

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- 602, 6th Floor, Zero One IT Park, Survey No. 79/1,
Ghorpadi, Mundhwa Road,
Pune
Pune
Maharashtra
411026
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	POONAWALLA FINCORP LIMIT	L51504PN1978PLC209007	Holding	99.22
2	RISING SUN HOLDINGS PVT LT	U67110PN1993PTC070989	Holding	0

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	275,000,000	251,794,450	251,794,450	251,794,450
Total amount of equity shares (in Rupees)	2,750,000,000	2,517,944,500	2,517,944,500	2,517,944,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	275,000,000	251,794,450	251,794,450	251,794,450
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,750,000,000	2,517,944,500	2,517,944,500	2,517,944,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	50	165,829,803	165829853	1,658,298,500	1,658,298,500	
Increase during the year	0	85,964,597	85964597	859,646,470	859,646,470	416,087,305
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	83,991,264	83991264	839,912,640	839,912,640	416,087,305
iii. Bonus issue	0	0	0	0	0	

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,973,333	1973333	19,733,330	19,733,330	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				500	500	
Dematerialisation of Shares						
Decrease during the year	0	0	0	500	500	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				500	500	
Dematerialisation of Shares						
At the end of the year	50	251,794,400	251794450	2,517,944,500	2,517,944,500	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="18/08/2021"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,800	1000000	2,800,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,800,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	4,400,000,000	0	1,600,000,000	2,800,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,643,720,000

(ii) Net worth of the Company

10,817,903,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	249,821,117	99.22	0	
10.	Others	0	0	0	
	Total	249,821,117	99.22	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,973,333	0.78	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	1,973,333	0.78	0	0
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Total number of shareholders (other than promoters)

1

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	1
Debenture holders	7	5

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	2	1	3	0.78	0
(i) Non-Independent	1	0	1	1	0.78	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	4	0.78	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Adar Cyrus Poonawalla	00044815	Director	23	
Manish Jaiswal	07859441	Managing Director	1,973,333	
Amar Sudhakar Deshpande	07425556	Director	1	
Prabhakar Dalal	00544948	Director	0	
Bhama Krishnamurthy	02196839	Director	0	
Pankaj Rathi	AJSPR0819F	CFO	0	
Priti Saraogi	AKJPB3592K	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

18

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Raman Uberoi	03407353	Director	09/06/2021	Cessation
Deena Mehta	00168992	Director	09/06/2021	Cessation
Prabhakar Dalal	00544948	Additional director	24/05/2021	Appointment
Sajid Fazalbhoy	00022760	Additional director	24/05/2021	Appointment
Bhama Krishnamurthy	02196839	Additional director	24/05/2021	Appointment
Adar Poonawalla	00044815	Additional director	08/07/2021	Appointment
Abhay Bhutada	03330542	Additional director	08/07/2021	Appointment
Amar Deshpande	07425556	Additional director	20/07/2021	Appointment
Prabhakar Dalal	00544948	Director	18/08/2021	Change in designation
Sajid Fazalbhoy	00022760	Director	18/08/2021	Change in designation
Bhama Krishnamurthy	02196839	Director	18/08/2021	Change in designation
Adar Poonawalla	00044815	Director	18/08/2021	Change in designation
Abhay Bhutada	03330542	Director	18/08/2021	Change in designation
Abhay Bhutada	03330542	Director	16/09/2021	Cessation
Sanjay Chamria	00009894	Director	23/11/2021	Cessation
Sajid Fazalbhoy	00022760	Director	14/01/2022	Cessation
Amar Deshpande	07425556	Director	18/08/2021	Change in designation
Pankaj Rathi	AJSPR0819F	CFO	01/07/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	24/05/2021	7	6	85
Annual General Meeting	18/08/2021	7	5	71
Extraordinary General Meet	25/01/2022	8	8	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2021	4	4	100
2	22/06/2021	5	5	100
3	08/07/2021	5	5	100
4	07/08/2021	8	7	87.5
5	16/08/2021	8	7	87.5
6	22/10/2021	7	7	100
7	06/01/2022	6	6	100
8	31/01/2022	5	5	100
9	12/03/2022	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

