

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of members of **Micro Housing Finance Corporation Limited** ("the Company") will be held at a **Shorter Notice** on Wednesday, 20th June, 2018 at the registered office of the Company at Office no. 1,2,3,4, Ground Floor, Pushpak CHSL, Malaviya Road, Vile Parle (East), Mumbai 400 057 at 02.00 P.M. to transact the following businesses as special business:

Item No. 1:

Authorization for Issue of Debentures on Private Placement Basis to International Finance Corporation ("IFC"):

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the National Housing Bank Act, 1987 and the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014 issued by the National Housing Bank (including any statutory modification(s) or re-enactment(s) thereof); and the Memorandum and Articles of Association of the Company; and subject to the consent of all the concerned statutory and regulatory authorities (if and to the extent necessary); and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting of such approvals, and any other applicable law, permissions and sanctions by any of the aforesaid authorities), consent of the members be and is hereby accorded to the Board of Directors of the Company ("**Board**") to raise credit facilities by offering, issuing and allotting rated, unlisted, secured, redeemable, non-convertible debentures in one or more series/ tranches having face value of Rs. 1000 (Rupees One Thousand), in dematerialized form, on private placement, issuable/ redeemable at par aggregating up to Rs. 53,10,00,000 (Rupees Fifty Crores and Ten Lakhs only) (the "**Debentures**"), to International Finance Corporation ("**IFC**") ("**NCD Issue**") on such terms and conditions as the Board may deem fit.

"RESOLVED FURTHER THAT Mr. Rajnish Dhall (holding DIN: 02146708), Mr. Madhusudhan Menon (holding DIN: 00201861), Mr. Nachiket Shelgikar (holding DIN: 02293000), Ms. Geeta Goel (holding DIN: 02277155) (Directors of the Company), Ms. Avani Shah - Company Secretary, Ms. Madhura Shelgikar - GM Banking, be and are hereby severally authorised to finalise with IFC and the debenture trustee the documents for creating the mortgages, charges, pledges and/or hypothecations in

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relation to the NCD Issue and to negotiate, modify, finalise and sign the documents related to the NCD Issue, including without limitation the offer letter, Debenture Trust Deed, Debenture Trustee Agreement, Deed of Hypothecation and any other security documents, in connection with the NCD Issue by the Company of such Debentures and to do all such acts, deeds, matters and things and to take all such actions and steps as may be necessary or ancillary or incidental thereto and to execute all such documents and to do all such acts, deeds, matters and things and to take all such actions and steps as may be necessary, proper, expedient or incidental for giving effect to the above resolutions.”

Item No. 2:

To give Authority to the Board of Directors to create charges / mortgages on the moveable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the shareholders of the Company be and is hereby accorded, to the Board of Directors of the Company, to hypothecate/mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of Company’s Bankers/Financial Institutions/Lenders/other investing agencies and Trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign currency loans, guarantee assistance, standby letter of credit/letter of credit and/or any issue of non-convertible debentures and/or compulsorily or optionally, fully or partly convertible debentures and/or Bonds, and/or any other non-convertible and/or other partly/fully convertible instruments/securities, with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange of foreign currencies involved payable by the Company to the Lenders under their respective loan agreements/subscription agreement entered into/to be entered into by the Company in

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respect of the said borrowings/assistance, within the overall ceiling prescribed by the Members of the Company in terms of section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Whole Time Directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required, and to all such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid or otherwise considered to be in the best interests of the Company”.

Registered Office
Office no. 1,2,3,4, Ground Floor,
Pushpak CHSL Malaviya Road,
Vile Parle (East)
Mumbai - 400057

