

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting No. 2 / 2018-19 of the members of Piramal Housing Finance Limited will be held on Monday, 11th June, 2018 at 11.00 a.m. at the Registered Office of the Company at 2nd Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013, to transact the following Special Business:

ITEM NO. 1 – ALTERATION / AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the members of the Company be and is hereby accorded, subject to the approval of applicable regulatory authorities, if any, to alter / amend, in the manner stated below, following clauses of the Memorandum of Association (‘MOA’) of the Company:

- i) existing sub-clause 1 of clause A of part III of the MOA, be substituted with the following revised sub-clause 1:

“1. To carry on the business of providing finance for housing (including affordable housing), rental housing, tenement/s, condominium/s, slum improvement, shelter developments, township planning and development, infrastructure/s, smart city developments etc., whether directly or indirectly, to any person/s, group/s of person/s including economically weaker section, lower income group or middle income group, firm/s, society/ies, body corporate/s, company/ies, association/s, trust/s, club/s etc., whether singly or jointly, and/ or also providing financial, technical, administrative or any other kind of assistance, for promoting, establishing, supporting or aiding them in the field of construction, purchase, expanding, renovating, property(ies) for residential/ mixed use or for any other use as permitted and/ or including businesses in accordance with the National Housing Bank Act, 1987 whether for housing, rental housing, tenements, slum improvement, shelters, related town planning, infrastructure development or for any other purpose and/ or undertaking the business of financial and/or investment services including but not restricted to the assets securitization, rental housing, real estate/s, infrastructure/s, townships, special economic zones, industrial, investments, capital management, capital formation, acquisition/s of stakes, shares, securities etc., whether in India or overseas, and to hold and from time to time to sell, vary, dispose off or otherwise in any manner deal with them or generally performing such other businesses which may be incidental to or consequential to business herein in compliance with the applicable provisions

of law under the Companies Act 2013, the National Housing Act 1987, the directives issued there under or under any other applicable law, rules, regulation for the time being in force.”

- ii) existing sub-clause 10 of clause B of part III of the MOA, as stated below, be deleted AND THAT consequent to the aforesaid deletion, the remaining sub-clauses of clause B of part III be re-numbered accordingly:

“10. To purchase, take on lease or in exchange, hire or otherwise acquire any property whether moveable or immovable and any rights, concessions or privileges which the company may think necessary or convenient for the purpose of its business and in particular, any land, building, easements, machinery, plant, stock in trade, or choses in action; and either to retain any property so acquired for the purposes of the Company's business or to turn it to account as may seem expedient.”

- iii) amend the existing sub-clause 32 of clause B of Part III of the MOA, by adding word “enter” after the words ‘To amalgamate or’ in the beginning of the said sub-clause, and adding words “which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company” after words ‘to carry on or engage in, any business or transaction’ and before the words ‘and to accept by way of consideration for any of the acts or things’ in the said sub-clause, which amended / revised and renumbered sub-clause shall be read as follows:

“31. To amalgamate or enter into any arrangement for sharing profits or losses, union of interests, co-operation, joint venture or reciprocal concession, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to accept by way of consideration for any of the acts or things aforesaid or property so acquired, whether in the form of shares, debentures, debenture-stock or securities or otherwise as may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock, securities or such other consideration so received.”

- iv) existing sub-clause 34 of clause B of part III of the MOA, as stated below, be deleted AND THAT consequent to the aforesaid deletion, the remaining sub-clauses of clause B of part III be re-numbered accordingly:

“34. To enter into any arrangement for sharing profits or into any union of interests, joint venture, reciprocal concession or co-operation with any person or persons or Company or Companies carrying on or engaged in or about to carry on or engage in, or being authorised to carry on or engaged in, any business or transaction which this Company is authorised to carry on or

engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.”

- v) consequent to the above amendments / alterations and re-numbering, following sub-clause be added as sub-clause 43 under clause B of part III of the MOA:

“43. To carry on the business of a leasing Company, hire purchase company, finance company; to undertake and/or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to sign, file, and execute necessary document(s) and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including to agree to any change to the aforesaid amended clauses of the Memorandum of Association of the Company, as may be required by any statutory/regulatory authority.”

ITEM NO. 2 – BORROWING LIMITS

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted / to be constituted by it for this purpose) to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more Financial Institutions, Banks, Funds and/or from other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, commercial papers, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work- in- progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, PROVIDED THAT the total amounts so borrowed and outstanding at any point of time shall not exceed Rs. 65,000 crores (Rupees Sixty Five Thousand

Crores) over and above the aggregate of the paid-up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorized to execute / cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation / charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit and proper;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this Resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company ."