40

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2021	3	3	100
2	Audit Committee	08/07/2021	3	3	100
3	Audit Committee	07/08/2021	3	3	100
4	Audit Committee	22/10/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Audit Committee	06/01/2022	3	3	100
6	Audit Committee	31/01/2022	3	3	100
7	Audit Committee	12/03/2022	3	3	100
8	Nomination and	24/05/2021	3	3	100
9	Nomination and	22/06/2021	3	3	100
10	Nomination and	08/07/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/06/2022
								(Y/N/NA)
1	Adar Cyrus P	6	3	50	0	0	0	Yes
2	Manish Jaiswal	9	9	100	20	20	100	Yes
3	Amar Sudhakar	6	6	100	29	29	100	Yes
4	Prabhakar Dal	8	8	100	28	28	100	Yes
5	Bhama Krishna	8	8	100	32	32	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Manish Jaiswal	Managing Director	40,648,862	0	97,739,183	1,650,528	140,038,573
	Total		40,648,862	0	97,739,183	1,650,528	140,038,573

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Pankaj Rathi	CFO	4,584,093			409,688	4,993,781

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Ajay Arun Tendulka	CFO	2,497,259			141,703	2,638,962
3	Priti Saraogi	Company Secre	2,335,618			127,710	2,463,328
	Total		9,416,970	0	0	679,101	10,096,071

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Adar Cyrus Poonaw	Director	0	0	0	250,000	250,000
2	Amar Sudhakar Des	Director	0	0	0	1,570,000	1,570,000
3	Abhay Bhutada	Director	0	0	0	160,000	160,000
4	Prabhakar Dalal	Director	0	0	0	1,750,000	1,750,000
5	Bhama Krishnamurt	Director	0	0	0	1,660,000	1,660,000
6	Sajid Fazalbho	Director	0	0	0	770,000	770,000
7	Deena Mehta	Director	0	0	0	200,000	200,000
8	Raman Uberoi	Director	0	0	0	200,000	200,000
	Total		0	0	0	6,560,000	6,560,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Girish Bhatia

Whether associate or fellow

Associate Fellow

Certificate of practice number

13792

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MANISH JAISWAL
Digitally signed by
 MANISH JAISWAL
 Date: 2022.08.19
 17:17:20 +0530'

DIN of the director

07859441

To be digitally signed by

PRITI SARAOGI
Digitally signed by
 PRITI SARAOGI
 Date: 2022.08.19
 17:18:09 +0530'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders and Debentureholders MGT 8 FY 2022.pdf Transfer of shares Details.pdf Additional Information.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



List of Equity Shareholders as on 31.03.2022

First Name	Middle Name	Last Name	Pollo Number	DP ID -Client ID Account Number	Number of Shares held	Class of Shares
Poonawalla Fincorp Limited				IN300159-10858770	249,821,067	Equity share
Adar	Cyrus	Poonawalla		IN301330-21593977	23	Equity share
Satyajeet	Chandrakant	Parve		12081600-79023894	23	Equity share
Amar	Sudhakar	Deshpande		IN303028-23574424	1	Equity share
Manoj	Kutty	Gujaran		IN300513-13748942	1	Equity share
Anup	Kumar	Agarwal		12044700-00862930	1	Equity share
Mahesh	Ramdas	Hande		IN301549-56923318	1	Equity share
Manish		Jaiswal		IN303028-60196904	1,973,333	Equity share

For Poonawalla Housing Finance Limited
(Formerly, Magma Housing Finance Limited)

Priti Saraogi
Priti Saraogi
Company Secretary
Membership No. ACS 26360



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, Chorpadi, Mundhwa Road, Pune - 411036

T: +91 020 67808091 | E: info@poonawallahousing.com | W: www.poonawallahousing.com



