



MAGMA HOUSING FINANCE

March 16, 2020

BSE Limited

Corporate Relationship Department
25th floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

(Company Code –10828)

Dear Sir/Madam,

Sub: Intimation under Regulation 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the 31st Extra Ordinary General Meeting (EOGM) of the Shareholders of the Company will be held at shorter notice on Tuesday, 17 March, 2020 at Kolkata to inter-alia approve the resolution for raising of funds through issuance of Debt securities on private placement basis aggregating upto Rs. 600 crore in one or more series or tranches during the Financial Year 2020-21 for general corporate purposes of the Company. Copy of notice of EOGM is enclosed herewith.

You are requested to take note of the same.

Thanking you,

Yours faithfully,
For **Magma Housing Finance Limited**

Priti Saraogi

Priti Saraogi
Company Secretary
Membership No.: A26360

Encl.: As above

Magma Housing Finance Limited

150290

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

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MAGMA HOUSING FINANCE

NOTICE

To all the Members of the Company

Notice is hereby given that the 31st Extra Ordinary General Meeting (EGM) of the Members of the Magma Housing Finance Limited will be held at shorter notice at Development House, 24 Park Street, Kolkata - 700016, on Tuesday, 17 day of March, 2020 at 10:30 a.m. to transact the following businesses:

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 rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any amendment thereto, and applicable provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (‘Debt Regulations’) in case where the Company is proposing for listing such debt securities on one or more recognized stock exchanges, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Master Circular- Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014 and relevant NHB Regulations and Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by Reserve Bank of India and such other applicable laws (including any amendment(s), statutory modification(s) or re-enactment thereof), in accordance with the Company’s Policy for Resource Planning, 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 2020-21 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 or other person 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 the Board of Directors (hereinafter referred to as “Board”) or Management Committee of the Board of Directors (hereinafter referred to as “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 specified above, including, but not limited to, decide on any terms of amount payable on application and calls from time to time, and offer the same on private placement basis to any one or more investors as per the terms and conditions as stated in the Explanatory Statement.

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RESOLVED FURTHER THAT the Board or 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, execute and file all necessary forms and documents, if any, with any governmental authority including but not limiting to the Registrar of Companies, Kolkata, West Bengal, 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
Dated: 16.03.2020

Registered Office
"Development House"
24, Park Street,
Kolkata – 700 016

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

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, if any, 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 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

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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.

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

The Company had passed a Special Resolution on 15 March 2019 for issue of debt securities upto Rs.600 crore for the FY 2019-20. 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 issue of debt securities are integral to the management for raising long term funds to be used for the financing business and general corporate purposes of the Company and are considered essential for providing substantial leverage to the Company.

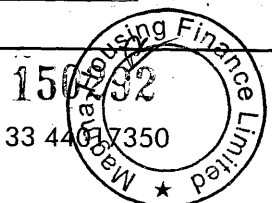
As per broad plan for the financial year 2020-21 and pursuant to the SEBI Circular on incremental borrowings, the Company may be required to issue during the financial year debt securities upto **Rs.600 crore** (Rupees Six Hundred Crore only) for financing business and general corporate purposes of the Company. 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 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 or other person etc.

Sl No.	Particulars	Terms and Conditions
1.	Type of securities proposed to be issued	Non Convertible Debt Securities, in the nature of 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, Foreign Portfolio Investors 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

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Sl No.	Particulars	Terms and Conditions
		decided by the Board or Management Committee thereof.
6.	Tenure of the instrument	For Secured – Not exceeding 10 years For Subordinated – atleast 5 years For Unsecured – Not less than one year and 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 rule 14 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.

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.

Place: Kolkata
Dated: 16.03.2020

Registered Office
"Development House",
24, Park Street,
Kolkata – 700 016

By Order of the Board of Directors

For Magma Housing Finance Limited

Priti Saraogi
Company Secretary
Membership No. A26360

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