

NOTICE

NOTICE is hereby given that the Seventeenth Extra-Ordinary General Meeting of the Members of Svatantra Micro Housing Finance Corporation Limited will be held, at shorter notice, on Tuesday, the 15th day of November, 2022 at 04.00 PM 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:

INCREASE IN BORROWING LIMIT UNDER SECTION 180(1)(C) OF COMPANIES ACT 2013:

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

“RESOLVED THAT in supersession of earlier resolution passed by the Members at 11th Annual General Meeting held on 30th September, 2019 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company, be and is hereby accorded to the Board of Directors of the Company (‘Board’), to borrow from time to time, such sum or sums of money, in such manner and on such terms and conditions, whether with or without security, as the Board may deem fit and expedient in the interest of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business), will or may exceed the aggregate of the paid-up share capital and free reserves of the Company provided however, that the total amount(s) so borrowed by the Company and outstanding at any point of time shall not exceed the sum of Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may consider necessary, desirable or expedient for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any one or more Directors or any other Officer or Officers of the Company.”

ITEM NO. 2

SET THE MORTGAGE LIMIT FOR THE SECURED BORROWINGS BY THE COMPANY UNDER SECTION 180 (1) (a) AS PER THE LIMITS PRESCRIBED UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** in supersession of earlier resolution passed by the Members at 11th Annual General Meeting held on 30th September, 2019 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company, be and is hereby accorded to the Board of Directors of the Company (‘Board’), to create such mortgages, charges, hypothecations as may be necessary on such of the assets of the Company both present and future in such manner as the Board may direct together with power to take over the management of the Company in certain events to or in favour of Financial Institutions, Investment Institutions, Banks, Mutual Funds, Trust, other Bodies Corporate (hereinafter referred to as the lending agencies) and Trustees for the holders of Debentures / Bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding the limit approved under Section 180(1)(c) of the Companies Act, 2013 together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the lending agencies under their respective agreements / loan agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize, settle and execute, such documents / deeds / writings / papers / agreements as may be required and to do all such, deeds, matters and things, as it may in its absolute discretion deemed necessary and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges / hypothecation aforesaid and to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any one or more Directors or any other Officer or Officers of the Company.”

Place: Mumbai
Date: November 15, 2022

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**

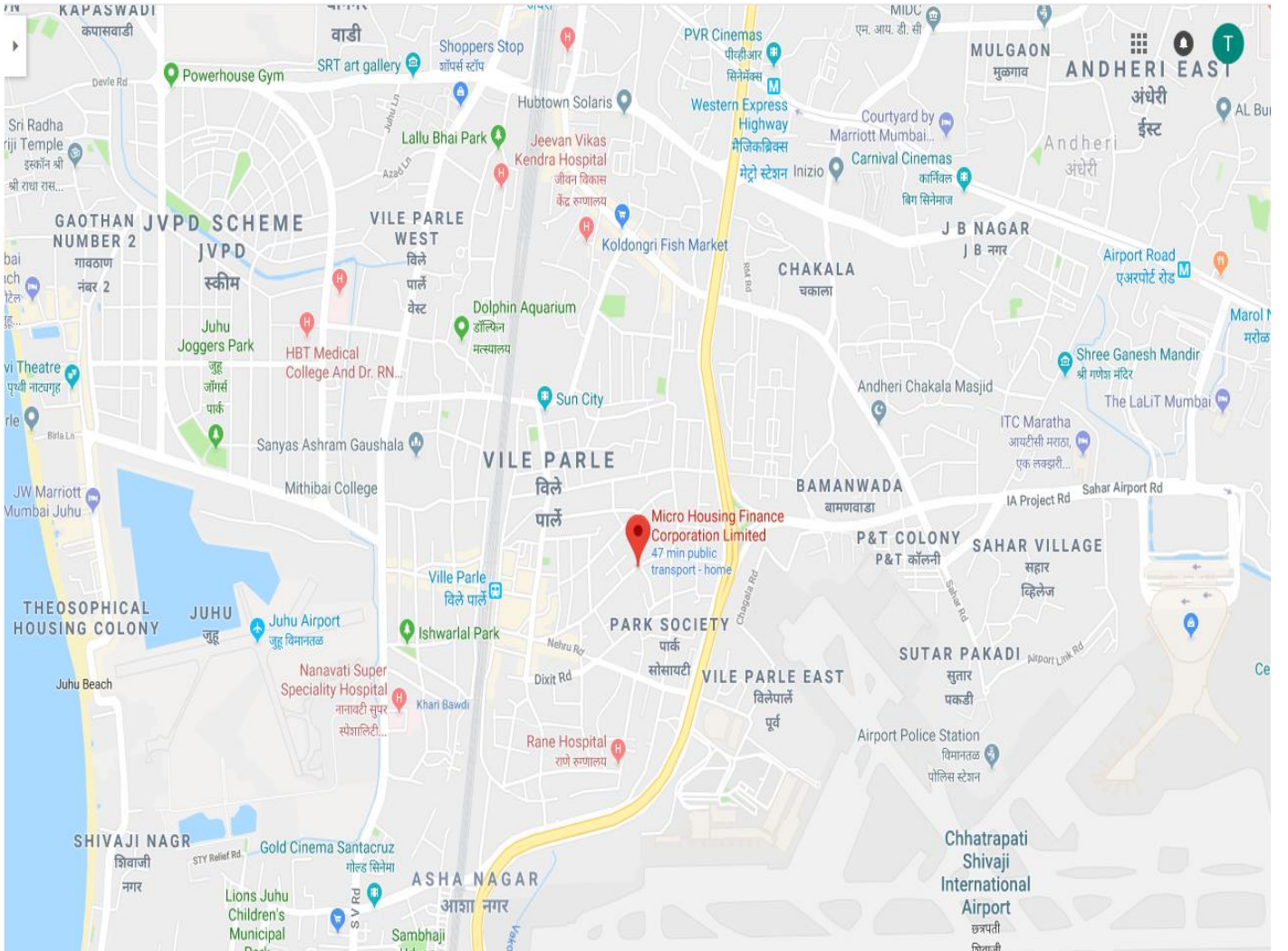
Sd/-

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@mhfcindia.com – Website: <https://svatantramhfc.com/>

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

Item no. 1:

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 11th Annual General Meeting held on September 30, 2019, the amount consequent to loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs. 2000 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. 2000 Crores. Further under law, it is 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. 2000 Crores to Rs. 2500 Crores as set out in the resolution at Item No. 1 of the accompanying notice of meeting for approval of the members.

The Directors recommend the resolution for your approval as a Special Resolution.

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.

Item no. 2

To give Authority to the Board of Directors to create charges / mortgages on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013

The members of the Company at their 11th Annual General Meeting held on 30th September, 2019 by way of a Special Resolution under section 180(1)(a) of the Companies Act, 2013, had authorised the Board to create charges and/or mortgages on all or any of the moveable and immoveable properties of the Company in favour Company's Bankers/Financial Institutions/Lenders/other investing agencies and Trustees for the holders of Debentures/Bonds/other instruments/securities within the overall ceiling as and when prescribed by the members of the Company, in terms of section 180 (1) (c) of the Companies Act 2013.

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the

Company within the overall ceiling as and when prescribed by the members of the Company, in terms of section 180 (1) (c) of the Companies Act 2013.

The Directors recommend the resolution for your approval as a Special Resolution.

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. 2 of the Notice, except to the extent of their shareholding in the Company.

Place: Mumbai

Date: November 15, 2022

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)