

NOTICE

NOTICE is hereby given that the Twentieth Extra-Ordinary General Meeting of the Members of Svatantra Micro Housing Finance Corporation Limited will be held, at shorter notice, on Wednesday the 14th day of February 2024 at 11.00 A.M. 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 following businesses as special business:

ITEM NO. 1:

APPOINTMENT OF MR. JAYESH NAVIN SHAH (DIN 02562108) AS DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 152, 161 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. Jayesh Navin Shah (DIN: 02562108), who was appointed as an Additional Director by the Board of Directors with effect from February 12, 2024 and who holds office up to the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 203 of the Companies Act, 2013, applicable rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the provisions of all other applicable laws, rules and regulations, guidelines, circulars, notifications, the consent of the members be and is hereby accorded for the appointment of Mr. Jayesh Navin Shah (DIN: 02562108) as the Whole-Time Director of the Company for a term of 5 years with effect from February 12, 2024 to February 11, 2029, with the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this Extraordinary General Meeting and as approved by the Board.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers, documents as may be required and to do all such acts, deeds and things as may be required in this regard.”

Place: Mumbai
Date: February 12, 2024.

Regd. 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
Svatantra Micro Housing Finance
Corporation Limited**

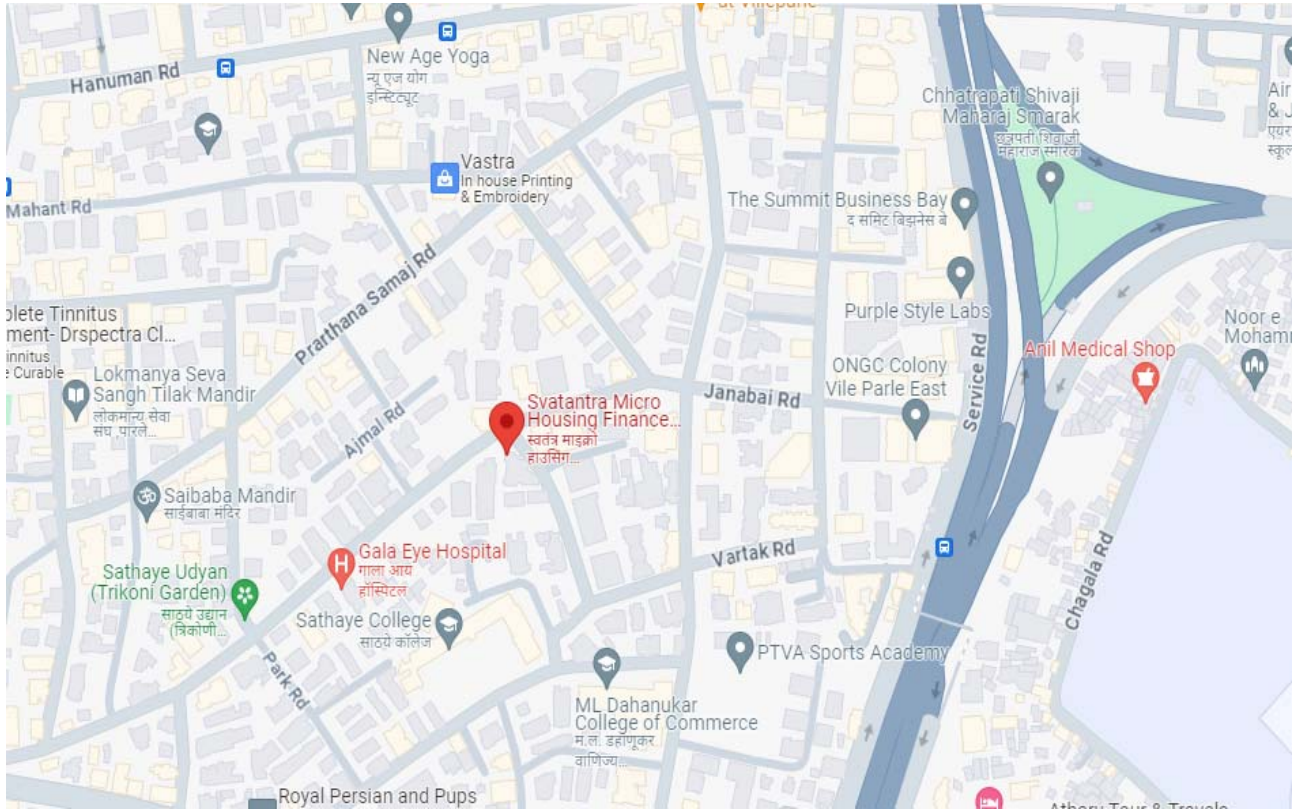
Sd/-

Company Secretary
(Membership no.: A34613)

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:
 - (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 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 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.

ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



Svatantra Micro Housing Finance Corporation Limited

CIN: U67190MH2008PLC182274

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

Tel: +91 22 26101076/77/78/79 Email: contact@svatantramhfc.com – Website: <https://svatantramhfc.com/>

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

Item no. 1:

APPOINTMENT OF MR. JAYESH NAVIN SHAH (DIN 02562108) AS DIRECTOR AND WHOLE-TIME 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 February 12, 2024, had appointed Mr. Jayesh Navin Shah (DIN: 02562108), as an Additional Director with effect from February 12, 2024 and pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he shall hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director.

Further, in the same meeting, the Board appointed Mr. Jayesh Navin Shah (DIN: 02562108) as a Whole-Time Director in accordance with the provisions of Section 196 and 203 of the Companies Act, 2013, subject to the approval of the shareholders for a term of 5 years with effect from February 12, 2024 to February 11, 2029, based on the terms and conditions mentioned below:

- (i) **Period:** For 5 years with immediate effect unless otherwise mutually agreed;
- (ii) **Nature of duties:** Mr. Jayesh Navin Shah (DIN:02562108) as a Whole Time Director of the Company, shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company;
- (iii) **Term and Termination:** Subject as hereinafter provided, the tenure of Mr. Jayesh Navin Shah (DIN:02562108) as a Whole Time Director of the Company shall remain in force for a period of 5 years from the date of appointment, unless otherwise mutually agreed; and
- (iv) **Other terms:** Other terms (if any) of employment of Mr. Jayesh Navin Shah (DIN:02562108) as Whole Time Director of the Company shall be mutually agreed between the Board and of Mr. Jayesh Navin Shah (DIN:02562108).

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from him proposing his candidature for the office of director.

The Company has also received the requisite:

- consent in writing from Mr. Jayesh to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Jayesh to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- Declaration / documents under fit and proper criteria as specified in the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (the Directions)

The resolution seeks the approval of the members in terms Section 152 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. Jayesh Navin Shah as the Director and as the Whole-Time Director from February 12, 2024, to February 11, 2029, by way of an Ordinary Resolution.

The information required to be disclosure with respect to Mr. Jayesh Navin Shah pursuant to Secretarial Standard-2 specified by the ICSI, is given in Annexure I.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution set out at Item No. 1 of Notice except Mr. Jayesh Navin Shah.

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

Place: Mumbai

Date: February 12, 2024

Regd. 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
Svatantra Micro Housing Finance
Corporation Limited**

Sd/-

Company Secretary
(Membership no.: A34613)

Annexure I-BRIEF DETAILS OF THE DIRECTOR

| | | |
|----------------|--|--|
| Sr. No. | Name | Mr. Jayesh Navin Shah |
| 1. | Date of Birth | 16 th October 1964 |
| 2. | Age | 59 years |
| 3. | Qualifications | MBA |
| 4. | Experience | Over his 22-year career with the firm, he worked across all major departments at HDFC, as well as being on specific local assignments including the development of an online loan processing system. He has also been on international assignments to help set up housing finance companies in Sri Lanka and Indonesia. In addition, he was a regular faculty at the HDFC Training Centre, where his area of specialization was Credit Risk Management and Loan Process Improvisation. |
| 5. | Terms and Conditions of appointment | Appointed for a term of 5 years. |
| 6. | Remuneration to be paid and Remuneration last drawn | Upto Rs. 66,00,000/- per annum (inclusive of arrears, salaries, perquisites etc. and excluding variable pay) |
| 7. | Date of first appointment on the Board | February 12, 2024 |
| 8. | Shareholding in the company | Nil |
| 9. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None |
| 10. | Number of Meetings of the Board attended during the Financial Year | Nil |
| 11. | Directorship in other Companies | Nil |
| 12. | Membership / Chairmanship of Committees of other public limited companies. | Nil |