



MAGMA HOUSING FINANCE

NOTICE

To all the Members of the Company

Notice is hereby given that the **28th Extra Ordinary General Meeting (EGM)** of the Members of the Magma Housing Finance Limited [Formerly, Magma Housing Finance (A Public Company with Unlimited Liability)] 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 Saturday, the 31st day of March, 2018 at 06.00 p.m. to transact the following businesses:

SPECIAL BUSINESS:

1. Approval of Magma Housing Finance Limited - Employee Stock Option Plan 2018 and grant of employee stock options to the employees of the Company

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

“RESOLVED THAT in accordance with Section 62 and 67 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment of the Act for the time being in force) read with Rule 12 and 16 of Companies (Share Capital and Debenture) Rules, 2014 (“Companies Rules”) and all other applicable provisions of the Act, the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board, hereinafter referred to as ‘the Committee’) to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue and allot at any time upto 40,00,000 (Forty Lac) Employee Stock Options (“ESOPs”) being not exceeding 5%) of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent employees including Directors of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an “Employee(s)”), as may be decided solely by the Board under the Plan, exercisable into not more than 40,00,000 (Forty lacs only) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each, through an Employee Stock Option Plan Trust (herein after referred to as “Trust”) to be set-up by the Company, at such price or prices, in one or more tranches and on

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such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with other applicable laws.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board, hereinafter referred to as ‘the Committee’ thereof) for the purpose of formulation and/or adoption of the ‘Magma Housing Finance Limited - Employee Stock Option Plan 2018’ (“MHFL ESOP Plan 2018” or “the Plan”), the salient features of which are furnished in the Explanatory Statement to the Notice, by the creation and issue of 40,00,000 (Forty Lacs only) Stock Options, each of which would upon exercise be converted into one Equity Share of Rs. 10/- each of the Company (the “Equity Shares”).

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Trust to subscribe, acquire, purchase, hold and deal in Equity Shares of the Company for the purpose of implementation of MHFL ESOP Plan 2018 which may be introduced by the Company from time to time, or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the Companies Act, 2013 (including rules framed thereunder) and other applicable laws.

RESOLVED FURTHER THAT the Plan be administered by the Committee/Trust, which be hereby empowered to determine in its absolute discretion the terms governing the Plan including any variation thereof in accordance with the provisions of Companies Act, 2013 including but not limited to determination of number of options, quantum, time of grant, vesting criteria, vesting schedule, eligibility, exercise price, framing other relevant and appropriate procedure for grant, vesting etc. of the options, etc., subject however to the overall superintendence and control of the Board.

RESOLVED FURTHER THAT the said Equity Shares may be allotted to such employees/employee directors, upon exercise of the Employee Stock Options in accordance with the Plan.

RESOLVED FURTHER THAT the allotment of Equity Shares upon exercise of the Employee Stock Options after achievement of the requisite vesting criteria as may be determined by the Committee/Trust from time to time, at their sole and exclusive discretion, to any non-resident employee(s), non-resident employee director(s) shall be subject to such approvals, permissions or consents as may be necessary in this regard.

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RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Plan upon exercise of the Employee Stock Options shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Accounting Standards and any other applicable laws to the extent relevant and applicable to the Plan

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of the Equity Shares allotted upon exercise of the Employee Stock Options under the Plan, the Board (which includes any Committee of the Board) be and is hereby authorised on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said Plan or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

2. Approval of grant of employee stock options to the employees of the Holding Company of the Company under the Magma Housing Finance Limited - Employee Stock Option Plan 2018

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

“**RESOLVED THAT** pursuant to Section 62 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 (“the Act”), the consent of the Company be and is hereby accorded to extend the benefits of the ‘Magma Housing Finance Limited - Employee Stock Option Plan 2018 (the “Plan”) to be floated by the Company, through Magma Housing Finance ESOP Trust (herein after referred to as “Trust”) to be set-up by the Company, to all ‘Eligible Employees’ as defined in the Plan including the employees of the Holding Company of the Company, on the terms and conditions contained in the Plan. ”

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3. Provision of money by the Company for purchase of its own shares by the Trust/Trustees for the benefit of employees under Magma Housing Finance Limited - Employee Stock Option Plan 2018

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

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (hereinafter referred to as “Companies Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Magma Housing Finance ESOP Trust (hereinafter referred to as “Trust”) set-up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under Magma Housing Finance Limited - Employee Stock Option Plan 2018' (hereinafter referred to as the MHFL ESOP 2018"/ “Plan”) with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the Companies Rules and other applicable laws.

