

# 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
- (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 Limited	L51504WB1978PLC031813	Holding	100
2	Rising Sun Holdings Private Lir	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	200,000,000	165,829,853	165,829,853	165,829,853
Total amount of equity shares (in Rupees)	2,000,000,000	1,658,298,530	1,658,298,530	1,658,298,530

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	165,829,853	165,829,853	165,829,853
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,658,298,530	1,658,298,530	1,658,298,530

**(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	50	165,829,803	165829853	1,658,298,5	1,658,298,5	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	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 <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back 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 <input type="text"/>						
<b>At the end of the year</b>	50	165,829,803	165829853	1,658,298,5	1,658,298,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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 <input type="text"/>						
<b>Decrease during the year</b>	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 <input type="text"/>						
<b>At the end of the year</b>	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)

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"/>	
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				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

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

Ledger Folio of Transferee				<input type="text"/>			
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Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		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	4,400	1000000	4,400,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			4,400,000,000

**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	550,000,000	4,100,000,000	250,000,000	4,400,000,000
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**

4,670,849,000

**(ii) Net worth of the Company**

4,968,492,000

**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)	165,829,803	100	0	
10.	Others	0	0	0	
	<b>Total</b>	165,829,803	100	0	0

**Total number of shareholders (promoters)**

1

**(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	50	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)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	50	0	0	0
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**Total number of shareholders (other than promoters)**

6

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

7

**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	1	1
Members (other than promoters)	6	6
Debenture holders	3	7

**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
<b>A. Promoter</b>	0	1	0	1	0	0
<b>B. Non-Promoter</b>	1	5	1	2	0	0
(i) Non-Independent	1	2	1	0	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	1	6	1	3	0	0

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

6

**(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)
Sanjay Chamria	00009894	Director	10	
Manish Jaiswal	07859441	Managing Director	0	
Raman Uberoi	03407353	Director	0	09/06/2021
Deena Asit Mehta	00168992	Director	0	09/06/2021
Ajay Arun Tendulkar	ACAPT9123H	CFO	0	30/06/2021
Priti Saraogi	AKJPB3592K	Company Secretar	0	

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

7

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)
Satya Brata Ganguly	00012220	Director	12/07/2020	Cessation
Mayank Poddar	00009409	Director	09/06/2020	Retirement
Kailash Baheti	00192017	Director appointed	09/06/2020	Cessation
Ian Gerard Desouza	AABPD5884C	CFO	30/06/2020	Cessation
Ajay Arun Tendulkar	ACAPT9123H	CFO	01/07/2020	Appointment
Raman Uberoi	03407353	Director	04/08/2020	Change in designation
Deena Asit Mehta	00168992	Director	04/08/2020	Change in designation

**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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	04/08/2020	7	6	100

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/04/2020	7	7	100
2	09/06/2020	7	6	85.71
3	04/08/2020	4	4	100
4	30/10/2020	4	4	100
5	04/11/2020	4	4	100
6	30/11/2020	4	4	100
7	29/01/2021	4	4	100

**C. COMMITTEE MEETINGS**

Number of meetings held

37

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	09/06/2020	3	3	100
2	Audit Committee	04/08/2020	3	3	100
3	Audit Committee	30/10/2020	3	3	100
4	Audit Committee	29/01/2021	3	3	100
5	Nomination and Remuneration	09/06/2020	3	3	100
6	Nomination and Remuneration	29/01/2021	3	3	100
7	Corporate Social Responsibility	04/08/2020	3	3	100
8	Corporate Social Responsibility	29/01/2021	3	3	100
9	Risk Management	09/06/2020	4	4	100
10	Risk Management	04/08/2020	4	3	75

**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	18/08/2021
								(Y/N/NA)
1	Sanjay Chamr	7	7	100	32	21	65.63	Yes
2	Manish Jaiswa	7	7	100	31	31	100	Yes
3	Raman Ubero	7	7	100	17	17	100	Not Applicable
4	Deena Asit Me	7	7	100	32	32	100	Not Applicable

#### 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 Direct	11,759,351	0	0	747,345	12,506,696
	Total		11,759,351	0	0	747,345	12,506,696

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	Ian Gerard Desouza	CFO	3,629,295	0	0	236,663	3,865,958
2	Ajay Arun Tendulka	CFO	6,172,878	0	0	409,585	6,582,463
3	Priti Saraogi	Company Secre	1,032,547	0	0	71,312	1,103,859
	Total		10,834,720	0	0	717,560	11,552,280

