

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of members of **Micro Housing Finance Corporation Limited** ("the Company") will be held on Friday, 27th February, 2015 at the registered office of the Company at #3, Victoria Building, 1st Floor, S. A. Brelvi Road, Off. Horniman Circle, Mumbai - 400001 at 11.00 A.M. to transact the following businesses as special business:

ITEM 1.

Appointment of Mr. Mihir Doshi as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Mihir Doshi (holding DIN: 01283331), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 26th February 2020, and whose office shall not be liable to retire by rotation."

Registered Office
#3, Victoria Building, 1st Floor,
S. A. Brelvi Road,
Off. Horniman Circle,
Mumbai - 400001
Place: Mumbai
Date: 3rd February, 2015

For and on behalf of the Board of Directors of
MICRO HOUSING FINANCE CORPORATION LTD.

Sd/-
RAJNISH DHALL
MANAGING DIRECTOR

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.

CIN: U67190MH2008PLC182274

#3, Victoria Building, 1st Floor, S A Brelvi Road, Off Horniman Circle, Fort, Mumbai - 400 001
Tel: +91 22 2266 0130 / 0427 Fax: +91 22 22660069 www.mhfcindia.com

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

ITEM 1.

To Appoint Mr. Mihir Doshi as an Independent Director of the Company:

Mr. Mihir Doshi has been the Managing Director and Chief Executive Officer of India Operations of Credit Suisse Group since January 2006. He joined the Credit Suisse Group after spending 22 years at Morgan Stanley. He holds a BS (Honors) from NYU Stern and a CPA from New York State, which he gained while working with Deloitte Haskins and Sells, New York.

Mr. Mihir Doshi holds 30,000 Equity Shares of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Mihir Doshi is proposed to be appointed as an Independent Director for 5 consecutive years up to 26th February, 2020. A notice has been received along with deposit of requisite amount from a member proposing Mr. Mihir Doshi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Mihir Doshi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mihir Doshi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mihir Doshi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mihir Doshi as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

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For and on behalf of the Board of Directors of
MICRO HOUSING FINANCE CORPORATION LTD.

Sd/-
RAJNISH DHALL
MANAGING DIRECTOR
(DIN: 02146708)

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