



MAGMA HOUSING FINANCE

NOTICE

To all the Members of the Company

Notice is hereby given that the 11th Annual General Meeting of the Shareholders of the Company shall be held at shorter notice at the Registered Office of the Company at 8, Sant Nagar, East of Kailash, New Delhi – 110 065, on Thursday, the 18th day of June, 2015 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including the Audited Balance Sheet as at 31 March 2015 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. Sanjay Chamria (holding DIN 00009894), who retires by rotation and being eligible, seeks re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this connection, 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, appointment of M/s. B S R & Co. LLP, Chartered Accountants having Registration No. 101248W/W-100022 as Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of the 10th AGM (2013-14) till the conclusion of the 13th AGM (2016-17) of the Company, be and is hereby ratified for the Financial Year 2015-16, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

SPECIAL BUSINESS

4. Appointment of Mr. Ashutosh Shukla as a Non-Executive Director of the Company

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (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, Mr. Ashutosh Shukla (holding DIN 00075360), who was appointed as an Additional Director of the Company with effect from 3rd September, 2014 by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of 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 from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to retirement by rotation”.

Magma Housing Finance (A Public Company with Unlimited Liability)
(Formerly, GE Money Housing Finance)

Regd. Office: 8 Sant Nagar, East of Kailash, New Delhi - 110065, Ph: +91 11 45728100
Web : <http://www.magmafc.co.in>, CIN : U65922DL2004ULL125931



MAGMA HOUSING FINANCE

5. Appointment of Mr. Mayank Poddar as a Non-Executive Director of the Company

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (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, Mr. Mayank Poddar (holding DIN 0009409), who was appointed as an Additional Director of the Company with effect from 4th May, 2015 by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of 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 from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to retirement by rotation”.

6. Appointment of Mr. Ajay Bharat Candade 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. Ajay Bharat Candade (DIN 07090569) who was appointed as an Additional Director (Non-Executive Independent Director)of the Company with effect from 10th June, 2015 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 10th June, 2015 for a period of five 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 10th June, 2015 till the date of this resolution.”

7. Revision in remuneration of Mr. Sachin Khandelwal, Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and such other approval as may be required, consent of the Company be and is hereby accorded to the remuneration payable to Mr. Sachin Khandelwal (DIN 00055621) w.e.f. 1st April, 2014 as minimum remuneration under the provisions of the Companies Act, 2013.

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RESOLVED FURTHER THAT the remuneration payable to Mr. Khandelwal, as set out in the draft supplemental agreement, is hereby specifically approved, the extracts of which are detailed below:

Sl. No.	Category	Particulars
A	Basic Salary	50,00,004 p.a.
B	Perquisites / Benefits	
i	House Rent Allowance	20,00,004 p.a.
ii	Special Allowance	45,00,612 p.a.
iii	Medical Allowance	15,000 p.a.
iv	Leave Travel Concession	72,000 p.a.
v	Provident Fund	6,00,000 p.a.
vi	Gratuity	2,40,384 p.a.
C	Other reimbursements	
i	Books and Periodicals	36,000 p.a.
ii	Telephone Reimbursement	36,000 p.a.
D	Minimum Remuneration	In the absence of or inadequacy of profits in any financial year of the Company during the tenure he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time

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, matters and things as may be considered necessary to give effect to the above resolution.”

Corporate Office:
Magma House,
24, Park Street,
Kolkata – 700 016

By Order of the Board of Directors
For **Magma Housing Finance**
(A Public Company with Unlimited Liability)

Dated the 10th June, 2015

Priti Saraogi
Company Secretary

NOTES:

1. 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. 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.

2. Members/ proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
3. 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.
4. 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.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the AGM.

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Dated the 10th June, 2015

Priti Saraogi
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Ashutosh Shukla, aged about 52 years, has been appointed as an Additional Director of the Company in the capacity of Non-Executive Director w.e.f. 3rd September, 2014 pursuant to Section 161(1) of the Act and other applicable provisions, if any, of the Act and would hold office upto the date of the ensuing Annual General Meeting (AGM) and shall be liable to retire by rotation.

Mr. Shukla is the Chief Operating Officer of Magma Fincorp Limited (Magma), Parent Company. He has ensured seamless integration in the sales, credit, risk and operations team. Over the years, he has helped implement Magma's collections process, an industry benchmark, and championed the development of the tractor business. He was instrumental in the business development of Magma in the North Zone.

Prior to joining Magma, Mr. Shukla led the entire Business and Operations Team at Consortium Finance Limited. Mr. Shukla is a Bachelor of Commerce from Delhi University and a Chartered Accountant.

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The Company has received a notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Act proposing the candidature of Mr. Shukla for the office of Director of the Company.