ITEM NO. 3 – ISSUE OF NON-CONVERTIBLE DEBENTURES BY PRIVATE PLACEMENT

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the provisions of the Articles of Association of the Company and in compliance with such other provisions of law as may be applicable, approval of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include its Committee(s) constituted/to be constituted by it for this purpose), to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, on private placement, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto PROVIDED THAT the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debentures, and outstanding at any point of time, shall be within the overall borrowing limit as approved by the shareholders from time to time, under section 180(1)(c) of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company.”

ITEM NO. 4 – PAYMENT OF REMUNERATION TO MR. KHUSHRU JIJINA, MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the payment of remuneration, perquisites and other benefits w.e.f. April 1, 2018 to Mr. Khushru Jijina, who is presently the Managing Director of the Company, on the main terms as set out hereunder, with further liberty and powers to the Board of Directors (“the Board” which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to grant increments and alter and vary from time to time the terms and conditions of his appointment, including the remuneration, perquisites and benefits to be provided to Mr. Khushru Jijina subject to the applicable of the Act:

- a) Basic Salary: INR 2,37,70,692 p.a. (i.e. about INR 19,80,891 p.m.);
- b) Perquisites and Allowances: Mr. Khushru Jijina will be entitled to perquisites, benefits and allowances like furnished residential accommodation (or house rent allowance in lieu thereof), special allowance, reimbursement of expenses in respect of gas, electricity and water, reimbursement of telephone expenses, medical reimbursement for self and family, Leave Travel Allowance, personal accident insurance, leave and encashment of leave, contributions to provident fund and superannuation or annuity fund, gratuity and/or contribution to gratuity fund, chauffeur driven company maintained / leased cars (or allowances in lieu thereof) and such other payments in the nature of perquisites, benefits and allowances as per Company’s policy in force from time to time or as may otherwise be decided by the Board;

In arriving at the value of perquisites, in so far as there exists a provision for valuation of such perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time;

PROVIDED HOWEVER THAT Total Fixed Pay (as defined herein below) shall not exceed INR 5,94,26,730 p.a; PROVIDED THAT the Board, on the recommendation of the Nomination and Remuneration Committee, shall have the authority to grant such increments and/or revisions in the Total Fixed Pay and/or in the components thereof from time to time during the tenure of his appointment;

Total Fixed Pay: For the purpose of this resolution, the term “Total Fixed Pay” shall mean the aggregate of and shall include all fixed components (including basic salary) of Mr. Khushru Jijina’s remuneration, all allowances and the value of all perquisites as per Company’s Policy in force from time to time, excluding Performance Linked Incentives;

- c) Performance Linked Incentives: In addition to Total Fixed Pay, Mr. Khushru Jijina shall also be entitled to Performance Linked Incentives of such amount as may be

determined by the Board for each financial year of the Company or part thereof, subject to the applicable provisions of the Act, taking into consideration various criteria, including the performance of Mr. Khushru Jijina and the performance of the Company; PROVIDED THAT the total Performance Linked Incentive shall not exceed 75% p.a. of the Total Fixed Pay;

PROVIDED FURTHER THAT the consolidated total of such increments, incentives and/or revisions, as approved by the Board, shall be subject to and within the applicable limits as provided in the Act;

RESOLVED FURTHER THAT the Board shall have authority to grant increments and/or to alter and vary from time to time the terms of his remuneration relating to Total Fixed Pay and Performance Linked Incentive mentioned above and to finalise and from time to time, to alter and vary, the terms and conditions of his appointment, in accordance with the general policy of the Company including the Remuneration Policy in force from time to time, as it may deem fit and proper, subject to the applicable provisions of the Act;

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Mr. Khushru Jijina shall be entitled to receive the aforesaid remuneration, perquisites, performance linked incentive and benefits on the same terms as set out above, subject to compliance with the applicable provisions of the Act, if and to the extent necessary, with the approval of the Central Government.”

By Order of the Board

Place: Mumbai
Date: 28th May, 2018

Sd/-
Ankit Singh
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, subject to receipt of shorter notice consent.**
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
3. Pursuant to the provisions of Section 103 of the Companies Act, 2013, this Notice is being sent to the members at a Shorter Notice. The request for consenting to shorter Notice for the above-mentioned items of special businesses is being sent with this notice. The aforesaid items shall be taken up at the Extra Ordinary General Meeting only if not

less than ninety five per cent of the Members entitled to vote at such Meeting consent is received prior to the date fixed for the meeting.

