

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Svatantra Micro Housing Finance Corporation Limited (*erstwhile* Micro Housing Finance Corporation Limited) will be held at shorter notice on Monday, September 30, 2019 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:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 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 Mr. Vineet Chattree (DIN: 07962531), who retires by rotation and being eligible, offers himself for re-appointment;
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Suresh Surana & Associates LLP, Chartered Accountants, (FRN: 121750W /W-100010), Mumbai be and hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the 16th Annual General Meeting of the Company proposed to be held in the year 2024, on such remuneration as shall be fixed by the Board of Directors or any Committee of the Board of Directors in addition to the out of pocket expenses as may be incurred by them during the course of the audit.

RESOLVED FURTHER THAT the Directors, CFO and Company Secretary of the Company be and are hereby severally authorized to file this resolution with the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient in this regard.”

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 9th Annual General Meeting held on 30th September, 2017 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

Svatantra Micro Housing Finance Corporation Limited

(erstwhile 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: www.mhfcindia.com

Company's 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. 2000 Crores (Rupees Two 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."

5. 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 all previous resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the shareholders of the Company be and is hereby accorded, to the Board of Directors of the Company, to hypothecate/mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of Company's Bankers/Financial Institutions/Lenders/other investing agencies and Trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign currency loans, guarantee assistance, standby letter of credit/letter of credit and/or any issue of non-convertible debentures and/or compulsorily or optionally, fully or partly convertible debentures and/or Bonds, and/or any other non-convertible and/or other partly/fully convertible instruments/securities, with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange of foreign currencies involved payable by the Company to the Lenders under their respective loan agreements/subscription agreement entered into/to be entered into by the Company in respect of the said borrowings/assistance, within the overall ceiling prescribed by the Members of the Company in terms of section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Whole Time Directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required, and to all such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid or otherwise considered to be in the best interests of the Company".

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

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“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. Anil Chirania (DIN: 01082719), who was appointed as an Additional Director by the Board of Directors with effect from September 15, 2018 and who holds office until this 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.”

7. 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, Ms. Ananyashree Birla (DIN: 06625036), who was appointed as an Additional Director by the Board of Directors with effect from September 15, 2018 and who holds office until this annual general meeting, in terms of Section 161 of the Companies Act, 2013, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, 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.”

