

NOTICE

NOTICE is hereby given that the 3rd Annual General Meeting of the Members of Piramal Capital & Housing Finance Limited (formerly known as Piramal Housing Finance Limited) will be held on Monday, 29th July, 2019 at 12.45 p.m. at Arjuna Conference Room, 10th Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2019 and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay G. Piramal, Director, (DIN: 00028116) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Contribution towards Charitable Funds.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded to the Company for contributing, any amounts the aggregate of which does not exceed Rs. 46,00,00,000/- (Rupees Forty Six crores only), in the financial year ending March 31, 2020, from time to time, either directly or through a non-profit organization or in any national, charitable, social, benevolent, public or general and other funds / institutions / registered trusts / registered societies / entities, or to such bona fide charitable and other funds as may be deemed fit and appropriate;

RESOLVED FURTHER THAT Board of Directors (which term shall include its Committee(s) constituted / to be constituted by it for this purpose) be and are hereby authorised to do all such acts, deeds and things and to sign all such documents and papers as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

By Order of the Board

Place: Mumbai
Date: 4th June 2019

Ankit Singh
Company Secretary
M. No. - F8438

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('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. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
4. Route map giving directions to reach the venue of the Meeting is given at the end of the Notice.

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

ITEM NO. 3 – CONTRIBUTION TOWARDS CHARITABLE FUNDS.

In terms of the section 181 of the Companies Act, 2013, prior permission of the members in general meeting is required for any contribution to bona fide charitable and other funds in any financial year, if the same exceeds five per cent. of its average net profits for the three immediately preceding financial years.

In regard to the above, this resolution is proposed to be passed for enabling and authorizing the Company to contribute any amounts the aggregate of which does not exceed Rs. 46,00,00,000/- (Rupees Forty Six crores only), either directly or through a non-profit organization or in any national, charitable, social, benevolent, public or general and other funds / institutions / trusts / societies / entities, or to such bona fide charitable and other funds as may be deemed fit and appropriate, from time to time during the financial year 2019-20, which contribution is above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013.

The Board of Directors accordingly recommends the Ordinary Resolution as set out in the Notice at item no. 3 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 Resolution as set out at item no. 3 in the accompanying Notice.

By Order of the Board

Place: Mumbai
Date: 4th June, 2019

Ankit Singh
Company Secretary
M. No. - F8438

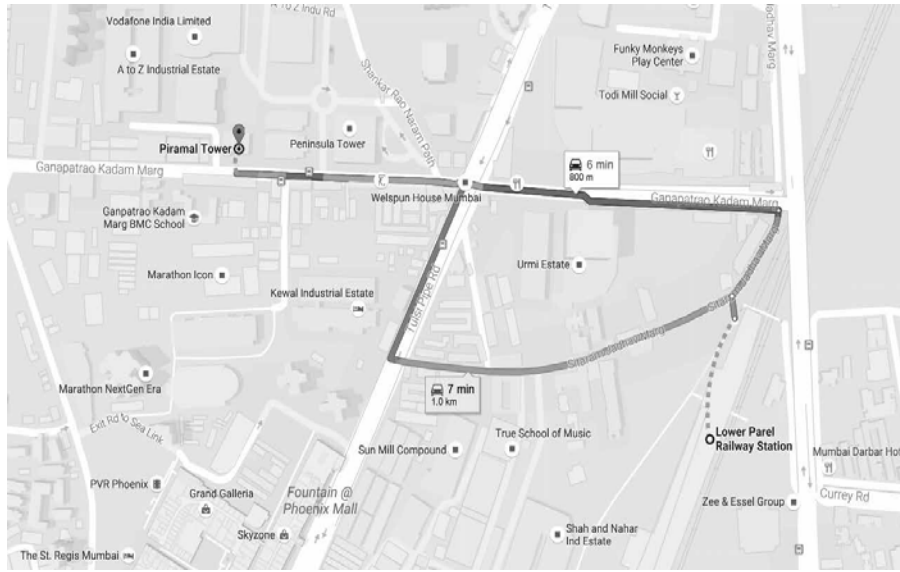
Details of Director(s) seeking appointment/ re-appointment at the Annual General Meeting
(In pursuance Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Ajay Piramal
Date of Birth (Age)	August 03, 1955 (63)
Date of first Appointment	May 28, 2018
Brief resume/ expertise in specific functional areas	<p>Mr. Ajay Piramal is the Chairman of Piramal Group & Shriram Group. Mr. Piramal is one of India's leading industrialists, philanthropists and social entrepreneurs. He is the Chairman of Piramal Group, which hosts businesses in healthcare, financial services, real estate, information services, glass packaging, etc. Valued at US\$9.5 Bn, Piramal Group has a global footprint with offices in 30 countries including the US, UK, European Union, Japan, Pacific, South Asia and India, and its products sold in more than 100 countries. He is also the Chairman of Shriram Capital Ltd., the holding company for financial services and insurance entities of Shriram Group. The Shriram Group employs over 67,500 personnel and serves over 21.3 million customers.</p> <p>The Group is involved in various Corporate Social Responsibility (CSR) activities in the space of primary education, potable water supply, leadership development, empowerment of women in rural India, rural healthcare, and provision of mid-day meals to school children, etc. The Piramal Foundation received the most prestigious 'Corporate Trailblazer Award' launched by the India Today Group (Safaigiri Awards 2015 as a part of the national campaign called Clean India Mission). The Award was presented by the Hon'ble Prime Minister of India, Mr. Narendra Modi. This Award was given in recognition of the excellent work being done by Piramal Sarvajal in the social entrepreneurship space. Apart from Group Companies, he serves on the Harvard Business School's Board of Dean's Advisors. He is a Non-Executive Director of Tata Sons Ltd. He is the President and Chairman of Governing Body of Anant National University. He is also the Chairman of Pratham Education Foundation. He is a member of the Alternative Investment Policy Advisory Committee (AIPAC) constituted by SEBI, as well as the National Council of Confederation of the Indian Industry. Till recently, he was the Chairman of the Board of Governors of IIT, Indore.</p> <p>Mr. Piramal is the Co-Chair of UK-India CEO Forum. He was a member of the Hon'ble Prime Minister's Council for Trade and Industry and the Board of Trade, constituted by the</p>