**POONAWALLA
HOUSING FINANCE**

Apna Char, Apni Pehchan

List of Debenture Holders as on 31.03.2022

First Name	Middle Name	Last Name	Reference Number	Number of debentures	Total amount of debentures
Bank of Maharashtra			IN300386 10000287	100	100,000,000
Punjab National Bank			IN300812 10501028	500	500,000,000
Union Bank of India			IN300812 10505289	750	750,000,000
State Bank of India			IN303786 10000023	950	950,000,000
Indian Bank			IN300597 10072090	500	500,000,000

For Poonawalla Housing Finance Limited
(Formerly, Magma Housing Finance Limited)

Priti Saraogi
Priti Saraogi
Company Secretary
Membership No. ACS 26360



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, Chorpadi, Mundhwa Road, Pune - 411036

T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com

GIRISH BHATIA

Company Secretaries

Form No.MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of **POONAWALLA HOUSING FINANCE LIMITED** (FORMERLY KNOWN AS MAGMA HOUSING FINANCE LIMITED) CIN: **U65922PN2004PLC208751** (the Company) having its Registered office at 602, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune – 411036 as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder, *to the extent and as were applicable to it*, in respect of:
 1. Its status under the Act;
 2. Maintenance of registers / records & making entries therein as applicable, within the time as prescribed therefore;
 3. Filing of forms and returns as stated in the annual return with the Registrar of Companies/ Regional Director, Central Government the Tribunal, Court or other authorities, as applicable, within prescribed time;
 4. Calling /convening/holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Books / registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members /Security holders, as the case may be;
 6. Advances/ Loans to its directors and / or persons or firms or companies referred to in Section 185 of the Act;
 7. Contracts /arrangements with related parties as specified in Section 188 of the Act;
 8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital /conversion of shares/securities and issue of security certificates in all instances;



Flat No. 5B, Shubham Apartment, 19B, Alipore Road, Kolkata-700027

E mail id – girishbhatia1956@gmail.com

Mobile No.-9903868281

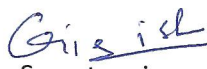
PAN:-ACWPB0146N

GIRISH BHATIA

Company Secretaries

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration / payment of dividend, transfer of unpaid/unclaimed dividend /other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-sections(3), (4) and (5) thereof;
12. Constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment / reappointment /filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance /renewal / repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Alterations of the provisions of the Memorandum and Articles of Association of the Company.

Place: Kolkata
Date: 10/08/2022

Signature 
Name of Company Secretary in practice: CS Girish Bhatia
C.P. No. :13792
FCS : 3295
UDIN F003295D000779114



GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P No.- 13792

Flat No. 5B, Shubham Apartment, 19B, Alipore Road, Kolkata-700027

E mail id - girishbhatia1956@gmail.com

Mobile No.-9903868281

PAN:-ACWPB0146N



Details of Shares Transfers during the Financial Year ended 31st March, 2022

Date of registration of transfer (Date Month Year)	Type of transfer 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/ Unit (in Rs.)	Ledger Follo of Transferor	Transferor's Name			Ledger Follo of Transferee's	Transferee's Name		
					Surname	middle name	first name		Surname	middle name	first name
16/08/2021	1	10	10	21	Poddar		Mayank	37	Poonawalla	Cyrus	Adar
16/08/2021	1	10	10	22	Chamria		Sanjay	37	Poonawalla	Cyrus	Adar
16/08/2021	1	10	10	34	Singhania		Rajesh	38	Bhutada		Abhay
16/08/2021	1	10	10	33	Zaman		Shabnum	38	Bhutada		Abhay
16/08/2021	1	3	10	36	Jodhani		Rakesh	37	Poonawalla	Cyrus	Adar
16/08/2021	1	2	10	36	Jodhani		Rakesh	38	Bhutada		Abhay
16/08/2021	1	1	10	35	Pithisaria		Stuti	38	Bhutada		Abhay
16/08/2021	1	1	10	35	Pithisaria		Stuti	39	Hande	Ramdas	Mahesh
16/08/2021	1	1	10	35	Pithisaria		Stuti	40	Deshpande	Sudhakar	Amar
16/08/2021	1	1	10	35	Pithisaria		Stuti	41	Gujaran	Kutty	Manoj
16/08/2021	1	1	10	35	Pithisaria		Stuti	42	Agarwal	Kumar	Anup
02/12/2021	1	10	10	38	Bhutada		Abhay	43	Parve	Chandrakant	Satyajeet
02/12/2021	1	10	10	38	Bhutada		Abhay	43	Parve	Chandrakant	Satyajeet
02/12/2021	1	2	10	38	Bhutada		Abhay	43	Parve	Chandrakant	Satyajeet
02/12/2021	1	1	10	38	Bhutada		Abhay	43	Parve	Chandrakant	Satyajeet