RESOLVED FURTHER THAT the loan not exceeding Rs. 2 crores provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Trust subject to exercise price being paid by the employees on exercise of Employee Stock Options under the Plan.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust for the purpose of exercise by the employees under the Plan.

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RESOLVED FURTHER THAT the Committee and/or the Trustees of the Trust shall ensure compliance of the provisions of the Act read with Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.”

4. Shifting of the Registered Office from Delhi to the State of West Bengal and Alteration of Memorandum of Association

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 12 & 13 and all other applicable provisions, if any, of the Companies Act 2013, and the Rules made there under (including any statutory amendments, modifications and substitutions and re-enactment thereof) and subject to the approval of the Regional Director, Northern Region or any other statutory authority prescribed in this regard, consent of the Members be and is hereby accorded for the shifting of the registered office of the Company from the National Capital Territory of Delhi to the State of West Bengal.

RESOLVED FURTHER THAT pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or reenactment thereof) and other applicable provisions of the Act, and subject to approval of the Regional Director, consent of the Members be and is hereby accorded for alteration and amendment of Clause II of the Memorandum of Association of the Company by substituting it with the following clause:

II. The registered office of the Company will be situated in the State of West Bengal.

RESOLVED FURTHER THAT Mr. Manish Jaiswal, Managing Director & Chief Executive Officer (DIN: 07859441), Mr. Kailash Baheti, Director (DIN: 00192017), Mr. Sanjay Chamria, Director (DIN: 00009894), Mr. Gauri Shankar Agarwal, Chief Financial Officer and Ms. Priti Saraogi, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s), things as they may deem necessary towards undertaking the shifting of the registered office of the Company.

RESOLVED FURTHER THAT upon the confirmation from the Regional Director the registered office of the Company be shifted to Magma House, 24 Park Street, Kolkata – 700 016, West Bengal.”

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Place: Kolkata
Dated: 31.03.2018

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

NOTES:

1. Shorter Notice consent has been received from all the shareholders of the Company to convene the meeting at a shorter notice.
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 EGM 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 EGM.
5. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the EGM 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 in 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 ensuing EGM.
6. 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, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be made available for inspection by the members at the Meeting.

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7. Proxy Form, Attendance Slip and the route map is enclosed with the notice.

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

ITEM NO. 1 and 2

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. With a view to:

- a) To drive long term performance and retention of talent;
- b) To align returns to shareholders and Employees;
- c) To remain competitive with market in terms of wealth creation opportunity;
- d) To balance grant size, dilution, coverage and P&L impact; and
- e) To be simple to understand and administer.

It is proposed to formulate and implement an Employee Stock Option Plan in the Company titled 'Magma Housing Finance Company Limited - Employee Stock Option Plan 2018 ("MHFL ESOP 2018"/ "Plan") by the creation and issue of 40,00,000 (Forty Lacs only) Employee Stock Options each of which would upon exercise be converted into one Equity Share of Rs. 10/- each of the Company (the "Equity Shares"). Your Company contemplates implementation of the Plan through an Employee Stock Option Plan Trust ("ESOP Trust/Trust") route with a view to efficiently manage the Plan.

The Nomination and Remuneration Committee ("the Committee") or the Trust of the Company's will administer the Plan, subject to the Board's overall superintendence and control.

In accordance with the requirements of the Companies Rules, the information pertaining to the Plan is furnished below:

Item	Particulars
Total No. of Stock Options to be granted	40,00,000 (Forty lacs only)
Equivalent Equity Shares to be granted	40,00,000 (Forty lacs only)
Identification of classes of employees entitled to participate in the Plan	Such person(s) who are in employment of the Company and the Holding Company, and satisfy the definition of 'employee' under Rule

