



## MAGMA HOUSING FINANCE

### NOTICE

#### To all the Members of the Company

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company shall be held at a shorter notice on Thursday, the 9<sup>th</sup> May, 2019 at its registered office at Development House, 24 Park Street, Kolkata - 700016, at 11.00 A.M. to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31 March, 2019 including the Audited Balance Sheet as at 31 March, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kailash Baheti (DIN 00192017) who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

3. **Appointment of Mr. Satya Brata Ganguly (DIN 00012220) as an Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications the following resolutions as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company and having obtained the required declaration under Section 149(7) of the Act, Mr. Satya Brata Ganguly (DIN 00012220) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 13 July, 2018 by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, in terms of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of Act from a member proposing his candidature for the office of a director, be and is hereby appointed as a Non-Executive Independent Director of the Company with effect from 13 July, 2018 for a period of two consecutive years, not liable to retire by rotation and the members hereby ratify all actions, deeds done by him in the capacity of a Non-Executive Independent Director from 13 July, 2018 till the date of this resolution.”

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Magma Housing Finance Limited

Regd. Office: Development House, 24 Park Street, Kolkata 700 016, Ph: 91 7596067686 / 91 33 44017350  
Web : <http://www.magmahfc.co.in>, CIN : U65922WB2004PLC229849

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## MAGMA HOUSING FINANCE

#### 4. Keeping the statutory documents of the Company at a place other than the registered office

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

“**RESOLVED THAT** pursuant to Section 94 and applicable provisions of the Companies Act, 2013 read with relevant rules thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other consent, permission, approval as may be required, approval of the members of the Company be and is hereby accorded to the Company to keep registers, returns, records and indices and any other documents required to be annexed thereto etc. at 5th Floor, Premises No-501 Block-4A, Bengal Ambuja Ecospace, Newtown Rajarhat, Kolkata – 700 160, a place other than the Registered Office of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the resolution.”

Registered Office:

Development House,  
24, Park Street,  
Kolkata – 700 016

By Order of the Board of Directors

For **Magma Housing Finance Limited**

Dated the 08 May, 2019

\_\_\_\_\_  
Priti Saraogi  
Company Secretary  
Membership No. A26360  
Address: Neelanjan Apartment,  
18/2, Gariahat Road,  
Kolkata – 700 019

#### NOTES:

1. Shorter Notice consent has been received from all the shareholders of the Company to convene the meeting at a shorter notice.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

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Proxies submitted on behalf of limited companies, etc., must be supported by appropriate resolutions / authority, as applicable. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The Proxy form for the AGM is enclosed herewith.

4. The proxy holder shall prove his/her identity at the time of attending the Meeting.
5. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
6. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
7. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
8. Members/ proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Route map is also enclosed with the notice.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM.
10. Relevant documents referred to in the accompanying notice, if any are open for inspection by the members at the AGM and such documents, if any will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Offices on all working days from 10:00 a.m. to 12:00 noon up to the date of the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

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## **MAGMA HOUSING FINANCE**

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 (the Act) and the Ministry of Corporate Affairs General Circular No. 14/2014 dated 9<sup>th</sup> June, 2014, the appointment of Independent Directors is now required to be made expressly under the provisions of the aforesaid section and Rules framed thereunder.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Satya Brata Ganguly as a Non-Executive Independent Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Satya Brata Ganguly for the office of Independent Director.

Mr. Ganguly, aged about 76 years, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Ganguly has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. Based on the above declaration, in the opinion of the Board, Mr. Ganguly fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Satya Brata Ganguly holds a bachelor's degree in chemical engineering from the Bihar Institute of Technology, Sindri. He has held senior positions in Chloride India Limited (now Exide Industries Limited) having retired as its chairman emeritus. He is on the board of directors of various companies such as West Bengal Industrial Development Corporation Limited, Rupa and Company Limited, Paharpur Cooling Towers Limited and Emami Limited. He has been associated with our Parent Company, Magma Fincorp Limited as an Independent Director since 2010.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ganguly as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Satya Brata Ganguly as an Independent Director, for the approval by the shareholders of the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Ganguly as a Non-Executive Independent Director for a term upto two consecutive years, commencing from 13 July, 2018 is being placed before the Members for their approval. He is not liable to retire by rotation.

The Company shall formalize the appointment of Mr. Ganguly as an Independent Director, if appointed from 13 July 2018, setting out the terms and conditions as stipulated in Schedule IV of the Act. Such

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letter of appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays and Sundays.

Mr. Satya Brata Ganguly may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

### **ITEM NO. 4**

As per provisions of the Companies Act 2013, a Company is required to maintain various Statutory Registers, Returns & Minutes Book. The same are required to be kept at the registered office of the Company. However as per section 94 of the Companies Act 2013 (the Act), read with Rule 5 of the Companies (Management and Administration) Rules 2014, the Statutory registers & returns as specified in Section 88 & 92 of the Act might be kept at a place where more than one tenth of the total number of shareholders reside, subject to approval of shareholders by way of special resolution.