For Poonawalla Housing Finance Limited
(Formerly, Magma Housing Finance Limited)

Priti Saraogi
Priti Saraogi
Company Secretary
Membership No. ACS 26360



Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)

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I. Segment I: Registration and Other Details

Details of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	U74140WB1994PTC062636
Name of the Registrar and Transfer Agent	Niche Technologies Private Limited
Registered office address of the Registrar and Transfer Agents	7th Floor, Room No.7A & 7B, 3A, Auckland Place, Kolkata – 700 017

Note: - Due to inadequate option available in the above-said segment, complete information could not be filled-up, however the complete information is stated in the Board's Report.

II. Segment III: Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures)

Details of Parent Company

CIN of the Parent Company	U67110PN1993PTC070989
Name of the Parent Company	Rising Sun Holdings Private Limited (RSHPL)
Holding/Subsidiary/Associate/Joint Venture	Holding
% of shares	0

Note: - RSHPL has acquired controlling stake in Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) (PFL), thereby acquiring indirect stake in the Company. Accordingly, the Company is a subsidiary of PFL and a step down subsidiary of RSHPL. Due to inadequate option available in the above-said segment, complete information could not be filled-up, however the complete information is stated in the Board's Report.

III. Segment IV: Share Capital, Debentures and Other Securities of the Company

i) Share Capital (d) Break-up of paid-up share capital

The Company had 50 shares which are held by nominees of Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) (PFL) as registered owner and the beneficial interest of such shares are held by PFL. The Company had during the year dematerialized this 50 shares held by nominees of PFL. Accordingly, there is decrease of 50 shares in physical form and increase of 50 shares in demat form. The same has been accordingly disclosed in the said section of the form.

(iv) Debentures (Outstanding as at the end of financial year)

In the said section of the form, the nominal value of the Non-Convertible Debentures has been used to derive the required outstanding and movement numbers. However, in the Financial Statement of the Company the NCD amount is appearing at Rs. 29,320.07 lacs which is after adjustments of Interest accrued and necessary amortization, as per the provisions of Ind-AS.

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IV. Segment V: Turnover and net worth of the company (as defined in the Companies Act, 2013)
vi) a) Shareholding Pattern - Promoters

Please note, Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited) (PFL) holds 249,821,117 shares as promoter of the Company. Out of said shares, 50 shares are held by nominee shareholders, the beneficial interest of which are held by PFL. The nominee shareholders are also classified as Promoters of the Company as the said nominee shareholders act in accordance with the advice and directions of the Promoter. The same has been accordingly disclosed in the said section of the form.

V. Segment VIII – Details of Directors and Key Managerial Personnel
B(ii) Particulars of change in director(s) and Key managerial personnel during the year:

Name	DIN/PAN	Designation at the beginning/ during the financial year	Date of appointment/ change in designation/ Cessation	Nature of change/ Appointment/ Change in designation/ Cessation
Ajay Arun Tendulkar	ACAPT9123H	CFO	30/06/2021	Cessation

At the time of pre-scrutiny of the e-form, an error is being displayed stating that the person with the said PAN was not associated with the Company during the year. However, Mr. Tendulkar was associated with the Company as CFO upto 30 June 2021 and the Company had filed form DIR 12 with MCA for his cessation vide SRN T29278249 dated 02 July 2021. Accordingly, the said information is being disclosed hereinabove.

