



MAGMA HOUSING FINANCE

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** of the Members of **Magma Housing Finance (A Public Company with Unlimited Liability)** (the “Company”) will be held at shorter notice at the corporate office of the Company at Magma House, 24, Park Street, Kolkata – 700 016 on Monday, 14 March, 2016 at 11.30 A.M. to transact the following business:

SPECIAL BUSINESS:

- 1. Issuance of debt securities pursuant to Sections 42, 71 and 180(1)(c) of the Companies Act, 2013, upto an overall ceiling of Rs.600 crore on Private Placement Basis**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and 180(1)(c) of the Companies Act, 2013 read with relevant rules thereunder, in accordance with the Company’s Policy for Resource Planning, relevant NHB Regulations and such other applicable laws (including any amendment(s), statutory modification(s) or re-enactment thereof), consent of the shareholders of the Company be and is hereby accorded for the issue and allotment on private placement basis, in one or more series or tranches, in such classes and with such rights or terms as may be considered necessary, one or more of the following non convertible debt securities, that is to say, secured debentures, unsecured debentures, bonds, subordinated debt securities, covered bonds, or other debt securities, whether constituting a charge (including charge in the nature of pledge) on any specific or general assets of the company or not (herein inclusively referred to as “Debt Securities”), such that the aggregate value of such Debt Securities, excluding any Debt Securities already issued earlier or any re-issuance thereof, during financial year 2016-17 shall not exceed the limit of Rs. 600 crores (Rupees Six Hundred Crore only) to Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc. as per the terms and conditions as stated in the explanatory statements.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board or any Committee thereof to deal with the matters relating to the finalization of the terms and conditions of such Debt Securities to be issued and allotted from time to time within the aggregate limit as mentioned above, including, but not limited to, decide on any terms such as amount payable on application, calls from time to time, and offer the same on private placement basis to any one or more investors including any Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized and empowered to consider, transact and decide matters, from time to time, pertaining to the private placement of Debt Securities, including finalization and issuance of any offer letter, opening of a separate bank account and allotment of the Debt Securities in one or more tranches, including, where so considered appropriate, amount payable on application and further amounts as may be called from time to time and the allotment thereof, to

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.magmafhfc.co.in>, CIN : U65922DL2004ULL125931



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sign, verify, execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, National Capital Territory of Delhi and Haryana, Securities and Exchange Board of India and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of Debt Securities and ensuring compliance and/or any actions as may be required under applicable law.”

2. Re-appointment of Mr. Sachin Khandelwal as Managing Director and Chief Executive Officer (MD & CEO) of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in terms of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act and the Rules made thereunder, any other applicable laws (including any amendment(s), statutory modification(s) or re-enactment thereof) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sachin Khandelwal (DIN 00055621) as the Managing Director to be designated as Managing Director & Chief Executive Officer (MD & CEO) and thus a Key Managerial Personnel (KMP) of the Company, whose office shall not be liable to retire by rotation under the Act, for a period of 3 (three) years with effect from 11 February 2016, upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Khandelwal provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013 and that the terms and conditions as set out in the draft agreement, is hereby specifically approved and sanctioned,.

RESOLVED FURTHER THAT Directors and the Company Secretary of the Company be and are hereby severally authorised to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with and to give effect to the above resolution, including filing necessary forms and returns and/or intimation with relevant authorities and to take all necessary actions in this regard.”

3. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (the Act) read with relevant rules thereof and such other provisions of the Act, (including any statutory modification, re-enactment or amendment thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to adopt the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Place: Kolkata
Dated: 19 February, 2016

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

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

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

NOTES:

1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ('EOGM/Meeting') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH 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 MEETING.

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 EOGM is enclosed herewith.

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2. The proxy holder shall prove his identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
4. 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.
5. 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.
6. Members/ proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
7. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
8. 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 Extra Ordinary General Meeting.
9. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the EOGM and such documents 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 EOGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1

The Company had passed a Special Resolution in April, 2015 for issue of debt securities upto Rs.700 crores for the FY 2015-16. Your company needs to pass Special Resolution every year for issuance of debt securities pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence this is just an enabling resolution.