4. 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.
5. Route map giving directions to reach the venue of the EGM is given at the end of the Notice.
6. 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 Extraordinary General Meeting and during the meeting.

Place: Mumbai

Date: 28th May, 2018

By Order of the Board

Ankit Singh

Company Secretary

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

ITEM NO. 1 – ALTERATION / AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Consequent to approval of the Scheme of Amalgamation of Piramal Finance Limited ('PFL') and Piramal Capital Limited ('PCL') with Piramal Housing Finance Limited ('PHFL' or 'the Company') and their respective shareholders ('Scheme') by the National Company Law Tribunal, Mumbai Bench ('NCLT'), vide its order dated 6th April, 2018, which Certified True Copy of the Order was received by the Company on 22nd May, 2018, which was made effective from the Appointed Date i.e. 31st March, 2018, by filing it with the Registrar of Companies, Maharashtra, Mumbai, on 23rd May 2018 ('Effective Date'), PFL and PCL have amalgamated with PHFL and has ceased to exist. Further, all the assets and liabilities of PFL and PCL, as defined in the Scheme of Amalgamation, have been transferred and vested w.e.f. the Appointed Date to the Company.

In view of this, for the purpose of continuity of the business activities / operations by PHFL, the amalgamated entity, PHFL is required to amend its object clause under the Memorandum of Association ('MOA') of the Company to enable it to carry on the business of the amalgamating entities i.e. PFL & PCL. Thus, it is proposed to alter / amend the MOA by amendment to the main object clause and other clauses for furtherance of the main object, as specifically mentioned in the Special Resolution above.

Pursuant to the provisions of section 13 of the Companies Act, 2013, the proposed amendment to the MOA requires approval of the members by way of a Special Resolution. A copy of the amended / altered MOA is available for inspection by the members 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 Extraordinary General Meeting and during the meeting.

The Board of Directors accordingly recommends the Special Resolution as set out in the Notice at item no. 1 for the approval of the shareholders.

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 Special Resolution as set out at item no. 1 in the accompanying Notice.

ITEM NO. 2 – BORROWING LIMITS

Consequent to approval of the Scheme of Amalgamation of Piramal Finance Limited ('PFL') and Piramal Capital Limited ('PCL') with Piramal Housing Finance Limited ('PHFL' or 'the Company') and their respective shareholders ('Scheme') by the National Company Law Tribunal, Mumbai Bench ('NCLT'), vide its order dated 6th April, 2018, which Certified True Copy of the Order was received by the Company on 22nd May, 2018, which was made effective from the Appointed Date i.e. 31st March, 2018, by filing it with the Registrar of Companies, Maharashtra, Mumbai, on 23rd May 2018 ('Effective Date'), PFL and PCL have amalgamated with PHFL and has ceased to exist. Further, all the assets and liabilities of PFL

and PCL, as defined in the Scheme of Amalgamation, have been transferred and vested w.e.f. the Appointed Date to the Company.

With the said amalgamation of PFL & PCL with the Company, the Company's consolidated financial services portfolio of wholesale and retail businesses has significantly grown. In this regard, for the purpose of continuity of the amalgamated entity i.e. PHFL's businesses and operations thereof and to further continue to significantly scale up its commitment and investments in its business and to expand Company's presence, with a view to achieve further growth in terms of both revenue and profitability parameters, the Company would require enhanced funding.

In this regards, in terms of section 180(1)(c) of the Companies Act, 2013 ('the Act'), where a company's borrowings (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital and free reserves, approval of members by way of a special resolution is required.

In compliance with the above requirements, the Company had, by way of a special resolution passed at the Extra Ordinary General Meeting of the Company held on 28th September, 2017, approved a borrowing limit of Rs. 5,000 crores (Rupees Five Thousand Crores), outstanding at any point of time, over and above the aggregate of the paid-up share capital of the Company and its free reserves under section 180(1)(c) of the Act.

Keeping in mind the Company's growth and expansion plans for the financial services business consequent to the amalgamation, it is proposed to seek approval of shareholders for further increasing the borrowing limits under section 180(1)(c) of the Act to Rs. 65,000 crores outstanding at any point of time, over and above the aggregate of the paid-up share capital of the Company and its free reserves.

Further, in view of resolution passed by shareholders at said Extra Ordinary General Meeting held on 28th September, 2017, granting powers under section 180(1)(a) of the Act; the aforesaid increase in the borrowing limits under section 180(1)(c) of the Act, will consequently lead to increase in the limit for creation of mortgage or charge under section 180(1)(a) of the Act.

