

NOTICE

To all the Members of the Company

Notice is hereby given that the **33rd Extra Ordinary General Meeting (EGM)** of the Shareholders of **Poonawalla Housing Finance Limited** (Formerly known as “Magma Housing Finance Limited”) (hereinafter referred to as ‘Company’/ ‘the Company’) will be held at a shorter notice on Tuesday, 25th day of January, 2022 at 03:00 P.M. through Video conferencing (“VC”)/ other Audio Visual Means (“OAVM”), to transact the following businesses:

Since the EGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at “Development House”, 24, Park Street, Kolkata–700016, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS(ES):

1. Approval of amendment in Restricted Stock Option Plan of the Company.

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (“ Act”) (including any statutory amendments, modification(s), or re – enactments of the Act thereof for the time being in force), the applicable clauses of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors (‘Board’) of the Company, the consent of the members of the Company be and is hereby accorded for amendment in the Magma Housing Restricted Stock Option Plan 2018 (RSOP 2018) of the Company, the salient features of which are furnished in the Explanatory Statement to the Notice.

RESOLVED FURTHER THAT in accordance with the provisions contained in Section 62 and 67 of the Act read with Rule 12 and 16 of the Companies (Share Capital and Debenture) Rules, 2014 respectively and all other applicable provisions of the Act, the applicable provisions of the Articles of Association of the Company and pursuant to the recommendations of the NRC and approval of the Board of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue and allot at any time additional 500,000 (Five Lakhs only) Restricted Stock Options being not exceeding 5% of the paid-up equity share capital of the Company as on the date of passing the resolution to the eligible employees, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the NRC in accordance with the provisions of the RSOP 2018 and in due compliance with other applicable laws.

RESOLVED FURTHER THAT Chief Financial Officer, Chief Human Resource Officer, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all such actions as may be deemed necessary to give effect to the above resolution.”

2. Revision in remuneration of Mr. Manish Jaiswal, Managing Director & Chief Executive Officer of the Company

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws (including any amendments thereto made from time to time) and in terms of the applicable clauses of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee (‘NRC’) and approval of the Audit Committee and the Board of Directors (‘Board’) of the Company, the consent of the members be and is hereby accorded for the revision in remuneration of Mr. Manish Jaiswal, Managing Director & Chief Executive Officer (MD & CEO) (DIN 07859441) of the Company with effect from 1 April, 2021 for the remaining tenure of his appointment till 25 June 2022 on such terms as set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the balance tenure or during such financial years when the loss or inadequacy arises, whichever is lower), with liberty to the Board of Directors of the Company (including NRC of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and as may be agreed to between the Board of Directors and Mr. Jaiswal provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V to the Act;

RESOLVED FURTHER THAT the Board or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the aforesaid resolution.”

Place: Pune

Dated: 23.01.2022

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

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

Sd/- _____

Priti Saraogi
Company Secretary
Membership No. A26360

NOTES:

1. Shorter Notice consent has been received from all the shareholders of the Company electronically to convene the meeting at a shorter notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 and clarification Circular No. 02/2021 dated January 13, 2021 (collectively referred to as ‘MCA Circulars’) permitted the holding of the Extra Ordinary General Meeting (‘EOGM’) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the EOGM 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

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company.

3. The Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, with respect to Special Business set out in the Notice is annexed hereto and forms part of the Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM 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 EOGM 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 EOGM and **hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. In compliance with the aforesaid MCA circulars, Notice of the EOGM shall be given only through emails 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>.
6. 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 EGM.
7. 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 EGM THROUGH VC**' which is enclosed with the Notice of the EGM and shall also be attached separately on the e-mail, with the Notice of the EGM.
8. 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://us02web.zoom.us/j/86393092995?pwd=KzFuUTIEckY4R1FnM01WWXVXTGITQT09
Meeting ID	863 9309 2995
Password	780856