Mr. Shukla 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. His Director Identification Number (DIN) is 00075360.

The Board, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Except Mr. Ashutosh Shukla, 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 said Resolution.

Item No. 5

Mr. Mayank Poddar aged about 61 years, has been appointed as an Additional Director of the Company in the capacity of Non-Executive Director w.e.f. 4th May, 2015 pursuant to Section 161(1) of the Act and other applicable provisions, if any, of the Act and would hold office upto the date of the ensuing Annual General Meeting (AGM) and shall be liable to retire by rotation.

Mr. Poddar started his entrepreneurial career while in college with a publication business aimed at primary school and college students. He is the Founder Chairman of Magma Fincorp Limited, one of India's leading BFSI Group and also has several other businesses including Real Estate, Decorative Crystals, Export-Import, vehicle financing etc. Today, Mr. Poddar offers guidance in strategic direction for business policy, corporate governance, and law. Mr. Poddar is a Bachelor of Commerce from Calcutta University.

The Company has received a notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Act proposing the candidature of Mr. Poddar for the office of Director of the Company.

Mr. Poddar 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. His Director Identification Number (DIN) is 00009409.

The Board, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Except Mr. Mayank Poddar, 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 said Resolution.

Item No. 6

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 9th 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. Ajay Bharat Candade as a Non-Executive Independent Director of the Company.

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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. Ajay Bharat Candade for the office of Independent Director.

Mr. Candade aged about 35 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. Candade 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. Candade 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. Ajay Bharat Candade joined KKR in 2015 and is a Principal in KKR's India private equity team. At KKR, he has been involved with investments in TVS Logistics, Magma Fincorp and serves as a nominee director on the board of TVS Logistics. Prior to joining KKR, Mr. Candade was with the private equity firm Warburg Pincus in Mumbai, where he was involved with investments in Alliance Tire Group, Continental Warehousing Corporation Limited, ICICI Bank, Max India and Max Healthcare. Previously, he has worked as a management consultant at McKinsey & Company in New York and Mumbai. His financial services experience spans banks, asset management, wealth management, insurance and specialty finance/NBFCs. Mr. Candade holds a Bachelor of Technology from the Indian Institute of Technology (I.I.T) Madras, where he graduated as a Governor's Gold medalist, and an M.B.A. from The Wharton School, at the University of Pennsylvania, where he graduated as a Palmer Scholar.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Candade as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Ajay Candad 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. Candade as a Non-Executive Independent Director for a term upto five consecutive years, commencing from 10th June, 2015 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. Candade as an Independent Director, if appointed from 10th June, 2015, setting out the terms and conditions as stipulated in Schedule IV of the Act. Such 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. Ajay Bharat Candade 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. 7

Mr. Sachin Khandelwal was appointed as the Managing Director (MD) of the Company for a period of 3 years with effect from 11th February, 2013 by the Board of Directors at its Meeting held on 11th February, 2013 and the same was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 11th February, 2013. Mr. Khandelwal's remuneration was revised and approved on the basis of recommendation of Nomination and Remuneration Committee and the same was approved by the Shareholders at the Annual General Meeting held on 8th July, 2013. Considering the steady growth made by the Company under the leadership of Mr. Khandelwal, it was decided to revise his remuneration with effect from 1st April, 2014.

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Considering the qualification, experience, time and energy devoted by Mr. Khandelwal for the promotion of the business, the Board considers that it would be in the interest of the Company to revise the remuneration of Mr. Sachin Khandelwal, Managing Director (MD), KMP of the Company. Hence, at the Board Meeting held on 10th June, 2015 (based on the recommendation of the Nomination and Remuneration Committee), it was decided to revise the remuneration of Mr. Khandelwal with effect from 1st April, 2014. The details of the remuneration payable to him are furnished in the proposed resolution. The remuneration payable to Mr. Khandelwal as described in the resolution is recommended by the Nomination and Remuneration Committee of the Board of Directors and thereafter approved by the Board of Directors of the Company and is in accordance with the Companies Act, 2013 and within the limits prescribed under Section 197 read with Section II of Part II of Schedule V of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company.

The Board, therefore, recommends the proposed resolution as set out above for your approval as a Special Resolution.

In accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013, a statement providing the required information for the appointment and payment of remuneration to Mr. Khandelwal is given below:

I		General Information:			
1.	Nature of industry :	The Company provides long term finance to individuals, firms, bodies corporate for construction, purchase or repair of houses, flats, bungalows to be used for residential or commercial purposes or to purchase any freehold or leasehold lands.			
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 21 st April, 2004. It got the Certificate to commence business on 26 th April, 2004. The Company got registered as a housing Finance Company on 25 th October, 2004 with the National Housing Bank. The present name of the Company was changed on 22 nd March, 2013.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA			
4.	Financial performance based on given indicators	Particulars	Audited figure for the FY 31.03.2015	Audited figure for FY 31.03.2014	Audited figure for FY 31.03.2013
			(Rs. in Crore)	(Rs. in Crore)	(Rs. in Crore)
		Total Income	192.06	121.63	85.31
	Total	175.62	117.17	66.13	

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		Expenses			
		Profit/(Loss) before Tax	16.44	4.46	19.17
		Provision for Taxation	4.55	1.72	1.24
		Profit/(Loss) after Tax	10.60	2.64	12.64
5.	Foreign investments or collaborators, if any:	Not Applicable			
II.	Information about the appointee:				
1.	Background details	Mr. Sachin Khandelwal, aged about 48 years, is a Mechanical Engineer and a MBA with 20 years of rich experience in various fields of business such as Retail Finance and Business development of Housing finance. Presently he is designated as Managing Director in Magma Housing Finance (Formerly known as GE Money Housing Finance)			
2.	Past remuneration	Rs. 95,00,004/-			
3.	Recognition or awards	He was associated with ICICI Group for past 12 years & his last assignment was as MD of ICICI Home Finance.			
4.	Job profile and his suitability	As the Managing Director, Mr. Khandelwal will be responsible for the overall supervision and control of the Company. He possesses vast experience in the Finance Industry.			
5.	Remuneration proposed	As per the details contained in the notice of the Annual General Meeting			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Proposed remuneration is well within the remuneration payable to the Directorial personnel holding similar position in the industry			
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None, except the remuneration as Managing Director of the Company			
III.	Other information:				
1.	Reasons of loss or inadequate profits:	Being new in the Business. The Company has been acquired by Magma Group in February, 2013. At the time of acquisition the Company had approved certain business plan. MD who is heading the management team will try and achieve the said business plan.			
2.	Steps taken or proposed to be taken for improvement:				
3.	Expected increase in productivity and profits in measurable terms:				

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IV.	Disclosures:
	Disclosures pursuant to clause (IV) of Part II of Schedule V of the Companies Act, 2013 is mentioned in the Board of Directors' Report for the year 2015.

The resolution along with the Explanatory statement may also be treated as an abstract of the terms of appointment of Mr. Sachin Khandelwal as MD of the Company as required under Section 196 of the Companies Act, 2013.

Mr. Khandelwal is concerned or interested in the proposed Resolution as it relates to remuneration payable to him. 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.

Corporate Office:
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Kolkata – 700 016

By Order of the Board of Directors
For **Magma Housing Finance**
(A Public Company with Unlimited Liability)

Dated the 10th June, 2015

Priti Saraogi
Company Secretary

Magma Housing Finance (A Public Company with Unlimited Liability)
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MAGMA HOUSING FINANCE

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 (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 on the Thursday, the 18th day of June, 2015 at 10.00 a.m. at 8, Sant Nagar, East of Kailash, New Delhi – 110 065, and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution Number	Resolution	Vote (Please mention No. of shares)		
		For	Against	Abstain
<i>Ordinary Business</i>				
1.	To receive, consider and adopt the Audited Financial statements of the company for the year ended 31st March, 2015, including the Audited Balance Sheet as at March 31, 2015 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. Sanjay Chamria (holding DIN: 00009894) who retires by rotation and being eligible, seeks reappointment.			
3.	To ratify the appointment of M/s. B. S. R. & Co. LLP, bearing Registration Number 101248W/W-100022, Chartered Accountants, Bangalore as Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of 13 th Annual General Meeting of the Company, for the Financial Year 2015-16 and to fix their remuneration.			
4.	To appoint Mr. Ashutosh Shukla (holding DIN 00075360) as a Non-Executive Director of the Company, liable to retire by rotation			
5.	To appoint Mr. Mayank Poddar (holding DIN 00009409) as a Non-Executive Director of the Company, liable to retire by rotation			
6.	To appoint Mr. Ajay Bharat Candade (holding DIN 07090569) as a Non-Executive Independent Director of the Company			
7.	To consider revision in remuneration of Mr. Sachin Khandelwal, Managing Director of the Company			

Signed this day of 2015

Signature of Shareholder

Affix
Revenue
Stamp

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.

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MAGMA HOUSING FINANCE

ATTENDANCE SLIP FOR 11TH ANNUAL GENERAL MEETING

DATE : 18th JUNE, 2015

TIME : 10.00 A.M.

VENUE : 8, SANT NAGAR, EAST OF KAILASH, NEW DELHI – 110 065

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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