

## NOTICE OF 1<sup>st</sup> ANNUAL GENERAL MEETING (“AGM”)

The NOTICE is hereby given that the **First Annual General Meeting** of members of **MICRO GREEN HOUSING FINANCE PRIVATE LIMITED** will be held on Friday, **December 15, 2023** at **11.00 a.m.** at the registered office of the Company i.e. T-361, 6<sup>th</sup> Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane - 400 614, Maharashtra, India to **transact the following businesses:**

### ORDINARY BUSINESS:

#### 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date and, the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

#### 2. APPOINTMENT OF MGB & Co. LLP, CHARTERED ACCOUNTANTS - (FRN 101169W/W-100035) AS STATUTORY AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (including any statutory modification(s), enactment(s) or re-enactment(s) thereof), and on the recommendation of the Board of Directors of the Company, **M/s. MGB & Co. LLP**, Chartered Accountants having (**Firm Registration Number 101169W/W-100035**), be and are hereby appointed as the Statutory Auditors of the Company for first term of One year commencing from the conclusion of the 1<sup>st</sup> Annual General Meeting till the conclusion of 2<sup>nd</sup> Annual General Meeting to be held in the calendar year 2024, on such terms & condition and remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, plus reimbursement of out of pocket expenses and applicable taxes.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, which may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### SPECIAL BUSINESS

#### 3. TO APPROVE ALTERATION OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, the following resolution, as a **Special Resolution.**

“**RESOLVED THAT** pursuant to provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re- enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, the consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by inserting following after the existing Clause no. 71 under “(b) Matter which are necessary for furtherance of objects specified in clause 3(a)” as follows:

'72. To solicit and procure Insurance Agency Business as Corporate Agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto, subject to receipt of the requisite approval from the Insurance Regulatory and Development Authority (IRDA) or any other regulator as may be required under applicable provisions and compliances stipulated thereof.

73. To engage with the third parties to distribute / refer the Financial / Non-Financial products.'

**RESOLVED FURTHER THAT**, the amendments and alterations made in the Memorandum of Association shall be noted and carried out in every copy of the Memorandum of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the alteration of the Memorandum of Association and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

#### **4. TO APPROVE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass, the following resolution, as a **Special Resolution** :

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act and any rules made there under, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (*including any such Committee which the Board may constitute/ authorize for this purpose*) to borrow such sum or sums of moneys and for availing all kinds and types of loans, advances, debt facilities and credit facilities including issuance of debentures and other debt instruments in one or more tranches as may be required, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) may at any time, not exceeding a sum of ₹ 100,00,00,000 (Rupees One Hundred Crore Only) over and above the aggregate of the paid-up capital of the Company and its free reserves and securities premium, and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (*including any such Committee which the Board may constitute/ authorize for this purpose*) be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.

#### **5. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass, the following resolution, as a **Special Resolution**.

"**RESOLVED THAT** in pursuance of the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees etc. to secure any borrowings, debentures, financial assistance or financial indebtedness etc. ("borrowings") availed by the Company in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s), on such terms and conditions as may be agreed between the Company and any Lender(s), provided

that the maximum extent of the borrowings secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and matters related thereto.”

By order of the Board  
For Micro Green Housing Finance Private Limited

Date : November 20, 2023  
Place : Navi Mumbai

Govind Bhandari  
Company Secretary  
ICSI Membership : ACS52593

Registered Office : T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614,  
Maharashtra, India

CIN : U65999MH2022PTC378239

Website : <https://microgreenhf.com>

Email : [Compliance@microgreenhf.com](mailto:Compliance@microgreenhf.com)

Contact : 1800-890-5969

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.
2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / proxies / authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.
5. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date so as to enable the Management to keep the information ready at the AGM.

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

The Company is exploring various avenues to serve to the Customers for their suitable needs along with the Home Loans.

