection by the Members at the Meeting in electronic mode.
- Members seeking any information with regard to the matters to be placed at the AGM, are requested to write to the Company Secretary at vaishnavi.suratwala@poonawallahousing.com. The same shall be taken up in AGM and replied by the Company suitably.
- Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Act read with Rules issued thereunder will be made available for inspection by the members at the Meeting in electronic mode.
- Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions in advance, on or before AGM to the Company Secretary’s email address i.e. vaishnavi.suratwala@poonawallahousing.com. The same will be replied by the Company suitably.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- Considering the fact that the Company is a subsidiary of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited), voting will be done through show of hands in terms of Section 107 of the Act.
- Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 19th (Nineteenth) Annual General Meeting of the Members of Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited), to be held on Friday, 2 June, 2023, at a shorter notice at 5 p.m. through Video Conference, by using Zoom Meeting Application.

Instructions for participating the aforesaid AGM through Video Conference:

Step 1

Download the Zoom Meeting Application in your Mobile/Tablet or Laptop. You may use this link to download the application [<https://zoom.us/>].

Step 2

Click on “Sign up”

Step 3

For verification, please enter your “Date of Birth”

Step 4

Please enter “Your email”, “First Name” and “Last Name” and click on “I agree to the Terms of Service”

Step 5

Now go to your registered email provided, check Inbox for the registration email and click on the “Activate Account”

Step 6

Go to your Zoom Application, click on the “Join” and enter the Meeting Id and password and now click on the “Join Meeting” tab and ensure that you have proper internet facility or wifi connected to your device.

Other instructions:

1. Please note that, if you have already downloaded /using Zoom Application, then you need not to do the aforesaid activities and you have to only enter the Zoom Meeting ID and Password, as provided in this Notice.
2. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference. Further, any Member may join the meeting within 15 minutes from the commencement of the meeting.
3. You are requested to listen and participate in the discussion carefully.
4. **Please Propose and Second any of the Resolution by raising your hand/ Show of hands and by saying “I Propose the Resolution” or “I Second the Resolution” whenever it is asked by the Company Secretary.**

5. The members attending the AGM through VC will be required to send their assent or dissent through their registered email-id to the email-id of the Company Secretary at vaishnavi.suratwala@poonawallahousing.com
 6. Please click on the “Mute” tab, when there is any disturbance or noise around you or not talking.
 7. Please ensure that, no other person is sitting with you/participating in the aforesaid Meeting through Video Conference.
 8. Please click on “Unmute” tab when you want to say something.
 9. In case of any assistance before or during the video conference as aforesaid, you can contact the Company Secretary, Ms. Vaishnavi Suratwala, at vaishnavi.suratwala@poonawallahousing.com or on 020-67808091
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EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3

Section 180(1)(c) of the Companies Act, 2013 (the Act) provides that a company can borrow money in excess of the aggregate of its paid-up share capital, free reserves and securities premium, only after obtaining approval of the shareholders by way of a special resolution. The shareholders at their meeting held on 28 September, 2007 had passed a resolution and authorized the Board of Directors to borrow money to the extent of Rs. 4000 crores (Rupees Four thousand crore only) (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) by way of Ordinary resolution. Since Section 180(1)(c) of the Act (corresponding to Section 293(1)(d) of Companies Act 1956) required such approval by the shareholders by way of a special resolution, the shareholders of the Company at their meeting held on 26 July, 2014 had passed a special resolution to this effect without changing the limit. Thereafter, the shareholders of the Company had approved the extension of the said borrowing limits upto an amount not exceeding Rs. 6,000 crore (Rupees Six thousand crore only) at their meeting held on 24 May, 2021.

Considering the volume of business and the corresponding borrowings by the Company, it is proposed to increase the authorization under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto an amount not exceeding Rs. 8,000 crore (Rupees Eight Thousand Crore only).

Accordingly, the Board at their meeting held on 24 April, 2023, recommended the passing of the resolution as set out in Item 3 for approval of the members as a special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



INFORMATION PERTAINING TO THE APPOINTMENT/RE-APPOINTMENT OF DIRECTOR IN ACCORDANCE WITH THE REQUIREMENT OF PARA 1.2.5 OF THE SECRETARIAL STANDARDS 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS GIVEN BELOW:

Brief Profile of Mr. Amar Deshpande:

Sr.No	Particulars	Mr. Amar Deshpande
1	Date of birth	22 January 1961
2	Age	62
3	DIN	07425556
4	Qualifications	M.Sc (Statistics) and Diploma in Financial Management
5	Experience	37+ Years of Experience
6	Terms and condition of appointment and/or reappointment along with details of remuneration sought to be paid	Mr. Amar Deshpande retires by rotation at the 19th Annual General Meeting and being eligible, seeks re-appointment. He is entitled to sitting fees
7	Remuneration last drawn (As per audited balance sheet dated March 31, 2023)	Remuneration drawn by way of sitting fees during the financial year 2022-23 is Rs. 25,00,000
8	Date of First appointment on the Board	20/07/2021
9	Shareholding in the Company	1*
10	Relationship with other Directors, Managers and/or Key Managerial personnel of the Company.	None
11	Numbers of Board Meeting attended during the Year.	Attended all 6 board meetings held in the FY 2022-23
12	Other Directorships	Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited)
13	Membership/Chairmanship of Committees of other Boards	He is a Member of the following Committees of Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited) : Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Asset Liability Management Committee, Risk Management Committee, Review Committee, IT Strategy Committee, Management Committee, Credit Committee, Finance Committee, Product Policy and Process Approval Committee

* Beneficial interest of these shares lies with Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited)

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