

## NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting No. 01/ 2018-19 of the members of Piramal Housing Finance Limited will be held on Wednesday, 02<sup>nd</sup> May, 2018 at 11.00 a.m. at the Registered Office of the Company at 2<sup>nd</sup> Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013, to transact the following Special Business:

### **Item No. 1**

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

“RESOLVED THAT pursuant to the provisions of section 13, 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 7,00,00,00,000 (Rupees Seven Hundred Crores only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 1,99,98,00,00,000 (Rupees Nineteen Thousand Nine Hundred and Ninety Eight Crores only) divided into 19,99,80,00,000 (One Thousand Nine Hundred and Ninety Nine Crores Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each, by creation of additional 19,29,80,00,000 (One Thousand Nine Hundred and Twenty Nine Crores Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each;

RESOLVED FURTHER THAT consequent to the above, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be replaced with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 1,99,98,00,00,000 (Rupees Nineteen Thousand Nine Hundred and Ninety Eight Crores only) divided into 19,99,80,00,000 (One Thousand Nine Hundred and Ninety Nine Crores Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which shall include a Committee thereof and/or other Authorized Persons empowered for the purpose) be and is hereby authorised to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question or difficulty that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Place:** Mumbai  
**Date:** 9<sup>th</sup> April, 2018

**By Order of the Board**  
**Ruchi Sheth**  
**Company Secretary**

**NOTES:**

1. **A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) (the meeting) is entitled to appoint a proxy to attend and to vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.**
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Route map giving directions to reach the venue of the EGM is given at the end of the Notice.
5. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.

**Place:** Mumbai

**Date:** 9<sup>th</sup> April, 2018

**By Order of the Board**  
**Ruchi Sheth**  
**Company Secretary**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **ITEM NO. 1**

#### **Increase in Authorised Share Capital and consequent amendment in Clause V of the Memorandum of Association (MOA) of the Company:**

Presently, the Authorised Share Capital of the Company is Rs. 7,00,00,00,000 (Rupees Seven Hundred Crores only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Rs. 10 (Rupees Ten only) each and the paid-up capital is Rs. 315,00,00,000 (Rupees Three Hundred and Fifteen Crores only) divided into 31,50,00,000 (Thirty One Crores Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each.

The Shareholders of the Company had, at the Equity Shareholders Meeting convened on 2nd January 2018, held pursuant to the directions of the National Company Law Tribunal, Mumbai Bench, ('the NCLT'), approved the Scheme of Amalgamation ('Scheme') of Piramal Finance Limited ('PFL') and Piramal Capital Limited ('PCL') with Piramal Housing Finance Limited ('PHFL' or 'the Company') and their respective shareholders. Subsequent to this, the NCLT has vide its order dated 6th April, 2018, approved the said Scheme of Amalgamation, written copy of which order is awaited.

In view of the above, upon the Scheme becoming effective, the Company will be required to issue and allot, fully paid-up equity shares, in the manner stated in the Scheme, to the shareholders of PFL and PCL, holding fully paid-up equity shares and whose name appear in the register of members on the effective date, in the following proportion:

#### **To the Equity Shareholders of Piramal Finance Limited:**

"483 (Four Hundred and Eighty Three) fully paid up equity shares of Rs. 10/- each of Piramal Housing Finance Limited to be issued and allotted to the holders of equity shares of Piramal Finance Limited for every 100 (One Hundred) equity share of Rs. 10/- each held by them in Piramal Finance Limited"

#### **To the Equity Shareholders of Piramal Capital Limited:**

"1(One) fully paid up equity shares of Rs. 10/- each of Piramal Housing Finance Limited to be issued and allotted to the holders of equity shares of Piramal Capital Limited for every 5 (Five) equity share of Rs. 2/- each held by them in Piramal Capital Limited"

Also, upon the Scheme becoming effective and with effect from the appointed date, the authorized share capital of PHFL shall automatically stand increased, by the authorised share capital of PFL and PCL as on the effective date.

In accordance with the above and present Authorised Share Capital being inadequate for such issue and allotment, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 7,00,00,00,000 (Rupees Seven Hundred Crores only) divided into 70,00,00,000 (Seventy Crores) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 1,99,98,00,00,000 (Rupees Nineteen Thousand Nine Hundred and Ninety Eight Crores only) divided into 19,99,80,00,000 (One Thousand Nine Hundred and Ninety Nine Crores Eighty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each. Consequent to the above increase, the Clause V of the Memorandum of Association (MOA) will also be required to be substituted with a revised capital clause.

Pursuant to the provisions of section 13 and section 61(1)(a) of the Companies Act, 2013, the proposed increase in the authorised share capital of the Company and consequent amendment to the MOA requires approval of the members by way of an Ordinary Resolution.

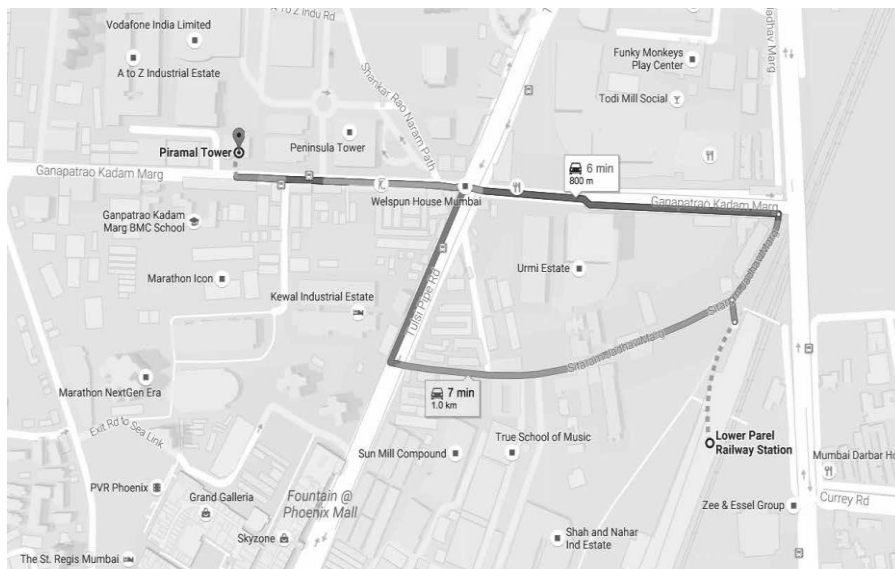
The Board of Directors accordingly recommends the resolution as set out in the Notice at item no. 1 for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the accompanying Notice.

**Place:** Mumbai  
**Date:** 9<sup>th</sup> April, 2018

**By order of the Board**  
**Ruchi Sheth**  
**Company Secretary**

Route Map to the venue of EGM



**Venue:**  
2<sup>nd</sup> Floor, Piramal Tower,  
Peninsula Corporate Park,  
Ganaptrao Kadam Marg,  
Lower Parel, Mumbai – 400013