

NOTICE

To all the Members of the Company

Notice is hereby given that the **34th Extra Ordinary General Meeting (EGM)** of the Shareholders of **Poonawalla Housing Finance Limited** (hereinafter referred to as 'Company'/ 'the Company') will be held at a shorter notice on 26 July, 2023 at 06:00 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 602, 6th Floor, Zero One IT Park, Sr. No.79/1, Ghorpadi, Mundhawa Road, Pune- 411036 which shall be the deemed venue of the EGM.

SPECIAL BUSINESS(ES):

- 1. Approval for Increase in Authorized Share Capital of the Company and the consequent amendment of Memorandum of Association of the Company pursuant to Section 13 of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant Rules framed there under ("Act") and in accordance with the applicable provisions of the Articles of Association of the Company ("AOA"), the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 2,750,000,000 (Rupees Two hundred and Seventy-Five crore only) divided into 275,000,000 (Twenty-Seven crore Fifty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,000,000,000/- (Rupees Five Hundred crore only) divided into 500,000,000 (Fifty crore) Equity Shares of Rs. 10/- (Rupees Ten) each by the creation of additional 225,000,000 (Twenty-Two Crore and Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61(a) and 64 of the Act, all other applicable provisions, if any, of the Act and the AOA, the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be and it is hereby deleted, and the following be substituted in its place:

"V. The authorized share capital of the Company is Rs. 5,000,000,000/- (Rupees Five Hundred crore only) divided into 500,000,000 (Fifty crore) Equity Shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Compliance officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT authority and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which shall include the Management Committee of the Board having such powers as may be delegated by the Board from time to time) to deal with the

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matters relating to increase in authorised share capital of the Company and Alteration of the Memorandum of Association of the Company and take decision in this regard.”

2. Amendment in the Articles of Association of the Company

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 Section 5, 14, and other applicable provisions, if any, of the Companies Act, 2013 and the rules, circulars, notifications framed thereunder (as amended, modified and restated from time to time) (“**Act**”) the consent of the members of the Company be and is hereby accorded to the adoption of the amended and restated Articles of Association of the Company (“**AOA**”), the draft of which is annexed to this resolution, in substitution of the existing AOA.

RESOLVED FURTHER THAT for the purposes of giving effect to the above, any Directors or the Chief Financial Officer or the Chief Compliance Officer or the Company Secretary of the Company, be and is hereby severally authorized to file necessary statutory forms and any other relevant documents with the Registrar of Companies in relation to alteration of the Articles of Association of the Company, and do all such acts, deeds and things as may be required in this regard.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Chief Compliance Officer or the Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To approve the proposed issuance of upto 37,484,321 equity shares to Perseus SG Pte. Ltd. on a private placement basis

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and any other relevant rules, regulations, circulars and notifications made thereunder (including any statutory enactment(s), or modification(s) or amendments(s) thereof for the time being in force) (“**Act**”), the Memorandum of Association and Articles of Association of the Company, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Reserve Bank of India or any other competent authority, the consent of the members of the Company be and is hereby accorded for the proposed issuance of upto 37,484,321 Equity Shares at a price of approximately Rs. 143.45/- (Rupees One Hundred Forty-Three and Forty-Five paise only) per Equity Share (Face value of Rs. 10/-) each and at a premium of Rs. 133.45/- (Rupees One Hundred Thirty-Three and Forty-Five paise only) per Equity Share for a total consideration of Rs. 5,376,999,924.93/- (Rupees Five Billion Three Hundred Seventy-Six Million Nine Hundred Ninety-Nine Thousand Nine Hundred Twenty-Four and Ninety-Three paise only), on a private placement basis to Perseus SG Pte. Ltd.

RESOLVED FURTHER THAT any of the Directors, or the Chief Financial Officer or the Chief Compliance Officer or the Company Secretary of the Company be and are hereby severally authorised to sign and authenticate the private placement offer letter in Form PAS-4, the draft of which was presented and is approved at the meeting, to be circulated to Perseus SG Pte. Ltd. and make such confirmations and declaration on behalf of the Company as may be required in relation to the said private placement

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offer letter as required under the provisions of Sections 42 and 62 of the Act, and the rules framed thereunder and record the name of Perseus SG Pte. Ltd. in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with such other prescribed details.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby authorised to sign and file all the necessary forms and returns with the Registrar of Companies or any other authority(ies) as applicable, under the Act, the Foreign Exchange Management Act, 1999 and any other relevant rules, regulations, circulars and notifications made thereunder and any other applicable law in force.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby severally authorised to sign, seal and execute all such documents, deeds, agreements, or any other undertakings and do all such actions, deeds, matters, writings, and things as are necessary or expedient to give effect to the above resolutions connected with the aforesaid proposed issuance & allotment or any other matter incidental thereto.

