



MAGMA HOUSING FINANCE

NOTICE OF THE 23rd 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 24 Park Street, Kolkata – 700 016 on Saturday, 1 October, 2016 at 11.30 A.M. to transact the following business:

SPECIAL BUSINESS:

- 1. Registration of Magma Housing Finance (“the Company”) as a public Company with limited liability and consequent change of name of the Company**

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

A. Conversion of the Company into a Limited Liability Company

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company at their Meeting held on 30 July 2014, in respect of conversion of the Company into a limited liability company, and pursuant to the provisions of Section 18 of the Companies Act, 2013 (hereinafter “the Act,”) read with the rules prescribed thereunder and other applicable provisions, if any, of the said Act, and such other approval, consent, permission, as may be required, consent of the Members of the Company be and is hereby accorded for the registration of the Company, being presently a Company with unlimited liability, as a Company with liability limited by shares.

RESOLVED FURTHER THAT pursuant to the registration of the Company as a Company limited by shares in accordance with the provisions of Section 18 read with Section 13 of the Act, and the allied rules made thereunder and such other approval, consent, permission, as may be required, the Memorandum of Association of the Company as submitted to this Meeting be and is hereby approved and the same be substituted in place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to the registration of the Company as a Company limited by shares in accordance with the provisions of Section 18 read with Section 14 of the Act and the allied rules made thereunder and such other approval, consent, permission, as may be required, the Articles of Association of the Company as submitted to this Meeting be and is hereby approved and the same be substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT consequent upon the registration of the Company as a Company limited by shares as aforesaid, any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the Company before such registration may be enforced in the same manner as if the same would have been enforced if such registration would not have taken place.

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.magmahfc.co.in>, CIN : U65922DL2004ULL125931



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RESOLVED FURTHER THAT the Management Committee of Board of Directors of the Company be and is hereby authorized to consider and decide matters, from time to time, pertaining to the registration of the Company as a Company limited by shares and to do all such acts, deeds and things in connection herewith that may be deemed necessary to give effect to the above resolution.”

B. Change In Name of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 13(2) of the Companies Act, 2013 read with rules made thereunder and further subject to the approval of the Registrar of Companies, National Capital Territory of Delhi and Haryana (hereinafter referred to as ROC), of the registration of the Company as a limited company, consent of the Members be and is hereby accorded to change of name of the Company from ‘MAGMA HOUSING FINANCE (A PUBLIC COMPANY WITH UNLIMITED LIABILITY)’ to ‘MAGMA HOUSING FINANCE LIMITED’ or to such other name as may be made available by the ROC and acceptable to the Board of Directors of the Company.

RESOLVED FURTHER THAT the Management Committee of Board of Directors of the Company be and is hereby authorized to consider and decide matters, from time to time, pertaining to the change of name of the Company and to do all such acts, deeds and things in connection herewith that may be deemed necessary to give effect to the above resolution.”

Place: Kolkata

Dated: 22 September, 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.

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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 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 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. Route Map of the venue is also enclosed herewith.
7. The statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the EOGM 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 EOGM.
9. 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 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.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1

Presently your Company is a public Company with unlimited liability which casts upon its members/shareholders an obligation to jointly and / or severally meet the entire insufficiency in the assets of the Company in the event of the Company's liquidation and therefore, the Company is desirous to register itself as a limited liability company.

The Directors at their meeting held on 6 May, 2013 and subsequently the shareholders at the Extra-Ordinary General Meeting held on 22 May, 2013 had approved the registration of the Company as a limited liability Company under section 32 of the erstwhile Companies Act 1956 ("Act, 1956"). However, due to absence of the procedural guidelines on the conversion/ registration of the Company as aforesaid under the Act 1956, the Company was unable to proceed with the same.

On enactment of the Companies Act, 2013 (hereinafter referred to as "the Act"), your Company was confident to have the registration effected and therefore, had obtained the fresh approvals of the Board of Directors and the shareholders at their meetings held on 29 July, 2014 and on 30 July, 2014 respectively, for registration of the Company under section 18 of the Act and consequent change of name to "Magma Housing Finance Limited" under section 13 of the Act.

Again, due to absence of the procedural guidelines under Section 18 of the Act, the Company was unable to proceed further with the registration of the Company as a limited liability Company from an unlimited liability company.

The Ministry of Corporate Affairs has now on 27 July 2016, notified the Companies (Incorporation) Third Amendment Rules 2016, wherein the detailed rules alongwith the relevant forms corresponding to Section 18 of the Act for registration / conversion of an unlimited Company to a limited liability Company are prescribed.

In light of the above, the Company is now required to take fresh approval from its shareholders to register itself as a limited liability company.

The shareholders are hereby informed that registration/ conversion of a Company under section 18 of the Act read with rules thereunder shall not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the Company before conversion and such debts, liabilities, obligations and contracts may be enforced in the manner as if such registration had not been done. The Registrar of Companies, National Capital Territory of Delhi and Haryana after such registration of the Company, shall close the former registration of the Company. Further, the Company shall adopt new set of Memorandum & Articles of Association.

In the above backdrop, the Board recommends the passing of the resolution as set out under Item No. 1 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 proposed resolution.

Place: Kolkata
Dated: 22 September, 2016

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