



MAGMA HOUSING FINANCE

NOTICE OF 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 registered office of the Company at 8, Sant Nagar, East of Kailash, New Delhi – 110 065 on Tuesday, 3 January, 2017 at 03.30 P.M. to transact the following business:

SPECIAL BUSINESS:

1. Change in the heading of the Clause IIIB of the Memorandum of Association of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 18 read with Section 13 of the Companies Act, 2013 and the allied rules made thereunder and such other approval, consent, permission, as may be required, the Members of the Company do hereby ratify and accord their consent to the change in the heading of the Clause III B of the Memorandum of Association (MoA) to bring it in line with the format prescribed under Table A of the Companies Act, 2013.

RESOLVED FURTHER THAT the aforesaid change in the heading of Clause IIIB of the MOA is not prejudicial to the interest of the Company, its shareholders, creditors etc. and that the clauses mentioned in Clause III B are only in furtherance of the objects mentioned in Clause III A.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized 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: 3 January, 2017

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

Priti Saraogi
Company Secretary
Membership No. A26360
Address: Neelanjan Apartment,
18/2, Gariahat Road,
Kolkata – 700 019

Magma Housing Finance (A Public Company with Unlimited Liability) **073046**
(Formerly, GE Money Housing Finance) New CIN:U65922DL2004PLC125931

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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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.
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 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.
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 Office on all working days from 10:00 a.m. to 12:00 noon up to the date of the EOGM.



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10. 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1

The Board of Directors of the Company vide resolution passed by circulation on 3 September 2016 and the shareholders vide special resolution passed at the Extra Ordinary General Meeting held on 1 October, 2016 had approved conversion of the Company from an Unlimited Company into a Limited Liability Company – Limited by Shares and subsequent change in the name of the Company and had authorized the Management Committee of the Board of Directors to take all necessary actions with respect to the registration of the Company and matters related thereto. In this regard, the Company had filed e-Form INC 27 with Registrar of Companies, Delhi (RoC) for its approval.

Subsequent to the submission of the said e-Form, RoC had sought an undertaking from the Managing Director and Chief Executive Officer of the Company in respect of change in heading of Clause III B of the Memorandum of Association (MoA) of the Company so as to bring the same in line with the format prescribed in Table A of the provisions of Section 4 of the Companies Act, 2013. Based on the Undertaking submitted by the Company, the RoC had approved the e-Form filed for conversion of the Company from an Unlimited Liability Company to a Company limited by Shares on 19 December, 2016. The Management Committee of the Board of Directors of the Company had discussed the matter at its meetings and proposed to seek shareholders' approval at a shorter notice for change in the heading of Clause III B of the MoA. Accordingly, the resolution as set out in the Notice seeks your ratification and consent in respect of the change of heading of Clause III B of the MoA by way of 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: 3 January, 2017

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

Priti Saraogi
Company Secretary
Membership No. A26360
Address: Neelanjan Apartment,
18/2, Gariahat Road,
Kolkata – 700 019

Magma Housing Finance (A Public Company with Unlimited Liability) **073048**
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