Place: Pune
Dated: 26 July, 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**


Vaishnavi Suratwala
Company Secretary
Membership No. A41827



NOTES:

1. Shorter Notice consent has been received from all the shareholders of the Company 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 circulars dated dated 08 April, 2020 read with circulars dated 13 April 2020, 15 June, 2020, 28 September, 2020, 31 December, 2020, 23 June, 2021, 08 December, 2021, 05 May, 2022 and 28 December, 2022 (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 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

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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 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://zoom.us/j/97644358179?pwd=TjhqUWNmRzRYYnU4MjFpM0lwdUpTdz09
Meeting ID	976 4435 8179
Password	507230

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: vaishnavi.suratwala@poonawallahousing.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
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 vaishnavi.suratwala@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.
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 EGM 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 EGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

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Instructions for participating in the 34th (Thirty Fourth) Extra Ordinary General Meeting of the Members of Poonawalla Housing Finance Limited, to be held at a shorter notice on 26 July, 2023 at 06:00 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 15 minutes before the scheduled time of the meeting 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.

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4. 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 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

ITEM NO. 1

The Members may note that for the future growth prospects of the Company, it is proposed to raise funds from time to time, by way of further issue of equity shares by the Company. Presently the authorized equity share capital is Rs. 275 Crores divided into 275,000,000 equity shares of Rs. 10/- (Rupees Ten only) each and the paid-up equity share capital of the Company is Rs. 252.29 Crores divided into 252,287,783 equity shares of Rs. 10/- (Rupees Ten only) each, which will be insufficient considering the proposed fund raising.

Accordingly, the Board of Directors have in its meeting held on 26 July, 2023, approved and recommended the increase in authorized share capital of the Company from Rs. 2,750,000,000 (Rupees Two hundred and Seventy Five crore only) divided into 275,000,000 (Twenty Seven crore Fifty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,000,000,000/- (Rupees Five Hundred crore only) divided into 500,000,000 (Fifty crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Members may further note that consequent to the increase in the authorized share capital of the Company, the Board of Directors have also approved and recommended for the approval of the Members, amendment in the capital clause of the Memorandum of Association of the Company by substituting the existing clause with the following:

'V. The authorized share capital of the Company is Rs. 5,000,000,000/- (Rupees Five Hundred crore only) divided into 500,000,000 (Fifty crore) Equity Shares of Rs. 10/- (Rupees Ten) each.'

The Board recommends passing of the **Ordinary Resolution** as set out in **Item no.1** of the EGM Notice.

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

ITEM NO. 2

The Members may note that consequent to Perseus SG Pte. Ltd. acquiring control over the Company, the following amendments are proposed to be made in the Articles of Association ("AOA") of the Company:

Sl. No.	Article No.	Existing Article	Proposed Article
1.	230. Chairman of Board Meetings	The Chairperson of the Board shall be Mr. Adar Poonawalla.	The chairperson of the Board shall be elected by the Board of Directors from time to time.
2.	231. Chairman of Board Meetings	If the Chairperson is not present within five minutes after the time appointed for holding the meeting, Mr. Abhay Bhutada or Mr. Amar Deshpande (if Mr. Abhay Bhutada is not present) shall be the Chairperson of the meeting.	If at any meeting the Chairperson is not present for the meeting or the Chairperson is unable to attend the meeting, then the Directors present shall elect one of them as Chairperson who shall act as Chairperson of that meeting.