9. The members desirous to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company Secretary's email address: priti.saraogi@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.
10. Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary at priti.saraogi@poonawallahousing.com. The same shall be taken up in EGM and replied by the Company suitably.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

12. The documents referred in the Explanatory Statement will be made available for inspection by the members at the Meeting in electronic mode.
13. Members seeking any information with regard to any matter to be placed at EGM are requested to submit their questions in advance, on or before 24th January, 2022 on the Company Secretary's email address i.e. priti.saraogi@poonawallahousing.com. The same will be replied by the Company suitably.
14. Considering the fact that your Company is a subsidiary of Poonawalla Fincorp Limited (erstwhile Magma Fincorp Limited), voting will be done through show of hands in terms of the MCA Circulars.
15. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

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

CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091

Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350

E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

Instructions for participating in the 33rd (Thirty Third) Extra Ordinary General Meeting of the Members of Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited), to be held on Tuesday, 25th January, 2022, at 03:00 p.m. through Video Conference, by using Zoom Meeting Application.

Instructions for participating the aforesaid EGM through Video Conference:

Step 1

Download the Zoom Meeting Application in your Mobile 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 through Mobile phone 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 just 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 EGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
3. Please 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.**

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

5. The members attending the EGM through VC may send their assent or dissent through their registered email-id to the email-id of the Company Secretary at priiti.saraogi@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. Priti Saraogi, at priiti.saraogi@poonawallahousing.com
-

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company implemented the 'Magma Housing - Restricted Stock Option Plan 2018' (RSOP 2018), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability and create a sense of ownership among employees. The RSO Plan was approved by the members of the Company by way of a special resolution dated October 24, 2018, in due compliance with applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory amendments, modification(s), or re – enactments of the Act thereof for the time being in force), read along with rules made thereunder, the provisions of the Articles of Association of the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

The Company proposed amendment in the RSO Plan, salient features of which are mentioned herein below:

- Change of name of the Company and updation of Corporate Office of the Company at Pune
- Change in definition of Corporate Action by inclusion of the following:
 - other reorganization of the Company in which the Shares are converted into or exchanged for external capital raise, either directly or indirectly, by the Company including any capital raise by the Company from Poonawalla Fincorp Limited or any other Affiliate of Poonawalla Fincorp Limited;
 - Any scheme of merger or demerger of the Company, pursuant to all corporate and court approvals have been obtained;
- Pool available in the Plan for grant
- Change of name of the Trust consequent to change of name of the Company
- Amendment in clause 10 of the Plan w.r.t. Exercise of Awards
- Amendment in clause 12.1 of the Plan w.r.t. cessation of employment of the awardee

Further, in partial modification and addition to the resolution dated 24.10.2018 for approval of the RSO Plan 2018, the following disclosures are being provided pursuant to Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014. Brief particulars in respect of the Poonawalla Housing Finance ESOP Trust ("Trust") are as follows:

- The class of employees for whose benefit the scheme is being implemented: Employee(s) in the rank of Associate Vice President and above as per the Plan are the class of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares;
- The particulars of the trustee or employees in whose favor such shares are to be registered: The employees/Trustees shall acquire and hold the Shares in due compliance of the relevant applicable provisions;
- The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel: Trust is already set-up in the name Poonawalla Housing Finance ESOP Trust and the Trustees are as per the Trust Deed;
- Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof: Key managerial personnel are covered under the Plan as provided in the Plan in due compliance with the provisions of Companies Act, 2013. The Key Managerial Personnel of the

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

Company may be deemed to be concerned or interested in the Trust only to the extent of their entitlements and the resultant equity shares issued as applicable.

- The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme: The employees would get the benefit on sale of shares depending on the value of such shares from the Trust.
- The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised: The Trustees are not entitled to vote in respect of shares held in the Trust as per applicable provisions.
- Loan amount as approved at the time of formation of the Trust (Rs. 2 cr).

