



NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of Micro Housing Finance Corporation Limited will be held on Saturday, September 30, 2017 at 11.00 a.m. at Victoria Building, 1st Floor, S.A. Brelvi Road, off. Horniman Circle, Fort, Mumbai 400 001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors' and Auditors' thereon;
2. To appoint a Director in place of Ms. Geeta Goel (holding DIN: 02277155), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants Firm Registration No. 001076N/N500013, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors or any Committee of the Board of Directors in addition to reimbursement of out of pocket expenses as may be incurred by them during the course of the audit.

Special Business:

4. 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 the earlier resolution passed at 6th Annual General Meeting held on 12th September, 2014 in this regard, the consent of the members of the Company be and is hereby accorded under Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof), to the Board of Directors of the Company to borrow from time to time, any sum or sums of money on such terms and conditions and with or without security as they may think fit for the business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's

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bankers in the ordinary course of business) may exceed, at any time, the aggregate of paid up capital of the company and its Free Reserves, that is to say, Reserves not set apart for any specific purposes, provided however, that the total amount of monies so borrowed by the Board of Directors shall not at any time exceed Rs.1000 Crores (Rupees One Thousand Crores only)".

"FURTHER RESOLVED THAT the Board be and is hereby authorized, to do all such acts, deeds and things as may be necessary, expedient and usual to implement this resolution."

Place: Mumbai
Date: September 08, 2017

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

Regd. Office:
3, Victoria Building
S A Brelvi Road, Fort
Mumbai - 400001

Sd/-
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. 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 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:

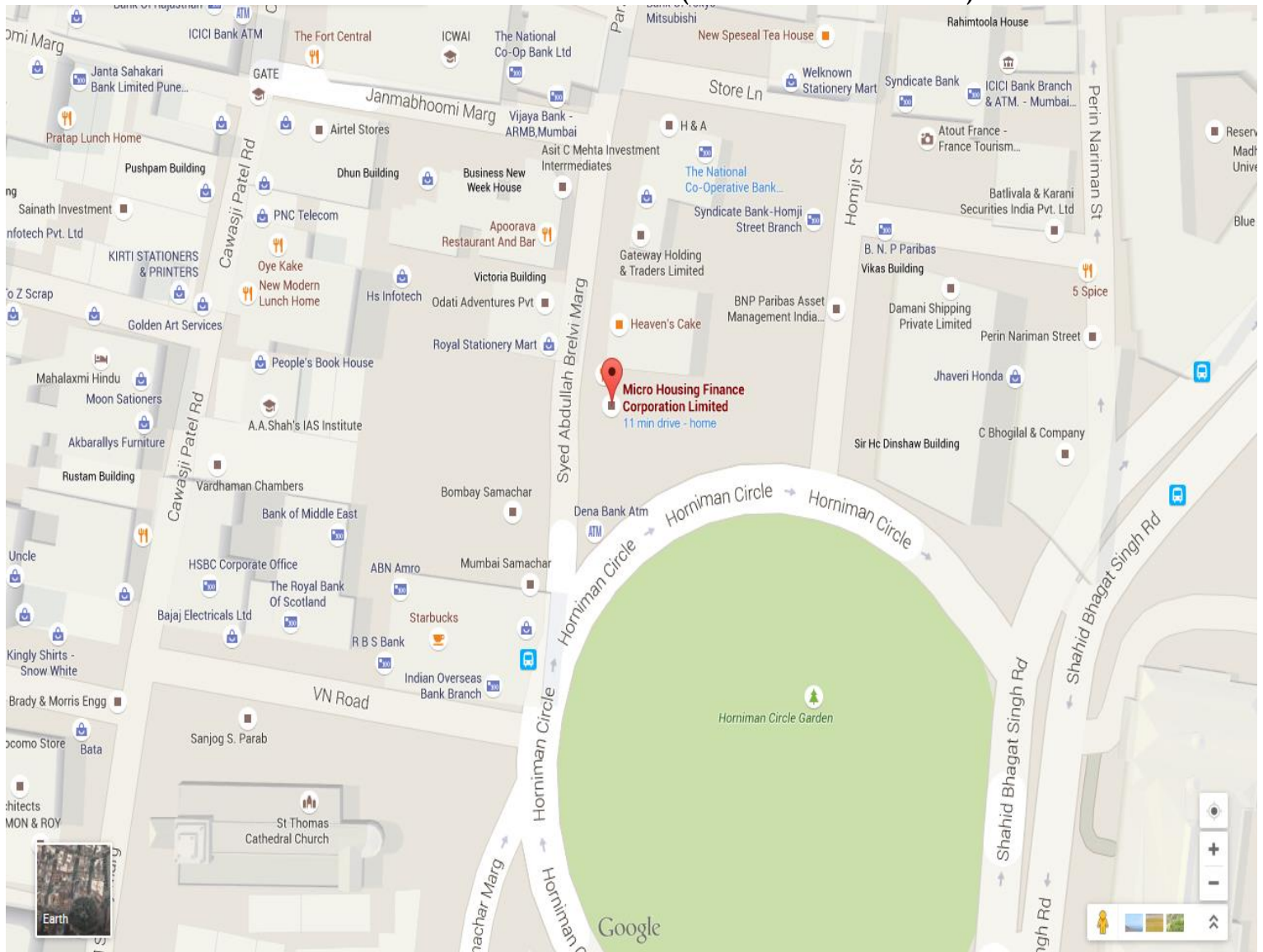
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- (a) Intimate to the Company changes, if any, in their Registered Addresses, if any, at an early date.
 - (b) Quote Ledger Folio numbers in all the correspondence.
- 4. Corporate Members intending to send their authorised representatives to attend 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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ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



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#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 No. 4:

To give Authority to the Board of Directors to borrow under Section 180(1) (c) of the Companies Act, 2013

In terms of the resolution passed by the members of the Company at the 6th Annual General Meeting held on September 12, 2014, the amount consequent to loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs. 500 Crores at any point of time. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit of Rs. 500 Crores. Further under law, it is now required that such a resolution be passed by way of a Special Resolution. Accordingly, your Directors propose to increase the borrowing powers of the Board from Rs. 500 Crores to Rs. 1000 Crores as set out in the resolution at Item No. 4 of the accompanying notice of meeting for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

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