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Satya Brata Gangul	Independent Dir	0	0	0	90,000	90,000
2	Deena Asit Mehta	Independent Dir	0	0	0	1,270,000	1,270,000
3	Raman Uberoi	Independent Dir	0	0	0	880,000	880,000
	Total		0	0	0	2,240,000	2,240,000

**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:

1. 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.
2. 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: 2021.09.22 17:29:56 +05'30'

DIN of the director

#### To be digitally signed by

SARAO GI PRIT  
Digitally signed by SARAO GI PRIT  
Date: 2021.09.21 15:52:39 +05'30'

- 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

#### List of attachments

List of Shareholders and Debentureholders  
PHFL MGT 8 FY 2020 21 DT 7 9 2021.pdf  
Additional Information for MGT 7.pdf

**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<sup>st</sup> March 2021**

DP ID-Client ID/ Ledger Folio of Shareholder	Name of Shareholder	Father's / Husband's Name	Residential Address+Town / City+State	Pin Code	Type of Share	Number of Share	Amount per Share
IN300159-10858770	Poonawalla Fincorp Limited (Formerly Magma Fincorp Limited)	N. A.	"Development House", 24, Park Street, Kolkata, West Bengal	700016	Equity	16,58,29,803	10
21	Mayank Poddar (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Late Champalal Poddar (Father)	24, Park Street, Kolkata, West Bengal	700016	Equity	10	10
22	Sanjay Chamria (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Late Banwarilal Chamria (Father)	22/1, Belvedere Road, 10th Floor, Alipore, Kolkata, West Bengal	700027	Equity	10	10
33	Shabnum Zaman (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Mr. Kamrez Zaman (Father)	80B, Dr. Sudhir Bose Road, Khidderpore, Kolkata, West Bengal	700023	Equity	10	10
34	Rajesh Singhania (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Mr. Gajanand Singhania (Father)	VIP Enclave II, VIP Road, Raghunathpur, Kolkata, West Bengal	700059	Equity	10	10
35	Stuti Pithisaria (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Mr. Santosh Kumar Agrawala (Father)	45A, Buroshibtala, Main Road, New Alipore Residency, Kolkata, West Bengal	700038	Equity	5	10
36	Rakesh Jodhani (Beneficial interest of this share lies with Poonawalla Fincorp Limited)	Mr. Shlw Bhagwan Jodhani (Father)	43, Shyamnagar Road, Natural City, Block E, Flat 7B, Kolkata, West Bengal	700055	Equity	5	10
<b>Total Number of Shareholders = 7</b>			<b>Total Number of Shares (Paid-Up) =</b>			<b>16,58,29,853</b>	

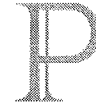
SARAOGI PRITI  
Digitally signed by SARAOGI PRITI  
Date: 2021.09.14 13:53:38 +05'30'

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

**Corporate Office:** 602, 6<sup>th</sup> 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



**List of Debenture holders as on 31<sup>st</sup> March 2021**

Reference No./ DP ID-client Id of Debenture holder	Name of Debenture holder	Father's/ Husband's Name	Residential Address+Town / City+State	Pin Code	Type of Debenture	Number of Debentures	Amount per Debenture
IN300749-10000012.	Bank of India	N. A.	Treasury Branch Head Office Star House 7th Floor C-5 'G'block Bandra Kurla Complex Bandra (East) Mumbai.	400 051	Secured	200	200,000,000
IN300386-10000287	Bank of Maharashtra	N. A.	Treasury and International Banking 2nd Floor 23 Maker Chamber III Nariman Point Mumbai	400 021	Secured	100	100,000,000
IN300812-10501028	Punjab National Bank	N.A.	Treasury Department, C - 9, Block G, Bandra Kurla Complex, PNB Pragati Tower, Mumbai	400 051	Secured	500	500,000,000
IN300812-10505289	Union Bank of India	N.A.	Treasury Branch, Central Office, Union Bank Bhawan, 3rd floor, 239, Vidhan Bhawan Marg, Nariman Point, Mumbai	400 021	Secured	750	750,000,000
IN303786-10000023	State Bank of India	N.A.	Global Market, Corporate Centre, State Bank of India, Mumbai	400 054	Secured	950	950,000,000
IN300597-10072090	Indian Bank	N.A.	Treasury Branch, 2nd floor, Allahabad Bank building, Fort, Mumbai	400 023	Secured	500	500,000,000
IN303786-10000023	State Bank of India	N.A.	Global Market, Corporate Centre, State Bank of India, Mumbai	400 054	Secured	1,400	1,400,000,000
<b>Total Number of Debenture Holders = 7</b>						<b>4,400</b>	

