



MAGMA HOUSING FINANCE

NOTICE

To all the members of Magma Housing Finance (A Public Company with Unlimited Liability)

Notice is hereby given that an **Extra Ordinary General Meeting** of the Members of **Magma Housing Finance (A Public Company with Unlimited Liability)** will be held at a shorter notice at 24, Park Street, Kolkata - 700 016 on Wednesday, 8th day of April, 2015 at 6.30 P.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. 700 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 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) and relevant National Housing Bank Regulations as may be applicable, consent of the shareholders of the Company be and is hereby accorded for issue 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 2015-16 shall not exceed, excluding any Debt Securities already issued earlier or any re-issuance thereof, upto an amount of Rs. 700 crore (Rupees Seven 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.

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 from time to time within the aggregate limit above, including 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 or other person.

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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(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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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.”

Place: Kolkata
Dated: 8th April, 2015

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 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 EGM is enclosed herewith.

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 Extra Ordinary General Meeting is annexed hereto.

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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 Extra Ordinary General Meeting.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Extra ordinary General Meeting.

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

Item 1

The Company had passed a Special Resolution in July, 2014 for issue of debt securities upto Rs. 700 crore. 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.

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 broad financial plans for the financial year 2015-16, the Company may be required to issue during the financial year debt securities upto Rs. 700 crore for 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 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.

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, therefore, recommends the above special resolution for approval of the Members.

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None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in this Resolution.

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Dated: 8th April, 2015

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