	<p>Ministry of Commerce. In addition, he was a member of the Hon'ble Prime Minister's Task Force on Pharmaceuticals and Knowledge-Based Industries, and served on the Central Board of State Bank of India for 10 years.</p> <p>Mr. Piramal is the recipient of several national and international awards such as 'Entrepreneur of the Year' Award of UK Trade and Investment Council (2006); Ernst & Young's Entrepreneur of the Year in the Healthcare and Life Sciences category (2004); 'Business Leader of the Year' Award instituted by the Indo-American Chamber of Commerce; 'Forbes Philanthropy Awards' in the Outstanding Philanthropist category in 2013 and 2014. SEN Sustainability Award – Philanthropy and Best of Best – instituted by World Presidents' Organisation (2015); Corporate Citizen of the Year award by AIMA Managing India Awards (2016). He has been attending the annual meetings of World Economic Forum for twenty years.</p>
Qualifications	<p>Honours degree in Science from Mumbai University; Master's degree in Management Studies from Jamnalal Bajaj Institute of Management Studies; Advanced Management Programme from Harvard Business School.</p>
Directorships held in other companies (excluding foreign companies) as on March 31, 2019	<ol style="list-style-type: none"> 1. Piramal Enterprises Limited 2. Piramal Glass Private Limited (Formerly Piramal Glass Limited) 3. Piramal Fund Management Private Limited 4. Shriram Capital Limited 5. Tata Sons Private Limited (Formerly known as Tata Sons Limited) 6. Allergan India Private Limited 7. Pratham Education Foundation 8. Piramal Management Services Private Limited 9. Akshar Fincom Private Limited 10. PEL Management Services Private Limited 11. Kaivalya Education Foundation 12. The Piramal Art Foundation 13. Piramal Foundation
Committee position held in other companies as on March 31, 2019 (Statutory Committees)	<ol style="list-style-type: none"> 1. Piramal Enterprises Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member 2. Piramal Fund Management Private Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee - Member 3. Tata Sons Private Limited (Formerly known as Tata Sons Limited) <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee – Member

No. of shares held	4347 (as a nominee of Piramal Enterprises Limited)
The number of Meetings of the Board attended during the year	Five
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Dr. (Mrs.) Swati Piramal - Spouse Mr. Anand Piramal - Son

Route Map to the venue of AGM



Venue:

Arjuna Conference Room,
10th Floor, Piramal Tower,
Peninsula Corporate Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai - 400013