The Board of Directors at their meeting held on 06th January, 2022 sought approval of members for amendment cited above in the RSO Plan for offer, issue and allotment at any time by additional 500,000 (Five Lakhs only) Restricted Stock Options at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the NRC in accordance with the provisions of the “RSOP 2018” and in due compliance with other applicable laws. The RSO Plan shall be available for inspection by the members at the Meeting in electronic mode.

The Board recommends the passing of the **special resolution** as set out in **item no.1** of the Notice.

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

ITEM NO. 2

The Members were informed that the Shareholders while approving the appointment of Mr. Manish Jaiswal as Managing Director & Chief Executive Officer (MD & CEO) of the Company at their meeting held on 03rd July 2017 for a period of 5 years had authorized the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee to revise the fixed salary based on performance of Mr. Jaiswal.

The Members were apprised that based on the performance and considerable progress in the business, the remuneration of Mr. Jaiswal was proposed to be revised with effect from 1 April 2021 for the remaining tenure of his appointment till 25th June, 2022 subject to shareholders’ approval.

Remuneration proposed:

1. **Basic Salary:** Rs. 12,000,024/- (Rupees One Crore Twenty Lakhs Twenty-Four only) per annum.
2. **Perquisites / Benefits:** In addition to the above salary, Mr. Jaiswal shall also be entitled to the following perquisites / benefits:
 - i. Housing Rent Allowance @50% of Basic Salary – Rs. 5,999,988/- (Rupees Fifty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Eighty-Eight only) per annum.
 - ii. Special Allowance – Rs. 9,474,792/- (Rupees Ninety-Four Lakhs Seventy Four Thousand Seven Hundred Ninety Two only) per annum.
 - iii. Leave Travel Allowance – Rs. 72,000/- (Rupees Seventy-Two Thousand Only) per annum.
 - iv. Medical Coverage, Health Insurance and Personal Accident coverage as per Company policy.

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

- v. Provident Fund: Contribution to Provident Fund not exceeding 12% of basic salary or such percentage limit as may be prescribed by Income Tax legislation – Rs. 1,440,000 /- (Rupees Fourteen Lakhs Forty Thousand only) per annum.
 - vi. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service – Rs. 577,200/- (Rupees Five Lakhs Seventy-Seven Thousand Two Hundred only) per annum.
 - vii. National Pension Scheme: Contribution to National Pension Scheme not exceeding 10% of basic salary – Rs. 435,996 /- (Rupees Four Lakhs Thirty-Five Thousand Nine Hundred Ninety-Six only) per annum.
 - viii. Encashment of unavailed leave as per the rules of the Company.
3. Yearly revision of fixed salary will be based on performance and to be decided by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee at its absolute discretion.
 4. Annual Performance Bonus (Linked to performance target to be decided every year): Rs. 10,000,000/- (Rupees One Crore only) from FY 20-21 onwards.
 5. One time fixed relocation expense of Rs. 78 lakhs.
 6. Mr. Jaiswal has been granted 2,960,000 Restricted Stock Options under the Magma Housing Restricted Stock Option Plan 2018 and additional 400,000 Restricted Stock Options are subject to approval of shareholders for increment of the total number of additional options.
 7. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Jaiswal as MD & CEO, the Company will pay to Mr. Jaiswal in respect of such financial years in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V of the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.
 8. Mr. Jaiswal shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

Information pertaining to revision in remuneration to Mr. Jaiswal in accordance with the requirement of Schedule V, Part II, Section II, Clause A of the Companies Act 2013 and para 1.2.5 of the Secretarial Standards 2 issued by the ICSI is given in Annexure A to this explanatory statement.

The Board recommends the passing of the **special resolution** as set out in **item no.2** of the EGM Notice.