Place: Mumbai

Date: September 18, 2019

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 Ltd.**

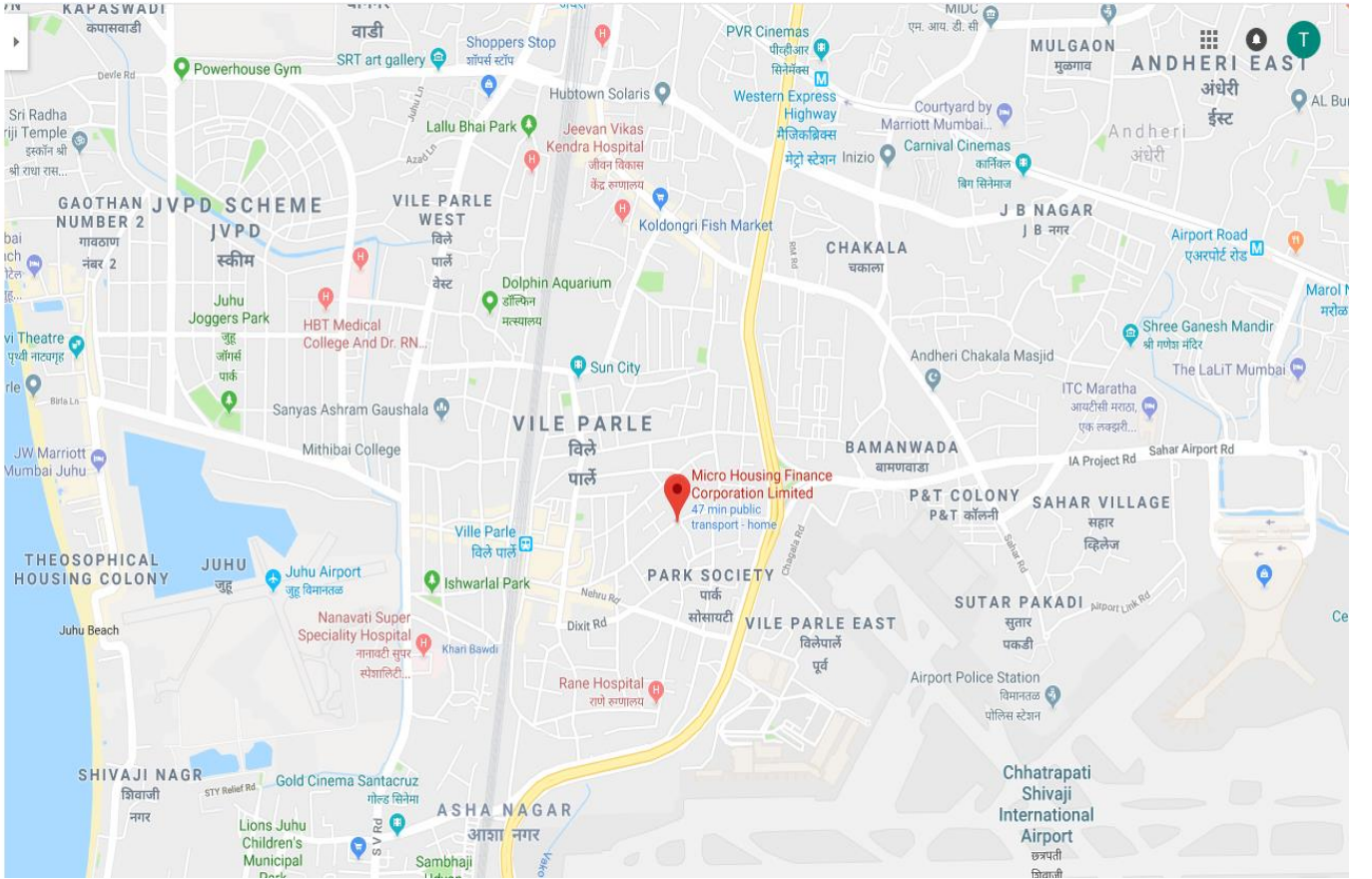
Sd/-

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 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.

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. 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 9th Annual General Meeting held on September 30, 2017, the amount consequent to loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs. 1000 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. 1000 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. 1000 Crores to Rs. 2000 Crores as set out in the resolution at Item No. 4 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. 4 of the Notice, except to the extent of their shareholding in the Company.

Item No. 5:

To give Authority to the Board of Directors to create charges / mortgages on the moveable and immovable 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 Extra-Ordinary General Meeting held on June 26, 2018 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 immovable 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 immovable 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. 5 of the Notice, except to the extent of their shareholding in the Company.

Item No. 6:

The Board of Directors of the Company in its meeting held on 15th September 2018 appointed Mr. Anil Chirania 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. Anil Chirania would hold office up to date of this Annual General Meeting of the Company. The Company has received notice in writing under provisions of Section 160 of the Act, from Mr. Anil Chirania 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.

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

The Board recommends the resolution set forth in Item no. 6 for the approval of members.

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

Item No. 7:

The Board of Directors of the Company in its meeting held on 15th September 2018 appointed Ms. Ananyashree Birla 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, Ms. Ananyashree Birla would hold office up to date of this Annual General Meeting of the Company. The Company has received notice in writing under provisions of Section 160 of the Act, from Mr. Anil Chirania proposing Ms. Ananyashree Birla for candidature of Directorship, liable to retire by rotation, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Ms. Ananyashree Birla proposed to be appointed as Director fulfils the conditions specified in the Act.

The Board recommends the resolution set forth in Item no. 7 for the approval of members.

None of the directors or Key Managerial Personnel of the Company, except Ms. Ananyashree Birla, to whom the resolution relates, is interested or concerned in the resolution.

Registered Office

Office no. 1,2,3,4, Ground Floor,
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Mumbai - 400057

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

Sd/-

Place: Mumbai

Date: September 18, 2019

Company Secretary

(Membership No.: A34613)