The Board of Directors accordingly recommends the Special Resolution as set out in the Notice at item no. 2 for the approval of the shareholders.

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 Special Resolution as set out at item no. 2 in the accompanying Notice.

ITEM NO. 3 – ISSUE OF NON-CONVERTIBLE DEBENTURES BY PRIVATE PLACEMENT

In terms of Sections 42 and 71 of the Companies Act, 2013 ('the Act') read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case an offer of or invitation to subscribe to Non-Convertible Debentures ('NCDs') is made by the Company on

a private placement basis, the Company is required to seek the prior approval of its shareholders by means of a Special Resolution, on an annual basis for all the offers or invitations for such debentures during the year.

For the purpose of availing financial assistance (including borrowings) for its business or operations, the Company may offer or invite subscription to secured / unsecured redeemable NCDs on private placement basis (within the meaning of the Section 42 of the Act) in one or more series / tranches. Hence, the Board of Directors ('Board') seeks your approval to offer or invite subscription to NCDs, within the overall borrowing limits under Section 180(1)(c) of the Act, as may be required by the Company, from time to time, for a year.

The Board of Directors accordingly recommends the Special Resolution as set out in the Notice at item no. 2 for the approval of the shareholders.

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 Special Resolution as set out at item no. 3 in the accompanying Notice.

ITEM NO. 4 – PAYMENT OF REMUNERATION TO MR. KHUSHRU JIJINA, MANAGING DIRECTOR OF THE COMPANY

The Board of Directors had at its meeting held 28th February, 2017 appointed Mr. Khushru Jijina Director, as the Managing Director of the Company for a period of five (5) years w.e.f. close of business hours on February 28, 2017 with initial remuneration being nil. The Members of the Company had also approved his appointment at its meeting held on 28th February 2017. Further, prior to the amalgamation of Piramal Finance Limited ('PFL') with the Company, Mr. Jijina was also serving as Managing Director of PFL and was being remunerated from PFL.

Consequent to the Scheme of Amalgamation of Piramal Finance Limited and Piramal Capital Limited with the Company, PFL and PCL have ceased to exist and thus the remuneration being paid by PFL to Mr. Jijina, is proposed to be paid by the Company.

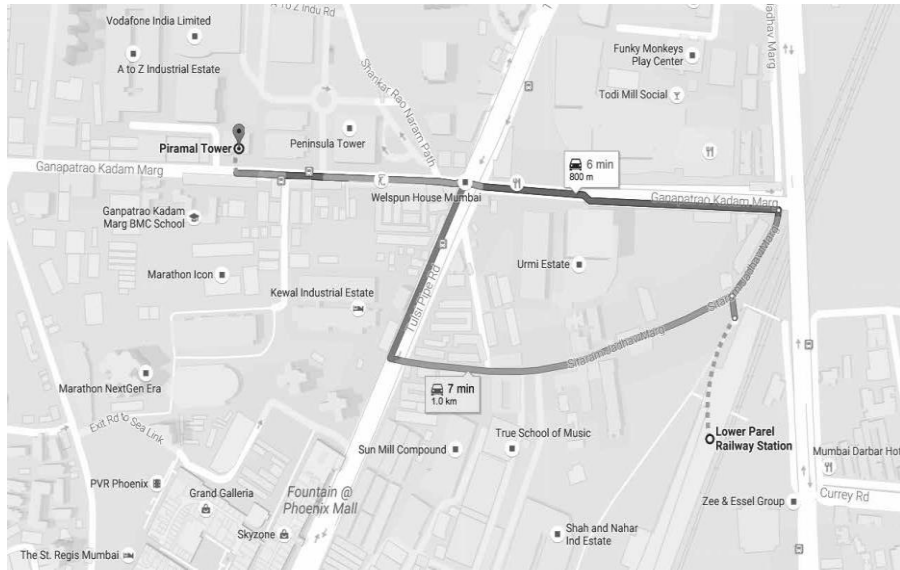
Accordingly, the Board recommends passing of the resolution as set out at item no. 4 in the accompanying Notice as Special Resolution.

None of the Directors/Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution, except Mr. Khushru Jijina, being the Managing Director of the Company.

Place: Mumbai
Date: 28th May, 2018

By order of the Board
Ankit Singh
Company Secretary

Route Map to the venue of EGM



Venue:
2nd Floor, Piramal Tower,
Peninsula Corporate Park,
Ganaptrao Kadam Marg,
Lower Parel, Mumbai – 400013