VI. Continuation to Part IX C : COMMITTEE MEETINGS
Committee Meetings held for the period from 01-04-2021 to 31-03-2022

Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination and Remuneration Committee	16/08/2021	3	3	100.00%
12	Nomination and Remuneration Committee	30/08/2021	3	3	100.00%
13	Nomination and Remuneration Committee	09/10/2021	3	3	100.00%
14	Nomination and Remuneration Committee	19/11/2021	3	3	100.00%
15	Nomination and Remuneration Committee	06/01/2022	3	3	100.00%
16	Nomination and Remuneration Committee	29/01/2022	3	3	100.00%

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Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of members attended	% of attendance
17	Nomination and Remuneration Committee	12/03/2022	3	3	100.00%
18	Corporate Social Responsibility Committee	07/08/2021	4	4	100.00%
19	Corporate Social Responsibility Committee	12/03/2022	4	4	100.00%
20	Risk Management Committee	24/05/2021	4	4	100.00%
21	Risk Management Committee	22/06/2021	3	3	100.00%
22	Risk Management Committee	07/08/2021	6	6	100.00%
23	Risk Management Committee	22/10/2021	5	5	100.00%
24	Risk Management Committee	16/12/2021	5	5	100.00%
25	Risk Management Committee	15/01/2022	4	4	100.00%
26	Asset & Liability Management Committee	26/04/2021	3	3	100.00%
27	Asset & Liability Management Committee	07/08/2021	6	6	100.00%
28	Asset & Liability Management Committee	22/10/2021	5	5	100.00%
29	Asset & Liability Management Committee	15/01/2022	5	5	100.00%
30	Management Committee	22/06/2021	3	3	100.00%
31	Management Committee	13/07/2021	3	3	100.00%
32	Management Committee	05/08/2021	4	3	75.00%
33	Management Committee	30/09/2021	3	3	100.00%
34	Management Committee	26/10/2021	4	4	100.00%
35	Management Committee	20/12/2021	4	4	100.00%
36	Management Committee	31/12/2021	4	4	100.00%
37	Management Committee	12/03/2022	3	3	100.00%
38	Management Committee	28/03/2022	3	3	100.00%
39	Information Technology Strategy Committee	26/04/2021	5	5	100.00%
40	Information Technology Strategy Committee	22/10/2021	6	6	100.00%

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VII. Continuation to Part IX D: ATTENDANCE OF DIRECTORS

During the year, Mr. Raman Uberoi (DIN: 03407353) and Ms. Deena Mehta (DIN: 00168992), ceased to be Directors w.e.f. close of business hours on 09 June 2021. During the year, Mr. Abhay Bhutada (DIN: 03330542) ceased to be Director with effect from 16 September 2021. Further, Mr. Sanjay Chamria (DIN: 00009894) ceased to be a Director with effect from the close of the business hours of 23 November, 2021. Further, Mr. Sajid Fazalbhoy ceased to be the Director with effect from 14 January, 2022. Attendance of Mr. Uberoi, Ms. Mehta, Mr. Bhutada, Mr. Chamria and Mr. Fazalbhoy for meetings held during their tenure in the Financial Year 2021-22 are provided below as the same could not be filled up in the form:

Sl. No.	Name of Director	Board Meeting			Committee Meeting			Whether attended AGM held on 21/06/2022 Y/N/NA
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1.	Abhay Bhutada	2	2	100	4	3	75	Not Applicable
2.	Sajid Fazalbhoy	6	6	100	14	14	100	Not Applicable
3.	Raman Uberoi	1	1	100	5	5	100	Not Applicable
4.	Deena Mehta	1	1	100	5	5	100	Not Applicable
5.	Sanjay Chamria	6	6	100	3	3	100	Not Applicable

For Poonawalla Housing Finance Limited
(Formerly, Magma Housing Finance Limited)

Priti Saraogi

Priti Saraogi
Company Secretary
Membership No. ACS 26360
602, 6th Floor, Zero One IT Park,
Survey No. 79/1, Ghorpadi, Mundhwa Road,
Pune - 411036



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