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The Company issues various debt securities from time to time, such as secured non convertible debentures, unsecured non convertible debentures, subordinated debentures, etc. These debt securities are integral to the management of long term funds to be used for asset finance business of the Company and are considered essential for providing leverage to the Company.

As per financial plans for the financial year 2016-17, the Company may be required to issue during the financial year debt securities upto Rs.600 crores (Rupees Six Hundred Crore only) for general corporate purposes of the Company as per the terms and conditions as mentioned below. The nature of these securities may include secured debentures, unsecured debentures, bonds, subordinated debt securities, covered bonds, or other debt securities, whether constituting a charge (including charge in the nature of pledge) on any specific or general assets of the company or not (herein inclusively referred to as "Debt Securities"), as permitted as per extant applicable regulations of the National Housing Bank for Housing Finance Companies. These securities may be issued and allotted in one or more tranches on private placement basis to Banks, Pension Funds, Mutual Funds and other entities/ individuals including but not limited to Multilateral Development Organization, Institutional Investors, Financial Institutions, Companies etc.

Sl No.	Particulars	Terms and Conditions
1.	Type of securities proposed to be issued	Non Convertible Debt Securities, that is to say, Secured Debentures, Unsecured Debentures, Bonds, Subordinated Debt Securities, Covered Bonds, or other debt securities
2.	Type of issuance	Private placement
3.	Total issue size	Rs.600 Crores (Rupees Six Hundred Crore only)
4.	To be offered to	Banks, Pension Funds, Mutual Funds and other entities/individuals including but not limited to Multilateral Development Organization, institutional investors, financial institutions, companies etc.
5.	If Listed, name of Stock Exchange	BSE Ltd and/or National Stock Exchange of India Ltd or any other stock exchange as may be decided by the Board or any Committee thereof.
6.	Tenure of the instrument	For Secured – Not exceeding 10 years For Subordinated – atleast 5 years For Unsecured –Not exceeding 10 years and/or Perpetual
7.	Coupon/interest offered, schedule of payment of coupon/interest and principal	As per the terms and conditions of Offer Document, as may be finalized by the Management Committee of the Board from time to time.
8.	Special right/interest/privileges attached to the instrument and changes thereof	As per the terms and conditions of Offer Document, as may be finalized by the Management Committee of the Board from time to time.

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Pursuant to Section 42 of the Companies Act, 2013 read with relevant rules of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of shareholders of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year.

The Board recommends the passing of the resolution as set out under Item No. 1 for approval of the members as a special resolution.

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

Item 2

Mr. Sachin Khandelwal was appointed as the Managing Director (MD) of the Company for a period of 3 years with effect from 11 February, 2013 by the Board of Directors at its Meeting held on 11 February, 2013 and the same was approved by the Shareholders at the Extra Ordinary General Meeting of the Company held on 11 February, 2013. Mr. Khandelwal's remuneration was revised by the shareholders at the 9th Annual General Meeting held on 8 July 2013. His remuneration was further revised by the shareholders at the 11th Annual General Meeting held on 18 June, 2015 for the remaining period of his current term. It was further informed that Mr. Khandelwal's term as the Managing Director has expired on 10 February, 2016.

Considering the qualification, experience and 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 re-appoint him as the Managing Director & Chief Executive Officer (MD & CEO), a KMP of the Company. Hence at the Board Meeting held on 4 February, 2016 (based on the recommendation of the Nomination and Remuneration Committee) it was decided to re-appoint Mr. Khandelwal as Managing Director to be designated as Managing Director & Chief Executive Officer (MD & CEO) of the Company for a further period of three years with effect from 11 February, 2016 not liable to retire by rotation. The remuneration payable to Mr. Khandelwal as stated below 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 terms and conditions for re-appointment of Mr. Sachin Khandelwal is given below:

Sl. No.	Category	Particulars
A	Basic Salary	50,00,004 p.a.

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Sl. No.	Category	Particulars
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 Section 197 read Schedule V of the Companies Act, 2013 from time to time

Mr. Khandelwal will not be entitled to any sitting fees for attending Meetings of the Board or any Committee thereof.

