



NOTICE

NOTICE is hereby given that the Eight Annual General Meeting of the members of Micro Housing Finance Corporation Limited will be held on Wednesday, September 28, 2016 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, 2016 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. Nachiket Shelgikar (holding DIN: 02293000), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To appoint M/s. Walker Chandiook & 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 next Annual General Meeting 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 pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 the Memorandum of Association of the Company, be and is hereby amended as under:

CIN: U67190MH2008PLC182274

Existing Sub Clause 1 of Clause III (A) of the Memorandum of Association be deleted and instead substituted with new sub clause 1 of clause III (A) as under:-

“1. To carry on in India the business of providing long term finance to any person or persons or Company, Body Corporate, or Corporation, or Cooperative Society, or association of persons, jointly or individually either with or without interest and with or without any security for the purpose of enabling such borrower to construct, purchase any house or building, or any part or portions thereof for residential and for any other purposes on such terms and conditions as the Company may deem fit.”

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to file the necessary Forms/Returns/Documents/papers as are required to be filed with the Registrar of Companies to give effect to this resolution.”

Place: Mumbai
Date: September 06, 2016

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:

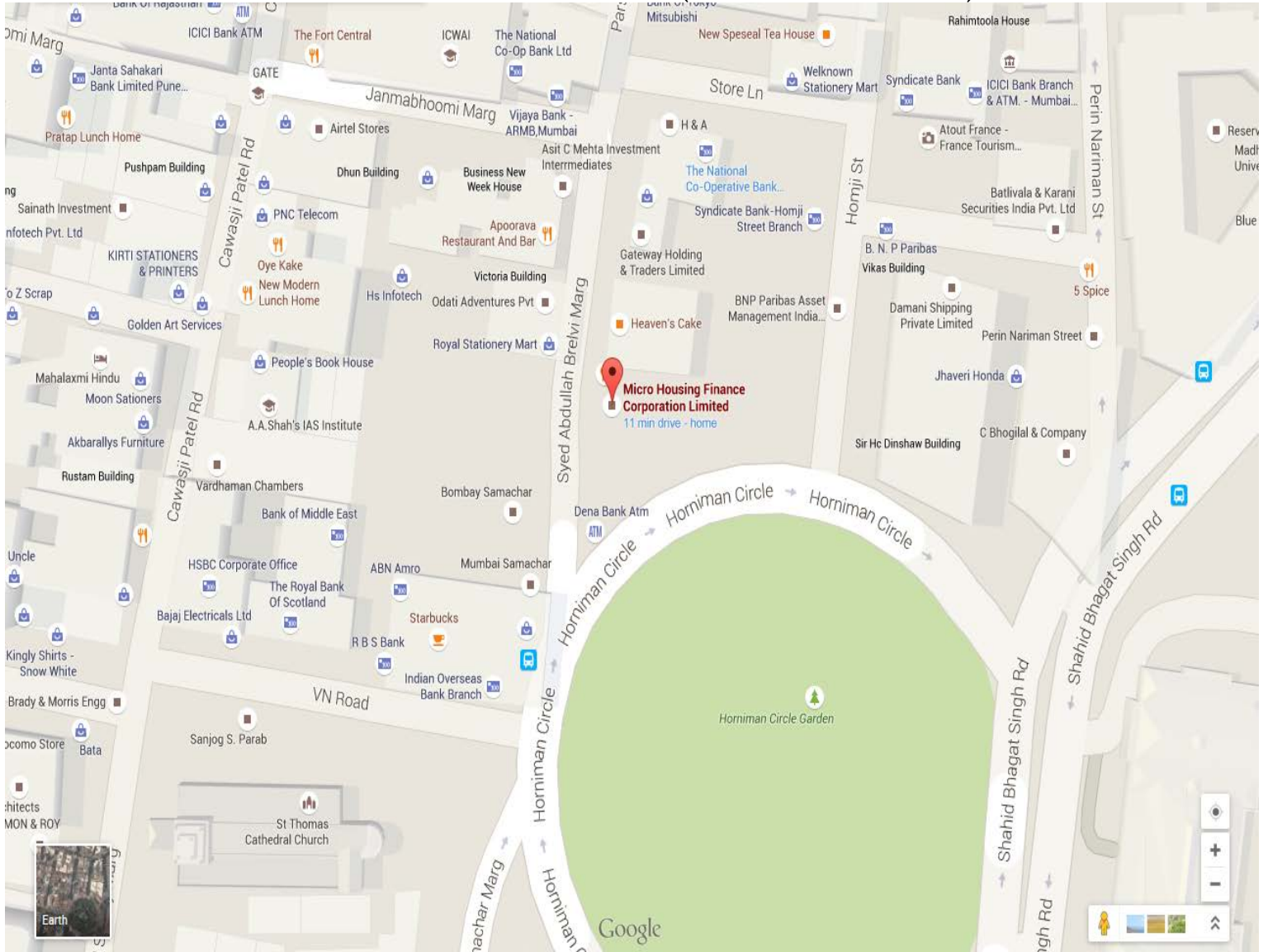
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE 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.

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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.

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ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



CIN: U67190MH2008PLC182274

#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 Alter the Object Clause of the Memorandum of Association of the Company:

Members are aware that the Company is engaged in the business of housing finance and is registered for the purposes with National Housing Bank (NHB) and inter alia governed by the provisions of the NHB Act and the directions/rules framed there under. In terms of the provisions of the NHB Act and the directions framed there under, a housing finance company is eligible to grant/extend loans for non-housing purposes subject to the limits and the guidelines set out in this respect under the said NHB Act/ directions. Your company, with a view to further its business of loans/financing proposes to grant/extend loans for non-housing purposes to its existing customers who have availed housing finance from your Company besides other borrowers in accordance with the scheme/policy framework as may be laid out by the company for the purposes and subject to the provisions of the NHB Act and the rules/directions framed there under and other applicable legislations, if any.

The Object Clause of the Memorandum of Association of the Company is therefore proposed to be suitably altered (as laid out in Resolution at Item No. 4 of the annexed notice) for enabling the Company to grant/extend loan facilities for housing/non-housing purposes. The amendment would be subject to the approval of the Registrar of Companies, Mumbai, Maharashtra and other applicable Statutory/Regulatory Authority.

As per the provisions of Section 13 of the Companies Act, 2013, the said alteration to the Memorandum of Association needs to be approved by the Members of the Company by way of a Special Resolution in a General Meeting.

The Board recommends the Special Resolution set out at Item No. 4 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. 4 of the Notice, except to the extent of their shareholding in the Company.

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