SARAOGI PRITI  
Digitally signed  
by SARAOGI PRITI  
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**Poonawalla Housing Finance Limited**  
(Formerly known as Magma Housing Finance Limited)

**CIN:** U65922WB2004PLC229849

**Corporate Office:** 602, 6<sup>th</sup> 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



# 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 M/s.POONAWALLA HOUSING FINANCE LIMITED (FORMERLY KNOWN AS MAGMA HOUSING FINANCE LIMITED) CIN: U65922WB2004PLC229849 (the Company) having its Registered office at "Development House", 24, Park Street, Kolkata- 700016, 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, 2021. In my opinion and to the best of my information and according to the examinations 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 there under, *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

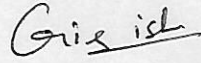
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# GIRISH BHATIA

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, where ever 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/or Articles of Association of the Company.

Place: Kolkata  
Date: 07/09/2021

Signature :   
Name of Company Secretary in practice: CS Girish Bhatia  
C.P.No. : 13792  
FCS : 3295  
UDIN : F003295C000913732



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

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PAN:-ACWPB0146N

**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 60% 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(iv) : Indebtedness including 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. 45,998.94 lakhs which is after adjustments of Interest accrued and necessary amortization, as per the provisions of IndAS.

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**IV. Continuation to Part IX C : COMMITTEE MEETINGS**
**Committee Meetings held for the period from 01-04-2020 to 31-03-2021**

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	Risk Management Committee	30/10/2020	4	4	100.00%
12	Risk Management Committee	29/01/2021	4	4	100.00%
13	Asset and Liability Management Committee	20/05/2020	3	2	66.67%
14	Asset and Liability Management Committee	28/07/2020	3	2	66.67%
15	Asset and Liability Management Committee	23/10/2020	3	2	66.67%
16	Asset and Liability Management Committee	19/01/2021	3	2	66.67%
17	Management Committee	04/04/2020	3	3	100.00%
18	Management Committee	12/06/2020	3	3	100.00%
19	Management Committee	22/06/2020	3	3	100.00%
20	Management Committee	26/06/2020	3	3	100.00%
21	Management Committee	01/07/2020	3	3	100.00%
22	Management Committee	06/07/2020	3	3	100.00%
23	Management Committee	28/07/2020	3	3	100.00%
24	Management Committee	31/07/2020	3	3	100.00%
25	Management Committee	13/08/2020	3	3	100.00%
26	Management Committee	18/08/2020	3	3	100.00%
27	Management Committee	23/10/2020	3	3	100.00%
28	Management Committee	05/11/2020	3	3	100.00%
29	Management Committee	17/12/2020	3	3	100.00%
30	Management Committee	30/12/2020	3	2	66.67%
31	Management Committee	19/02/2021	3	2	66.67%
32	Management Committee	12/03/2021	3	2	66.67%
33	Management Committee	19/03/2021	3	2	66.67%
34	Management Committee	25/03/2021	3	2	66.67%
35	Management Committee	30/03/2021	3	2	66.67%

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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
36	Information Technology Strategy Committee	09/06/2020	5	5	100.00%
37	Information Technology Strategy Committee	30/10/2020	5	5	100.00%

**V. Continuation to Part IX D: ATTENDANCE OF DIRECTORS**

The tenure of Mr. Satya Brata Ganguly (DIN: 00012220) was completed as an Independent Director and he ceased to be a Director of the Company w.e.f. the close of working hours on 12 July, 2020. Further, Mr. Mayank Poddar (DIN: 00009409) retired from the Directorship w.e.f. close of working hours on 09 June, 2020 and Mr. Kailash Baheti (DIN: 00192017) ceased to be Director of the Company w.e.f. close of working hours on 09 June, 2020. Attendance of Mr. Ganguly, Mr. Poddar and Mr. Baheti for meetings held during their tenure in the Financial Year 2020-21 are provided below as the same could not be filled up in the form:

S. No.	Name of Director	Board Meeting			Committee Meeting			Whether attended AGM held on 18/08/2021
		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	
		Y/N/NA						
1.	Satya Brata Ganguly	2	2	100	NIL	NIL	NIL	Not Applicable
2.	Mayank Poddar	2	1	50	1	1	100	Not Applicable
3.	Kailash Baheti	2	2	100	2	2	100	Not Applicable

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