

NOTICE

Notice is hereby given that the 36th Extra Ordinary General Meeting (“EOGM”) of the Members of Poonawalla Housing Finance Limited (hereinafter referred to as “the Company”) will be held at a shorter notice on 09 November, 2023 at 2.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following special business:

Approval for change of name of the Company from Poonawalla Housing Finance Limited to Grihum Housing Finance Limited and consequential alteration of the Memorandum and Articles of Association 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 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 ('RBI HFC Directions'), including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to any other applicable rules, regulations, circulars and guidelines as may be issued from time to time, and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other law, rules and regulations, the approval of the Members of the Company be and is hereby accorded to change the name of the Company from **“Poonawalla Housing Finance Limited”** to **“Grihum Housing Finance Limited”**;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered and accordingly substituted with the following clause:

“I. The name of the Company is Grihum Housing Finance Limited.”

RESOLVED FURTHER THAT, the name “Poonawalla Housing Finance Limited” wherever it appears in the Memorandum of Association and Articles of Association be substituted with the new name “Grihum Housing Finance Limited” and be deemed substituted in all other necessary documents including agreements and contracts entered by the Company, name boards, letter heads and at all other places wherever appearing.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Chief Compliance Officer and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to make, sign, execute and file necessary applications, e-forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchange where non-convertible debentures of the Company are listed, and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

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

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

Place: Pune
Dated: 08.11.2023

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/-
Vaishnavi Suratwala
Company Secretary
Membership No. A41827

NOTES:

1. Pursuant to the provisions of Section 101 of the Companies Act, 2013 (the Act) and SS-1 issued by the Institute of Company Secretaries of India, consents have been received from all the Members of the Company to convene the meeting at shorter notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated 08 April, 2020 read with circulars dated 13 April 2020, 15 June, 2020, 28 September, 2020, 31 December, 2020, 23 June, 2021, 28 December, 2022 and 25 September, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EOGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, this EOGM is being held through VC / OAVM. The deemed venue for the EOGM shall be 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 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 EOGM.

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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 EOGM 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 EOGM.
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://zoom.us/j/94744031336?pwd=eGQza01zU1I5WStrTERFUUx3eWpJZz09
Meeting ID	947 4403 1336
Password	500334

9. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice and up to the date of EOGM. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at vaishnavi.suratwala@poonawallahousing.com.
10. Members seeking any information with regard to the matters to be placed at the EOGM, are requested to write to the Company Secretary at vaishnavi.suratwala@poonawallahousing.com. The same shall be taken up in EOGM and replied by the Company suitably.
11. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The documents referred to 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 EOGM are requested to submit their questions in advance, on or before EOGM to the Company Secretary's email address i.e. vaishnavi.suratwala@poonawallahousing.com. The same will be replied by the Company suitably.
14. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 36th (Thirty Sixth) Extra Ordinary General Meeting of the Members of Poonawalla Housing Finance Limited, to be held at shorter notice on 09 November,2023 at 02.00 PM through Video Conference, by using Zoom Meeting Application.

Instructions for participating in the aforesaid EOGM through Video Conference:

Step 1

Download the Zoom Meeting Application on 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 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 15 minutes before the scheduled time of the meeting for timely participation in the EOGM 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. The members attending the EOGM through VC may send their assent or dissent through their registered email-id to the email-id of the Company Secretary at vaishnavi.suratwala@poonawallahousing.com. Please click on the “Mute” tab, when there is any disturbance or noise around you or you are not talking.
 5. *Please ensure that no other person is sitting with you/participating/ having access to the proceedings of the Meeting through Video Conference.*
 6. Please click on “Unmute” tab when you want to say something.
 7. 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 .
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Members may note that Poonawalla Fincorp Limited (PFL), the erstwhile holding company of the Company and its nominees divested all of the 249,821,117 equity shares held by them in the Company in favour of Perseus SG Pte. Ltd. an entity affiliated to TPG (Perseus) and its nominees on 26 July 2023, post receipt of approvals of relevant regulatory authorities (including the RBI). Consequently, the Company has ceased to be a subsidiary of PFL and Perseus now holds a controlling equity stake in the Company.

Considering the change in control of the Company and that the Company has ceased to be a Poonawalla group company, the Board of Directors of the Company, vide the resolution passed by it on 8 September, 2023, has accorded its consent to change the name of the Company, to 'Grihum Housing Finance Limited' or such name as may be made available, subject to necessary approvals.

The Company has received necessary approvals from the regulators i.e., Reserve Bank of India vide its letter dated 1 November 2023 and Central Registration Centre, Registrar of Companies, vide its letter dated 07 November, 2023.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the Members is required for change in the name of the Company and consequent alteration in the Memorandum of Association of the Company by way of a Special Resolution.

The Board recommends passing of this resolution as a Special Resolution.

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

Place: Pune

Dated: 08.11.2023

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By Order of the Board of Directors
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Sd/-
Vaishnavi Suratwala
Company Secretary
Membership No. A41827