

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 Monday, 15th May, 2017 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 No. 1:

Authorisation 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 - AGM Banking and Finance and Ms. Vrushti Doshi - Senior Manager Banking and Finance, be and are hereby severally authorised to finalise with IFC and the debenture trustee the

CIN: U67190MH2008PLC182274

documents for creating the mortgages, charges, pledges and/or hypothecations in 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.”

Registered Office
#3, Victoria Building, 1st Floor,
S. A. Brelvi Road,
Off. Horniman Circle,
Mumbai - 400001

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

Sd/-

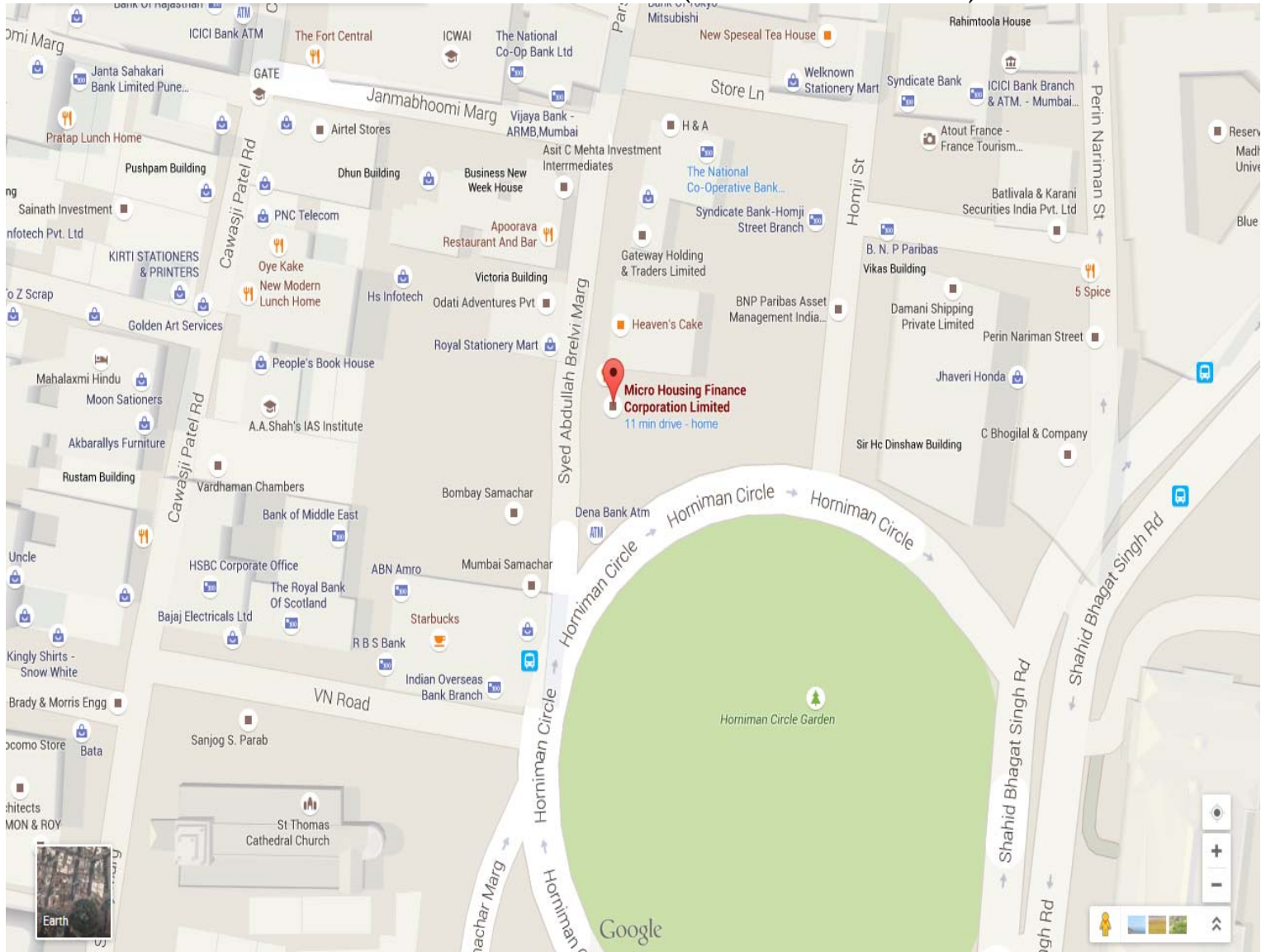
Place: Mumbai
Date: 13th May, 2017

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.

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 1:

As per the provisions of Section 42 of the Companies Act, 2013 and the rules thereunder ("the Act"), a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the prior approval of the members of the Company by way of Special Resolution.

As part of the measures to further strengthen its funds position and to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Board proposes to issue not more than 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 as per the provisions of the Act.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorises 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.

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3, Victoria Building, 1st Floor,
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Off. Horniman Circle,
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For and on behalf of the Board of Directors of
Micro Housing Finance Corporation Ltd.

Sd/-

Place: Mumbai
Date: 13th May, 2017

Rajnish Dhall
Managing Director
(DIN: 02146708)

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