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3.	232. Quorum	The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act, provided that no quorum shall be constituted without the presence of at least 1 (one) of the following directors of the Company: (a) Mr. Adar Poonawalla, (b) Mr. Abhay Bhutada, or (c) Mr. Amar Deshpande. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board shall decide.	The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board shall decide.
4.	236. Power to appoint Committee and to delegate powers	The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to committees consisting of such Director or Directors as it thinks fit and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any officer or committee of officers as the Board may determine. Subject to Applicable Laws, each committee constituted by the Board shall consist of at least 1 (one) of the following directors of the Company: (a) Mr. Adar Poonawalla, (b) Mr. Abhay Bhutada, or (c) Mr. Amar Deshpande, and the presence of such director shall be necessary to constitute quorum at the meetings of such committee	The Board may, subject to the provisions of the Act, and other laws as may be applicable from time to time, delegate any of its powers to committees consisting of such Director or Directors or such other persons as it thinks fit and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any officer or committee of officers as the Board may determine from time to time.

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 are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3

The Board may note that considering the growth opportunities available, the Company proposes to raise funds for the capex and opex requirements and for general corporate purposes of the Company, by way of issue of equity shares on private placement basis to Perseus SG Pte. Ltd., in compliance with Section 42 read with Section 62 of the Companies Act, 2023.

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Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, below are the details of the proposed issue of equity shares on private placement basis:

Sl. No.	Particulars	Details
1.	The objects of the issue	The funds are proposed to be raised for the capex and opex requirements and for general corporate purposes of the Company
2.	The price or price band at/within which the allotment is proposed	Rs.143.45 per Equity Share (Face value of Rs. 10/- each and premium of Rs. 133.45/- each)
3.	The class or classes of persons to whom the allotment is proposed to be made	Body Corporate
4.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel are subscribers to the offer
5.	The proposed time within which the allotment shall be completed	60 days from the date of issue of Private Placement Offer Letter
6.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Perseus SG Pte. Ltd. Percentage of Post Preferential Allotment: 99.15%
7.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control will occur consequent to the said preferential offer
8.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No preferential allotment of equity shared during the year
9.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
10.	The pre issue and post issue shareholding pattern of the company in the prescribed format	Annexure A
11.	Particulars of the offer including date of passing of Board resolution/ The total number of shares or other securities to be issued	37,484,321 equity shares at an issue price of Rs.143.45 per Equity Share (Face value of Rs. 10/- each and premium of Rs. 133.45/- each) for a total consideration of Rs. 5,376,999,924.93/- Date of Board resolution: 26 July, 2023
12.	Kinds of securities offered and the price at which security is being offered	Equity Shares at an issue price of Rs.143.45 per Equity Share including premium of Rs. 133.45/- each
13.	Basis or justification for the price (including premium, if any) at which the offer or	Valuation Report dated 24 July, 2023. A copy of the said valuation report shall be

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	invitation is being made/ Basis on which the price has been arrived at along with report of the registered valuer	kept open for inspection of the Members of the Company until the date of the EGM.
14.	Name and address of valuer who performed valuation	Corporate Professionals Valuation Services Private Limited D-38, South Extension Part-1, New Delhi-110049
15.	Relevant date with reference to which the price has been arrived at	30 June, 2023
16.	Amount which the Company intends to raise by way of such securities	Rs.5,376,999,924.93/- (Rupees Five Billion Three Hundred Seventy Six Million Nine Hundred Ninety Nine Thousand Nine Hundred Twenty Four and Ninety Three paise only)
17.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Terms of the offer are as specified in the PAS-4 and the proposed resolution. Objects of the issue are as stated elsewhere in the disclosure. The Promoters or Directors are not making any contribution in the offer and there is no creation of security required.

The Board recommends the passing of the **Special Resolution** as set out in **Item no.3** of the EGM Notice.

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

Place: Pune

Dated: 26 June 2023

Corporate Office
602, 6th Floor, Zero One IT Park,
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By Order of the Board of Directors
For **Poonawalla Housing Finance
Limited**

Vaishnavi Suratwala
Company Secretary
Membership No. A41827



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Annexure A

Sr. No.	Category	Pre-issue		Post-Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	249,821,117*	99.02	287,305,438*	99.15
	sub-total (A)	249,821,117	99.02	287,305,438	99.15
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	2,466,666	0.98	2,466,666	0.85
	Indian public	-	-	-	-
	others (including NRIs)	-	-	-	-
	Sub-total (B)	2,466,666	0.98	2,466,666	0.85
	Grand Total	252,287,783	100	289,772,104	100

*Including shares held by Nominee shareholders on behalf of Perseus SG Pte. Ltd.

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