In order to enable the Company to expand its business activities and give value added services to its customers, it is proposed to amend the existing object clause of the Memorandum of Association (MOA) of the Company, by inserting new clause to align the same with the requirement of the Company for undertaking the proposed business.

This will also enable the company to carry on its business economically and efficiently. Therefore, it is proposed to alter the MOA by inserting a new clause(s) as provided in the resolution proposed in this regard.

The Business activities which require prior approval shall be commenced only after receipt of the approval/ permission from the sectorial regulator.

The Board recommends the passing of resolution set out at item no. 3 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

### ITEM NO. 4 & 5

Keeping in view the Company's upcoming activity and financial requirements it is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the limit prescribed under Section 180(1)(c) of the Act.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, free reserve and securities premium at any point of time except with the consent of the members of the Company in a general meeting by way of a Special Resolution.

Hence, it is proposed to approve the borrowing limits at any time, not exceeding a sum of ₹ 100,00,00,000 (Rupees Hundred Crore Only) over and above the aggregate amount of the paid-up capital, free reserve and securities premium of the Company and its free reserves.

Further, the Company may be required to create security by way of charge, mortgage, hypothecation or pledge of the moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company (hereinafter referred to as the "Assets") in favour of the lenders as per the terms agreed with them in the course of borrowing of funds from time to time to support the business operations, general corporate purposes and capital expenditure.

As per the provisions of Section 180(1)(a) of the Act, consent of members by way of a Special Resolution is required to sell, lease or otherwise dispose of the Assets of the Company. The approval of the members shall be required to enable disposition; or creation of security over the Assets as stated above in favour of the lenders to secure the borrowings of the Company to the extent of the approved borrowing limits under Section 180(1)(c) as covered in agenda Item no. 4.

Accordingly, the Board recommends the Special Resolutions, as set out at Item Nos. 4 & 5 of the Notice, for approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 & 5 of the Notice.

**MICRO GREEN HOUSING FINANCE PRIVATE LIMITED**

(CIN: U65999MH2022PTC378239)

**Reg. Off. - T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614**

**ATTENDANCE SLIP**

**1<sup>st</sup> ANNUAL GENERAL MEETING**

Registered Folio No./DP ID/Client ID : \_\_\_\_\_

Number of Shares held : \_\_\_\_\_

I certify that I am a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the 1<sup>st</sup> Annual General Meeting of the Company at T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614, on Friday, December 15, 2023 at 11.00 Noon.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

## PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN : U65999MH2022PTC378239  
 Name of the Company : Micro Green Housing Finance Private Limited  
 Registered office : T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614  
 Name of Member(s) : \_\_\_\_\_  
 Registered address : \_\_\_\_\_

I/ We being the member of Micro Green Housing Finance Private Limited, holding.....Equity shares, hereby appoint

1. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : ....., or Failing him
2. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : ....., or Failing him
3. Name : .....  
 Address : .....  
 E-mail ID : .....  
 Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 1st Annual General Meeting of members of the Company, to be held on Friday, **December 15, 2023** at 11.00 noon at the registered office of the Company situated at T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614 and at any adjournment thereof in respect of such resolutions as are indicated below:

	ORDINARY BUSINESS:	Yes/No
1.	ADOPTION OF AUDITED FINANCIAL STATEMENT	
2.	APPOINTMENT OF MGB & Co. LLP, CHARTERED ACCOUNTANTS - (FRN 101169W/W-100035) AS STATUTORY AUDITORS OF THE COMPANY	
<b>SPECIAL BUSINESS :</b>		
3.	ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY	
4.	TO INCREASE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013	
5.	CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013	

Signed this ..... day of..... 2023.