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Item	Particulars
	12 of the Companies (Share Capital and Debenture) Rules, 2014 or any such group of employee(s), above a particular level, as per internal ranking procedure of the Company, in accordance with the Plan, including employee directors of the Company, viz., whole-time directors etc. (hereinafter “employees/employee directors”).
Requirements of vesting and period of Vesting of the Employee Stock Options may commence after the vesting and maximum period	Vesting of the Employee Stock Options may commence after the expiry of a minimum period of 12 months from the date on which the options were granted, and may extend up to such time as may be decided at the discretion of the Committee/Trust from the date of grant. The vesting may occur in tranches and shall be subject to such terms and conditions of vesting, as may be stipulated by the Committee/Trust, in its discretion.
Exercise Price or pricing formula	The Exercise Price of the Stock Options shall be linked to the fair market value of equity shares of the Company at the time of grant of the Stock Option, as determined under the Plan or determined by the Committee.
Exercise Period and Process of Exercise	Exercise Period shall be the time period after vesting within which the Employees/Employee Directors should exercise his right to apply for the Equity Shares against the Employee Stock Options vested in them pursuant to the Plan. The Exercise Period shall be decided by the Committee/Trust and will not be more than 4 (four) years from the date of vesting or 5 (five years) from the Plan being effective, whichever is later. The Stock Options will be exercisable by the

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Item	Particulars
	Employees/ Employee Directors by a written or electronic notice to the Company and payment of exercise price to exercise the Employee Stock Options, in such manner, as may be prescribed by the Committee/Trust, in its discretion.
The Lock in period, if any	Not Applicable
Method of valuing the Stock Options	Comparable Companies Method (CCM) based on Enterprise Value/EBIDTA Multiple of Comparable Listed Companies
Appraisal process for determining the eligibility of the employees to the Plan	The Committee/Trust shall, based upon the performance and/or merit of the Employees/Employee Directors, as per vesting criteria laid down by the Committee/Trust from time to time, in its sole and exclusive discretion, considering the period of service/directorship put in/served by them, their designation and grade, their present and potential contribution to the success of the Company and other appropriate criteria, determine the eligibility of the Employees/Employee Directors to the Plan.
Maximum period within which the options shall be vested	4 years
Maximum number of Stock Options to be issued per employee and in aggregate	The Committee/Trust may from time to time grant Employee Stock Options to one or more Employees/Employee Directors, subject to maximum number of Employee Stock Options granted to an Employee/Employee Director shall not exceed 1% of the paid up equity share capital of the Company during the tenure of the MHFL ESOP Plan 2018. The aggregate number of Employee Stock Options that may be granted under the Plan shall not exceed 40,00,000 (Forty lacs only)
Conditions under which option vested in	Termination of employment of the employee;

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Item	Particulars
employees may lapse e.g. in case of termination of employment for misconduct	In case of death or Permanent Disability of the employee, the same shall be transferred to its Nominee; and such other events as mentioned in the Plan
Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	All the Unvested Options, shall lapse on the last working day of the Option Holder with the Company. However, the Option Holder shall be eligible to Exercise all the Vested Options within 30 days from the last working day of employment or within such extended period as the Trustees may provide at its sole discretion.

The Company shall conform and comply with the accounting policies and disclosure requirements prescribed from time to time under Companies Act, 2013.

The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountant of India or prescribed under any other statutory provisions from time to time for valuation of options. The Company will be valuing the options at fair value as per the Companies Act 2013. However, in case in future the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Boards' Report and also the impact of this difference on profits and the Earning Per Share ("EPS") of the Company shall also be disclosed in the Boards' Report.

A copy of the said Plan is available for inspection by shareholders at the Company's Registered Office and corporate office between 10.00 a.m. and 12.00 noon on all working days.

The Board of Directors recommends the aforesaid Resolutions for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the said Resolution, except to the extent of any Employee Stock Options that may be granted to such Employee Directors and/or such Key Managerial Personnel.

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Item 3

The Company intends to implement Magma Housing Finance Limited - Employee Stock Option Plan 2018 (“MHFL ESOP 2018”/ “Plan”) with a view to attract and retain key talents working with the Company by creation and issuance of shares and by setting up a Trust. Section 67 of the Companies Act, 2013 govern share based employee benefit schemes/ plans being implemented by a Company. These provisions permits Trust route in Plan implementation.

The Board passed a resolution to set-up an Employee Welfare Trust namely Magma Housing Finance ESOP Trust (“Trust”) and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan is within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (“Companies Rules”).