**For and on behalf of the Board of Directors of
Micro Housing Finance Corporation Ltd.**

Sd/-

Place: Mumbai
Date: 20th June, 2018

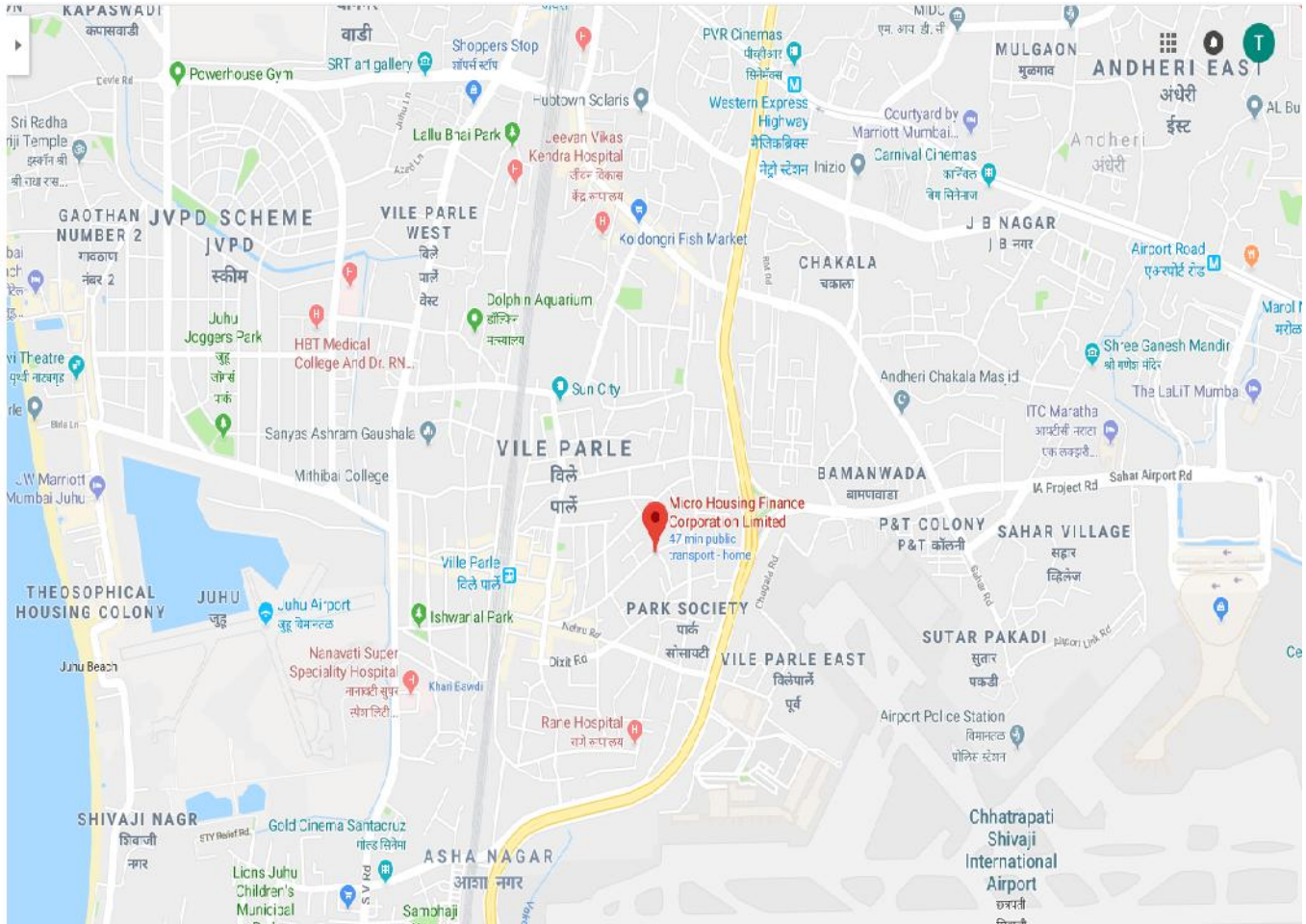
Rajnish Dhall
Managing Director
(DIN: 02146708)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra-ordinary General Meeting is annexed hereto.

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ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



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Office No. 1, 2, 3, 4, Ground Floor, Pushpak CHSL, Malaviya Road, Vile Parle (East), Mumbai 400 057
Tel: 022-26101076/77/78/79 email: contact@mhfcindia.com website: www.mhfcindia.com

ANNEXURE TO THE NOTICE
Explanatory Statement
[Pursuant to Section 102(2) of the Companies Act, 2013]

ITEM 1:

As per the provisions of Rule 14 (2) (a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the resolution passed under Section 42 of the Companies Act, 2013 shall be valid for a period of 1 year.

The Company had obtained the approval of the members of the Company by way of Special Resolution under Section 42 of the Companies Act, 2013 and the rules thereunder ("the Act"), for making an invitation to subscribe to 5,31,000 (Five Lakh and Thirty One Thousand only) rated, unlisted secured, redeemable, non-convertible debentures of the face value Rs. 1,000 (Rupees One Thousand only) each for cash at par in the aggregate principal amount of Rs. 53,10,00,000 (Rupees Fifty Three Crores and Ten Lakhs only) ("**Debentures**") in one or more series/tranches to International Finance Corporation ("**IFC**") as per the provisions of the Act, at the Extra Ordinary General Meeting of the Company held on 15th May, 2017. The said resolution had a validity of one year which expired on 14th May, 2018; hence a fresh Special Resolution under Section 42 of the Companies Act, 2013 is proposed to be passed at this Meeting as set out at Item No. 1 of the Notice.

This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for the Debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

ITEM 2:

To give Authority to the Board of Directors to create charges / mortgages on the moveable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013

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The members of the Company at their Annual General Meeting held on September 12, 2014 by way of a Special Resolution under section 180(1)(a) of the Companies Act, 2013, had authorised the Board to create charges and/or mortgages on all or any of the moveable and immovable properties of the Company in favour Company's Bankers/Financial Institutions/Lenders/other investing agencies and Trustees for the holders of Debentures/Bonds/other instruments/securities within the overall ceiling as and when prescribed by the members of the Company, in terms of section 180 (1) (c) of the Companies Act 2013.

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immovable properties of the Company within the overall ceiling as and when prescribed by the members of the Company, in terms of section 180 (1) (c) of the Companies Act 2013.

The Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding in the Company.

Registered Office

Office no. 1,2,3,4, Ground Floor,
Pushpak CHSL Malaviya Road,
Vile Parle (East)
Mumbai - 400057

For and on behalf of the Board of Directors of
Micro Housing Finance Corporation Ltd.

Sd/-

Place: Mumbai

Date: 20th June, 2018

Rajnish Dhall
Managing Director
(DIN: 02146708)

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