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Affix  
Revenue  
Stamp

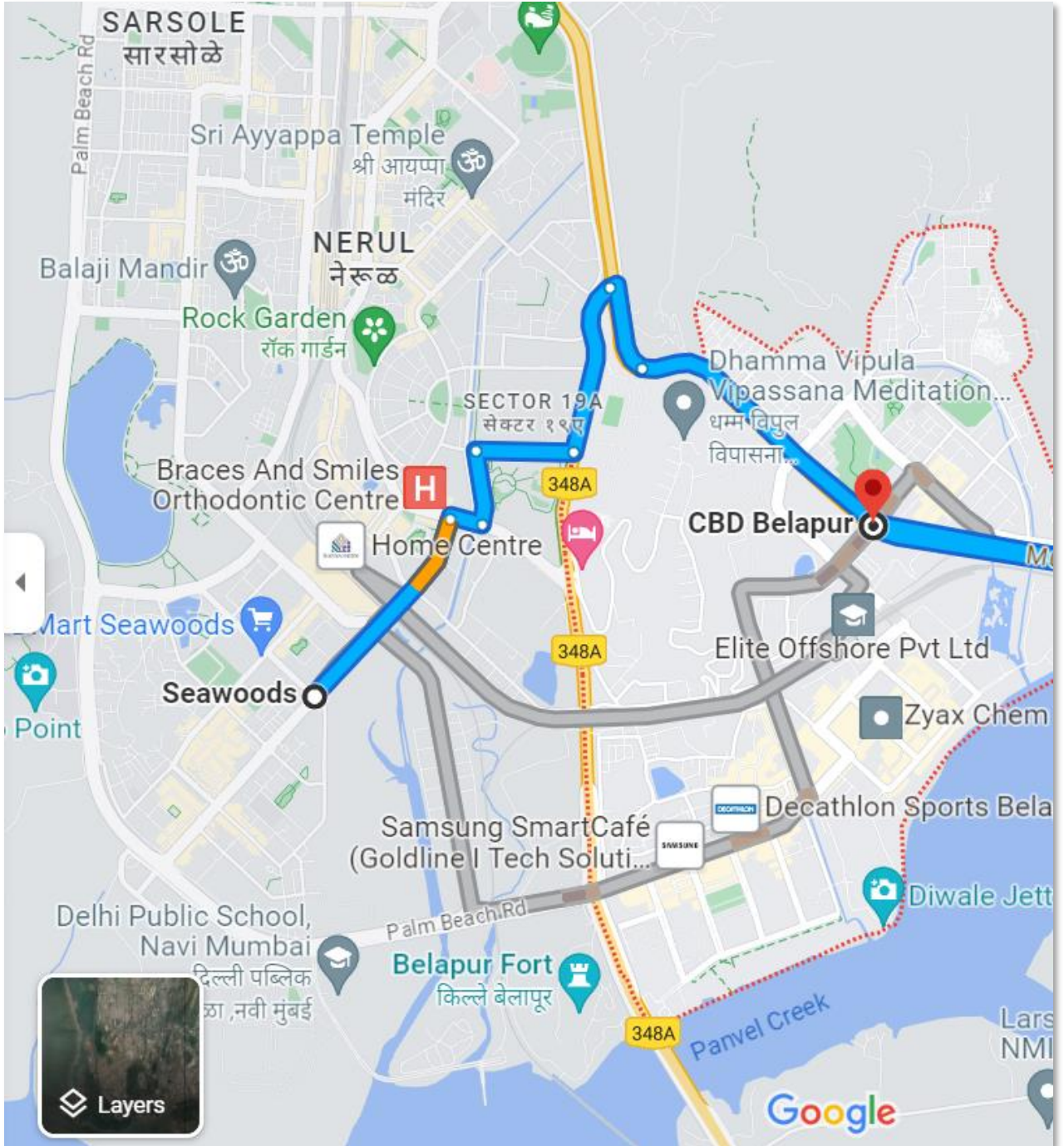
*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.*



## LOCATION OF VENUE OF ANNUAL GENERAL MEETING

Micro Green Housing Finance Private Limited

Registered office : T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane-400 614



Source : Google Maps

(Direction from Seawoods Railway station to Registered Office Address)