Particulars in respect of the Trust:

Item	Particulars
The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares	Such person(s) who are in employment of the Company, and satisfy the definition of ‘employee’ under Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 or any such group of employee(s), above a particular level, as per the Plan, including employee directors of the Company, viz., whole-time directors etc. (hereinafter “employees/employee directors”).
The particulars of the Trustees or employees in whose favour such shares are to be registered	It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Employee Stock Options after realization of exercise price and applicable Income Tax.
The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters,	Trust is proposed to be set-up in the nature of an irrevocable trust with the name Magma Housing Finance ESOP Trust having its

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Item	Particulars												
directors or key managerial personnel, if any	principal office at 24 Park Street, Kolkata – 700016												
Particulars of the Trustees	<table border="1"><thead><tr><th>Name</th><th>Mr. Vinod Kothari</th><th>Mr. Paritosh Sinha</th></tr></thead><tbody><tr><td>Address</td><td>1006-1009, Krishna Building, 224 AJC Bose Road, Kolkata - 700 017</td><td>5 Kiran Shankar Roy Road, 1st Floor, Kolkata - 700 001</td></tr><tr><td>Occupation</td><td>Practicing Company Secretary</td><td>Advocate</td></tr><tr><td>Nationality</td><td>Indian</td><td>Indian</td></tr></tbody></table>	Name	Mr. Vinod Kothari	Mr. Paritosh Sinha	Address	1006-1009, Krishna Building, 224 AJC Bose Road, Kolkata - 700 017	5 Kiran Shankar Roy Road, 1st Floor, Kolkata - 700 001	Occupation	Practicing Company Secretary	Advocate	Nationality	Indian	Indian
Name	Mr. Vinod Kothari	Mr. Paritosh Sinha											
Address	1006-1009, Krishna Building, 224 AJC Bose Road, Kolkata - 700 017	5 Kiran Shankar Roy Road, 1st Floor, Kolkata - 700 001											
Occupation	Practicing Company Secretary	Advocate											
Nationality	Indian	Indian											
Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	<p>Promoters are not eligible to be covered under the Plan. However, key managerial personnel are covered under the Plan as provided in the Plan in due compliance with the provisions of Companies Act, 2013.</p> <p>The Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Trust only to the extent of their entitlements and the resultant equity shares issued as applicable.</p>												
The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan	The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Committee. After vesting and on exercise of the Options, the Trust/ Trustees shall transfer corresponding number of Equity Shares to the employees. The employees would get the benefit on sale of shares depending on sale price of such Shares.												
The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised	The Trustees shall not vote in respect of equity shares held in the Trust for the purpose of transfer to employees pursuant to exercise.												
Particulars of loan	Amount: Rs. 2 crore Tenure: Upon the fulfilment of the objectives												

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Item	Particulars
	and purposes of the Trust; Utilization: Purchase of shares of the Company under the Plan and any other agreement executed by the Trust

In term of the provisions of Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 3 of this Notice.

Your Directors recommend the Resolution proposed at Item No. 3 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any, under the Plan.

Item 4

Presently, the registered office of the company is situated in National Capital Territory of Delhi and the Corporate Office is situated in the state of West Bengal. The Company is situated in wholly owned subsidiary of Magma Fincorp Limited which is also having its registered office at Kolkata. Further, majority of the Directors of the Company are also located in the State of West Bengal. The books of accounts of the Company are also maintained in the Corporate Office which is situated in the State of West Bengal after taking requisite approvals.

Therefore, for administrative convenience the registered office of the Company is proposed to be shifted to West Bengal which will help to carry on the business activities more economically and efficiently, discharging the statutory obligations related to the registered office.

In accordance with the provisions of Sections 12 and 13 of the Companies Act 2013 read with rules made thereunder, the shifting of the Registered Office of the Company from one state to another and subsequent alteration in Clause II of the Memorandum of Association of the Company requires the approval of Shareholders in General Meeting by way of Special Resolution and also approval of the Regional Director, Northern Region or any other statutory authority prescribed in this regard.

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After obtaining shareholders' approval, a petition is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the registered office from National Capital Territory of Delhi to the State of West Bengal. The proposed change will in no way be detrimental to the interest of any person in any manner whatsoever.

The altered copy of the Memorandum of Association of the Company will be available for inspection at the registered office and corporate office of the Company during any working day between 10:00 a.m. and 12:00 noon.

The Board, therefore, recommends the passing of the resolution as set out above 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 aforesaid proposed resolution.

Place: Kolkata
Dated: 31.03.2018

Corporate Office
24, Park Street,
Kolkata – 700 016

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

Priti Saraaogi
Company Secretary
Membership No. A26360

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