A copy of the draft agreement is available for inspection at the Registered Office and Corporate Office of the Company during business hours from 10:00 A.M. to 12:00 Noon on any working day from the date of this notice till the date of the Extra Ordinary General Meeting.

Mr. Khandelwal is concerned or interested in the proposed Resolution as it relates to his own appointment and remuneration payable to him. None of the other Directors and Key Managerial Personnel of your Company or their relatives are, directly or indirectly, concerned or interested, in the proposed resolution.

The Board recommends the passing of the resolution as set out under Item No. 2 for approval of the members 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

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		purchase any freehold or leasehold lands.			
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 21 April, 2004. It got the Certificate to commence business on 26 April, 2004. The Company got registered as a housing Finance Company on 25 October, 2004 with the National Housing Bank. The present name of the Company was changed on 22 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 Expenses	175.62	117.17	66.13
		Profit/(Loss) before Tax	16.44	4.46	19.17
		Provision for Taxation	5.84	1.82	6.53
		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 49 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. 125,11,441/- p.a. (FY 14-15)			

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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 and Chief Executive Officer, 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 given in the explanatory statement of resolution no 3
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:	
IV.	Disclosures:	
	Disclosures pursuant to clause (IV) of Part II of Schedule V of the Companies Act, 2013 shall be mentioned in the Board of Directors' Report for the Financial Year ending 2015-16.	

In accordance with the requirement of Section 196(4) of the Companies Act, 2013 and para 1.2.5 of the Secretarial Standards 2 issued by The Institute of Company Secretaries of India, information pertaining to the appointment and payment of remuneration to Mr. Khandelwal is given below:

Sl. No.	General Information	
1	Date of birth	04 March 1967
2	Age	49 years

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3	DIN	00055621
4	Qualifications	<ul style="list-style-type: none">• Mechanical Engineer from Jamia Millia Islamia, New Delhi• MBA from Sydenham Institute of Management Alumni Association
5	Experience	20 years of rich experience in various fields of business such as Retail Finance and Business development of Housing finance. He was associated with ICICI Group for past 12 years & his last assignment was as MD of ICICI Home Finance
6	Terms and conditions of appointment and/or reappointment alongwith details of remuneration	As given in the explanatory statement of resolution no 3
7	Remuneration last drawn	Rs. 125,11,441/- p.a. (FY 14-15)
8	Date of first appointment on the Board	11 February, 2013
9	Shareholding in the Company	5 shares (Beneficial interest lies with Magma Advisory Services Limited)
10	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
11	Number of Meetings of the Board attended during the year	No. of Meeting held : 5 No. of Meeting attended : 5
12	Other Directorships	1. Sydenham Institute of Management Alumni Association
13	Membership/Chairmanship of Committees of other Boards	None

Item 3

National Housing Bank (NHB) had conducted the Annual Inspection between 28 December 2015 and 9 January 2016 for the financial position as on 31 March 2015. During the inspection, NHB had advised the Company to make alterations in certain clauses of the Articles of Association (AoA) of the Company. The existing Articles of Association (AoA) is based on the Companies Act, 1956. Considering the advice of NHB and with the enactment of the Companies Act, 2013 and its allied rules it is desirable that the AoA of the Company be amended so that they are in conformity with the provisions of the Companies Act, 2013 and rules made thereunder and further comply other rules and regulations as applicable.

Since the proposed alterations, deletions, insertions etc. to the present AoA were numerous, it is proposed to adopt an entirely new set of regulations in place of those contained in its existing AoA incorporating all the proposed alterations in consonance of Companies Act, 2013 and read with Rules made thereunder.

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A copy of the draft AoA is available for inspection at the Registered Office and Corporate Office of the Company during business hours from 10:00 A.M. to 12:00 Noon on any working day from the date of this notice till the date of the Extra Ordinary General Meeting and will also be available on the website of the Company.

The alteration of AoA of the Company as above requires consent of the shareholders of the Company. Thus, the Board recommends the passing of the resolution as set out under Item No. 3 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 in the proposed resolution.

Place: Kolkata
Dated: 19 February, 2016

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

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Priti Saraogi
Company Secretary
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