

NOTICE

NOTICE is hereby given that the Tenth Extra- Ordinary General Meeting of the members of Micro Housing Finance Corporation Limited will be held, at shorter notice, on Wednesday, October 10, 2018 at 11.00 a.m. at Office no. 1,2,3,4, Ground Floor, Pushpak CHSL, Malaviya Road, Vile Parle (East), Mumbai 400 057 to transact the following business to transact the following businesses as special business:

Item No. 1:

APPOINTMENT OF MR. VINEET CHATTREE (DIN 07962531) AS 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Vineet Chattree (DIN: 07962531), who was appointed as an Additional Director by the Board of Directors with effect from September 15, 2018 and who holds office until the date of the next annual general meeting, in terms of Section 161 of the Companies Act, 2013, but who is eligible for appointment and in respect of and from whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in this regard.”

Item No. 2:

APPOINTMENT OF MR. VINEET CHATTREE (DIN: 07962531) AS A MANAGING 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 Section 196, 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as

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amended from time to time, the Company hereby approves the appointment and terms of appointment of Mr. Vineet Chattree (DIN: 07962531) as the Managing Director of the Company for the period of five years with effect from 24th September, 2018 to 23rd September, 2023 upon terms and conditions as may be agreed between the Board of Directors and Mr. Vineet Chattree.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in this regard.”

Item No. 3:

ADOPTION OF RESTATED AND ALTERED MEMORANDUM OF ASSOCIATION:

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 4 and 13 of the Companies Act, 2013, and any other applicable provision of the Companies Act, 2013, read with the applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof), and on recommendation made by the Board at its Meeting held on September 24, 2018, approval of the members be and is hereby accorded amend the Memorandum of Association of the Company with respect to the Object Clause (Main Object) of the Memorandum of Association of the Company and to restate the Memorandum of Association by way of adoption of new set of Memorandum of Association of the Company presented to the Board initialed by the Chairman for identification purpose, in total exclusion of existing Memorandum of Association as per the provisions of the Companies Act, 2013 .

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this with the Registrar of Companies, Mumbai.”

Item No. 4:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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

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“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provision of the Companies Act, 2013, read with the applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof), and on recommendation made by the Board at its Meeting held on September 24, 2018, the new set of Articles of Association of the Company, be and is hereby approved and adopted in substitution in entirety and to the exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution or otherwise considered by them to be in the best interests of the Company, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this with the Registrar of Companies, Mumbai.”

Place: Mumbai

Date: September 24, 2018

For and on behalf of the Board of

Micro Housing Finance Corporation Limited

Regd. Office:

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

Sd/-

Company Secretary

(Membership no.: A24936)

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. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share

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capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

3. The Members are requested to:

- (a) Intimate to the Company changes, if any, in their Registered Addresses, if any, at an early date.
- (b) Quote Ledger Folio numbers in all the correspondence.

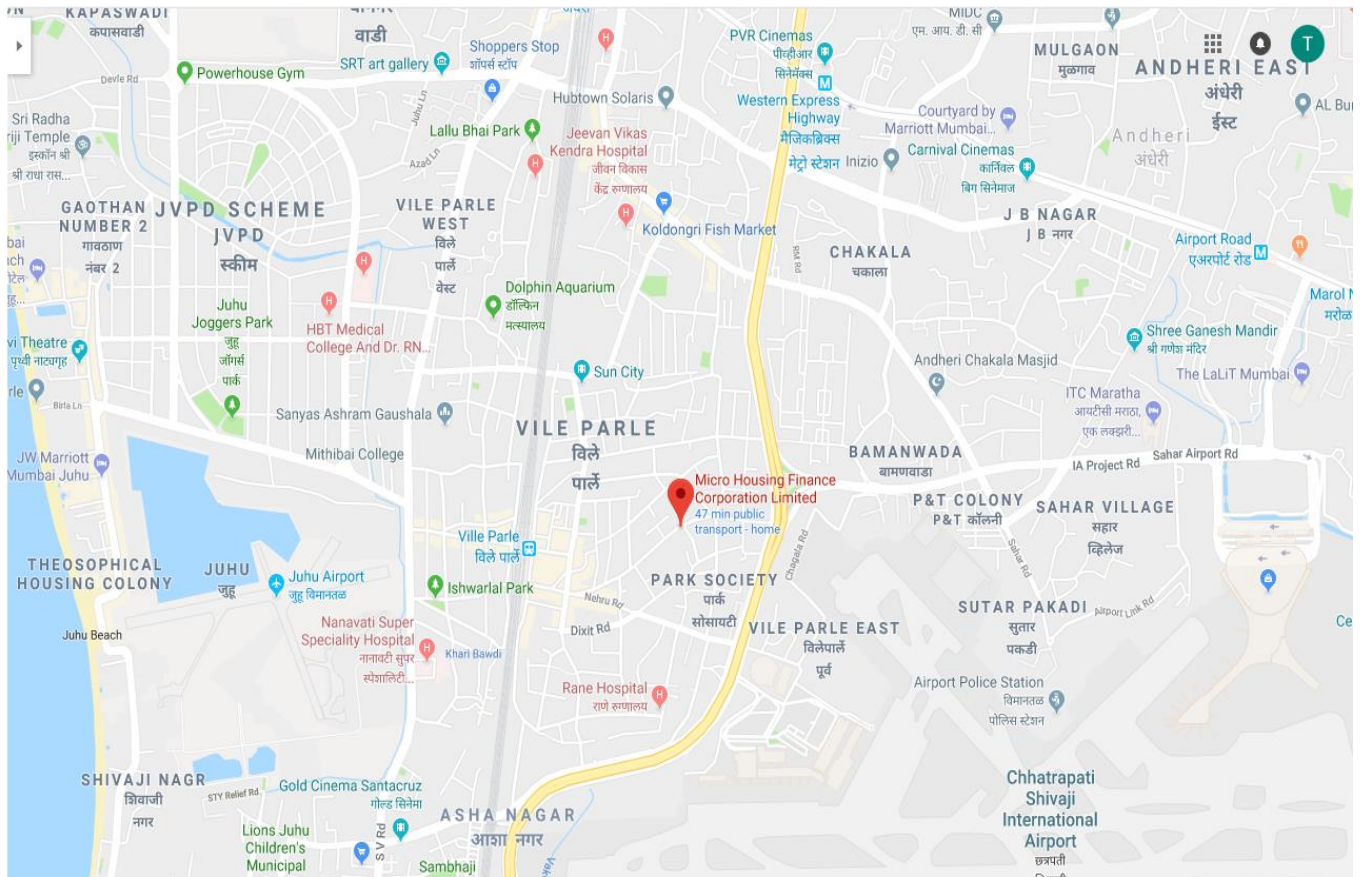
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

5. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Secretarial Department of the Company at its 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: +91 22 22610 1076 / 77 / 78 / 79, Email: contact@mhfcindia.com, Website: www.mhfcindia.com

ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



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ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

Item No. 1:

APPOINTMENT OF MR. VINEET CHATTREE (DIN 07962531) AS DIRECTOR OF THE COMPANY:

The Board of Directors of the Company in its meeting held on 15th September, 2018 appointed Mr. Vineet Chattree as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013, Mr. Vineet Chattree would hold office up to date of ensuing Annual General Meeting of the Company. However, he can be regularized as a Director at any general meeting. The Company has received notice in writing under provisions of Section 160 of the Act, from Mr. Chattree proposing himself for candidature of Directorship, liable to retire by rotation, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Vineet Chattree (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vineet Chattree proposed to be appointed as Director fulfils the conditions specified in the Act.

The Board recommends the resolution set forth in Item no. 1 for the approval of members.

None of the directors or Key Managerial Personnel of the Company, except Mr. Vineet Chattree, to whom the resolution relates, is interested or concerned in the resolution.

Item No. 2:

APPOINTMENT OF MR. VINEET CHATTREE (DIN 07962531) AS MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee at its meeting held on September 15, 2018, appointed Mr. Vineet Chattree, as an Additional Director on September 15, 2018 and as Managing Director on and from September 24, 2018 to September 23, 2023.

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The Company has received from Mr. Vineet Chattree (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the members in terms Section 196, 203 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or reenactment(s) thereof, for the time being in force) for the appointment of Mr. Vineet Chattree as the Managing Director from September 24, 2018 to September 23, 2023.

The Board recommends the resolution set forth in Item no. 2 for the approval of members.

None of the directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vineet Chattree, to whom the resolution relates, is interested or concerned in the resolution.

Item No. 3:

ADOPTION OF RESTATED AND ALTERED MEMORANDUM OF ASSOCIATION

Pursuant to the change in control and management of the Company, it was proposed by the Board of Director at its meeting held on September 24, 2018 to add few objects in the Main Object of the Memorandum of Association of the Company by way of alteration of the same. Further, it was proposed to restate the Memorandum of Association of the Company in conformity with the Companies Act, 2013. Considering the position, it was considered expedient to restate, alter and adopt the new set of Memorandum of Association in place of existing Memorandum of Association, as per the provisions of the Companies Act, 2013.

A copy of the existing set of Memorandum of Association and the new set of Memorandum of Association will be made available for inspection at the Registered Office of the Company during the business hours on any working day.

Pursuant to the provisions of section 13 of the Companies Act, 2013, any amendment of the Memorandum of Association of a company requires the approval of the shareholders of the company by way of a special resolution.

The Board recommends the resolution set out in item no. 3 of the Notice for your approval.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No. 4:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

Pursuant to the change in control and management of the Company, it was proposed by the Board of Director at its meeting held on September 24, 2018, to restate the Articles of Association

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of the Company to remove references to the rights and obligations of the earlier Shareholders of the Company. Further, the existing Articles of Association of the Company are based on the Companies Act, 1956 and is not in conformity with the Companies Act, 2013. Considering the position, it was considered expedient to adopt the new set of Articles of Association in place of existing Articles of Association, as per the provisions of the Companies Act, 2013.

A copy of the existing set of Articles of Association and the new set of Articles of Association will be made available for inspection at the Registered Office of the Company during the business hours on any working day.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment of the articles of association of a company requires the approval of the shareholders of the company by way of a special resolution.

The Board recommends the resolution set out in item no. 4 of the Notice for your approval.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Place: Mumbai

Date: September 24, 2018

**For and on behalf of the Board of
Micro Housing Finance Corporation Limited**

Regd. Office:

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

Sd/-

Company Secretary
(Membership no.: A24936)

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