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

Place: Pune

Dated: 23.01.2022

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

By Order of the Board of Directors
For **Poonawalla Housing Finance Limited**

Sd/- _____
Priti Saraogi
Company Secretary
Membership No. A26360

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922WB2004PLC229849

Corporate Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808091
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallahousing.com | **W:** www.poonawallahousing.com

Annexure A to the explanatory Statement to notice dated 23.01.2022

I. General Information:					
1.	Nature of industry:	The Company is a Housing Finance Company, engaged in retail financing.			
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 21 April, 2004. It got the Certificate to commence business on 26 April, 2004. The Company got registered as a housing Finance Company on 25 October, 2004 with the National Housing Bank. The present name of the Company was changed on 22 July, 2021.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA			
4.	Financial performance during the last 3 Financial periods	Particulars	Audited figure for the FY 31.03.2021 (Rs. in lakh)	Audited figure for FY 31.03.2020 (Rs. in lakh)	Audited figure for FY 31.03.2019 (Rs. in lakh)
		Total Income	47,254.33	35,636.65	24,551.38
		Total Expenses	45,818.54	30,208.09	19,851.10
		Profit/(Loss) before Tax	1,435.79	5,428.56	4,700.28
		Provision for Taxation	346.88	1,163.72	1,298.77
		Profit/(Loss) after Tax	1,088.91	4,264.84	3,401.51
5.	Foreign investments or collaborators, if any:	Not Applicable			
II. Information about the appointee:					
1.	Background details	Mr. Manish Jaiswal, aged about 52 years, is a Bachelor of Engineering from Visvesvaraya National Institute of Technology, Nagpur and has also completed his Fast Track General Management Program from IIM, Bangalore. Presently he is designated as Managing Director & Chief Executive Officer in Poonawalla Housing Finance Limited (Formerly Magma Housing Finance Limited)			
2.	Past remuneration	Rs. 1.39 crore			
3.	Recognition or awards	He has previously served as senior director-small and medium enterprises of CRISIL, having also served as a director-research and risk solutions of CRISIL.			
4.	Job profile and his suitability	As the Managing Director and Chief Executive Officer, Mr. Jaiswal will be responsible for the overall supervision and control of the Company. He possesses vast experience in the Finance Industry.			
5.	Remuneration proposed	As given in the explanatory statement of resolution no 2			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.			

	the relevant details would be w.r.t. the country of his origin)	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None, except the remuneration as Managing Director & Chief Executive Officer of the Company
III.	Other information:	
1.	Reasons of loss or inadequate profits:	Economic slowdown, outbreak of COVID-19 pandemic and due to additional provision made for COVID - 19, the Company had inadequate profit in the financial year 2020-21.
2.	Steps taken or proposed to be taken for improvement:	Liquidity Management, Opex control, Portfolio quality and Capital preservation
3.	Expected increase in productivity and profits in measurable terms:	Due to the uncertainty of spread of COVID 19 and availability of solutions to control the pandemic. While the external environment is uncertain, the Company has initiated various digitization and cost rationalization measures and expects significant benefits of cost reduction from the same. The Company expects the performance to improve progressively as the economic activity returns to pre COVID levels.
IV.	Disclosures:	
	Disclosures pursuant to clause (IV) of Part II of Schedule V of the Companies Act, 2013 shall be mentioned in the Board of Directors' Report for the Financial Year ending 2021-22.	
V.	Others:	
1	Date of birth & Age	24/07/1969 & 52 years
2	DIN	07859441
3	Qualifications	Bachelor of Engineering from Visvesvaraya National Institute of Technology, Nagpur and has also completed his Fast Track General Management Program from IIM, Bangalore
4	Experience	Mr. Jaiswal had joined the Company from CRISIL having spearheaded the business of Risk Advisory, Research and SME Ratings.
4	Terms and conditions of appointment and/or reappointment alongwith details of remuneration	As given in the explanatory statement above
6	Remuneration last drawn	Rs. 1.39 crore
7	Date of first appointment on the Board	26 June, 2017
8	Shareholding in the Company	1,973,333 shares (0.78%)
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
10	Number of Meetings of the Board attended during the year	7/7
11	Other Directorships	None
12	Membership/Chairmanship of Committees of other Boards	None
13	Disclosure of relationships between directors inter-se;	None