Further, Instrument of Transfer, Register of Renewed and Duplicate Share Certificate, Board and Committee Meeting Minutes Book and Record of Private Placement as required under the Act read with relevant rules thereunder, can also be kept at any other place other than the registered office subject to Board and/or shareholders' approval as may be applicable.

In the view of above, since the Company's more than one tenth shareholders are based in Kolkata, it is proposed to keep the abovestated Statutory Records & Registers, Minutes Book at Kolkata.

Thus, the Board recommends the passing of the resolution as set out under Item No. 4 for approval of the members as a special resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution.

Registered Office:

Development House,  
24, Park Street,  
Kolkata – 700 016

Dated the 08 May, 2019

By Order of the Board of Directors

For **Magma Housing Finance Limited**

\_\_\_\_\_  
Priti Saraogi

Company Secretary

Membership No. A26360

Address: Neelanjan Apartment,  
18/2, Gariahat Road,  
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**Form No. MGT-11**

**Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN:

Name of the company:

Registered office:

Name of the Member(s):

Registered address :

E-mail ID:

Folio No. / DP ID / Client ID\*

I / We, being the Member(s) of ..... shares of Magma Housing Finance Limited [Formerly, Magma Housing Finance (A Public Company with Unlimited Liability)], hereby appoint

1.	Name :	
	Address :	
	E-mail ID :	
	Signature :	_____, or failing him/her

2.	Name :	
	Address :	
	E-mail ID :	
	Signature :	_____, or failing him/her

3.	Name :	
	Address :	
	E-mail ID :	
	Signature:	_____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Members of the Company, to be held at shorter notice on the Wednesday, the 8

day of May, 2019 at 05.00 p.m. at Development House, 24 Park Street, Kolkata - 700016, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention No. of shares)		
		For	Against	Abstain
<i>Ordinary Business</i>				
1.	To receive, consider and adopt the Annual Audited Financial statements of the company for the year ended 31 March 2019, including the Audited Balance Sheet as at 31 March, 2019 and Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Kailash Baheti (DIN 00192017) who retires by rotation and being eligible, seeks reappointment.			
3.	Appointment of Mr. Satya Brata Ganguly (DIN 00012220) as an Non-Executive Independent Director of the Company			
4.	Keeping the statutory documents of the Company at a place other than the registered office			

Signed this ..... day of ..... 2019

Signature of Shareholder

Affix Revenue Stamp
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Signature of Proxy holder(s)

Note : This form of Proxy in order to be effective should be duly submitted and deposited at the Registered Office of the Company, not less than forty eight hours before the commencement of the meeting.

\*Applicable for members holding shares in Electronic Form

**ATTENDANCE SLIP FOR 15<sup>TH</sup> ANNUAL GENERAL MEETING**

**DATE : 8 MAY, 2019**

**TIME : 05.00 P.M.**

**VENUE : DEVELOPMENT HOUSE, 24 PARK STREET, KOLKATA - 700016**

Name and Registered address :  
of Sole / first named member

Name(s) of Joint Holders, if any :

Ledger Folio No. :

Number of Shares held :

Please tick in the box     Member     Proxy

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Name of the Proxy in Block Letter

\_\_\_\_\_  
Proxy's Signature

Note : Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand over at the entrance duly signed.

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# ROUTE MAP

The image is a screenshot of a web browser displaying a Google Maps search result. The browser's address bar shows the URL: <https://www.google.co.in/maps/search/development+house+park+street/@22.5510426,88.3563744,17z>. The search bar in the top right of the map interface contains the text "SEARCH THIS AREA". The map itself shows a street grid in Kolkata, India, with several labeled locations and landmarks. Key locations include: Royd Nursing Home, Anthrop Survey, on Street angular Park, Ripon Street, Bedford Ln, Badi Masjid, OYO 15971 Heera Holiday Inn, India Post, Elliot Road, Bank Of India Elliot Road, Tegia Jama Masjid, State Bank of India, Park Street Police Station, Siddha Point, State Bank of India, Mercy Hospital, Lower Circular, St. Xavier's Collegiate School, Vardaan Market, Park Street Crossing, HDFC Bank, Allen Park, Sienna Cafe Park Street, Pragati Cement (India) Private Limited, Park Street Head Post Office, iStore, IDBI RAC, Peter Cat, The Russell Exchange, The Bengal Club, Rail Bhavan, Assam House, Paschim Banga Gramin Bank, and The Blue Poppy. The Windows taskbar at the bottom of the screen shows the time as 18:38 on 05/05/2019, along with various application icons.