



MAGMA HOUSING FINANCE

NOTICE OF 27th EXTRA ORDINARY GENERAL MEETING

Notice is hereby given to all the Members that 27th **Extra Ordinary General Meeting** of the Members of **Magma Housing Finance Limited [Formerly, Magma Housing Finance (A Public Company with Unlimited Liability)]** (the “Company”) will be held at shorter notice at Board Room, Equinox Business Park, 2nd floor, Tower 3, Off BKC, Ambedkar Nagar, LBS Marg, Kurla West, Mumbai 400 070 on Thursday, 22 March, 2018 at 02.30 P.M. to transact the following business:

SPECIAL BUSINESS:

1. **Issuance of Non – Convertible 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 members 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 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 during financial year 2018-19 shall not exceed, excluding any Debt Securities already issued earlier or any re-issuance thereof, the limit of Rs.600 crore (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 Statement.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to authorize 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 above, including, but not limited to, decide on any terms as amount payable on application and 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 allot 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 sign, verify,

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Regd. Office: 8, Sant Nagar, East of Kailash, New Delhi - 110 065, Ph: +91 11 45728100

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execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, Delhi, 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.”

Place: Kolkata
Date: 22 March, 2018

By Order of the Board of Directors
For **Magma Housing Finance Limited**

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

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.

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 the 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.

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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. Route Map of the venue is also enclosed herewith.
7. In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
8. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the EOGM is annexed hereto.
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 EOGM.
10. Relevant documents referred to in the accompanying notice/ 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 of the Company and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days from 10:00 a.m. to 12:00 noon up to the date of the EOGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with the 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 March 2017 for issue of debt securities upto Rs.600 crore for the FY 2017-18. 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, it is just an enabling resolution.

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 2018-19, the Company may be required to issue during the financial year debt securities upto Rs.600 crore (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

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debt securities, whether constituting a charge (including 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.

SI 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 Crore (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 of Directors 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 of Directors from time to time.

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 members 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, therefore, recommends the passing of the resolution as set out above for approval of the members as a special resolution.

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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 aforesaid proposed resolution.

Place: Kolkata
Date: 22 March, 2018

By Order of the Board of Directors
For **Magma Housing Finance Limited**

Corporate Office:
24, Park Street,
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Priti Saraogi
Company Secretary
Membership No. A26360
Address: Neelanjan Apartment,
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