

## NOTICE OF 2<sup>nd</sup> ANNUAL GENERAL MEETING (“AGM”)

The NOTICE is hereby given that the Second Annual General Meeting (the “AGM”) of the Members of Micro Green Housing Finance Private Limited (the “Company”) will be held on Monday, 30<sup>th</sup> September, 2024 at 11:00 a.m. (IST) at the registered office of the company which is 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. TO RECEIVE, CONSIDER AND ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements of the Company consisting of the balance sheet as at March 31, 2024, the statement of profit and loss and statement of cash flow for the financial year ended on that date and the explanatory notes, if any, annexed thereto, and forming part thereof, 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, 2024 including the Audited Balance Sheet as at March 31, 2024, 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. TO MAKE RE-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 applicable provisions of Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, RBI Guidelines for Appointment of Statutory Auditors (RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22), 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 re-appointed as the Statutory Auditors of the Company for Financial Year 2024-2025 and 2025-2026 (second term of two years commencing from the conclusion of the 2nd Annual General Meeting till the conclusion of 4<sup>th</sup> Annual General Meeting to be held in the calendar year 2026), 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. APPOINTMENT OF RAJEEV RAGHAVAN PANIKATH (DIN- 10048334), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, and in accordance with the Articles of Association of the Company and Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, Mr. Rajeev Raghavan Panikath (DIN- 10048334) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors effective July 5<sup>th</sup>, 2024 at its Meeting held on June 25, 2024, pursuant to Section 161 of the Act and as recommended by the Board and whose office expires

## Micro Green Housing Finance Private Limited

at this Annual General Meeting (the 'AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent (Non-Executive) Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 5, 2024, whose period of office will not be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, Chief Compliance Officer and Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Date : September 7, 2024  
Place : Mumbai

Govind Bhandari  
Company Secretary  
ICSI Membership: ACS52593

Registered Office:

T-361, 6<sup>th</sup> 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 ONE OR MORE A PROXIES TO ATTEND AND VOTE ON A POLL 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.

PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT") AND THE RULES MADE THEREUNDER, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) 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.

The Members / proxies / authorized representatives are requested to bring the duly filled Proxy Form, a blank proxy form is enclosed to this notice as **Annexure A**.

2. The corporate investors, who are Members of the Company 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. The said resolution/authorisation shall be emailed, through its registered email address to the Company Secretary.
3. Members / Proxies / Authorized Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting, mentioned in **Annexure B**. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers in the attendance slip for attending the AGM.
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.
6. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
7. Quorum of the AGM shall be in accordance with Section 103 of the Companies Act, 2013.
8. Route Map for the location of the aforesaid meeting is enclosed as **Annexure C**.

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

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### **ITEM NO. 3**

The Board of Directors appointed Mr. Rajeev Raghavan Panikath (DIN- 10048334) as an Additional Director of the Company effective 5<sup>th</sup> July 2024, at its Board meeting held on 25<sup>th</sup> June, 2024.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) Mr. Rajeev Raghavan Panikath will hold office up to the date of the ensuing Annual General Meeting.

The Board, therefore, requests the Members to provide approval of the Special Resolution as set out in Item number 3 of the Notice.

Except Mr. Rajeev Raghavan Panikath, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the Resolution set out at the item number 3 of this notice.

The Management of the Company evaluated few profiles for such purpose and sought profile of Mr. Rajeev Raghavan Panikath the most suited for the role. The Board on the recommendation of the Management considered and evaluated profile of Mr. Rajeev Raghavan Panikath and passed the resolution in its Board Meeting held on 25<sup>th</sup> June 2024 to approve his appointment as an additional director of the Company.

### **Brief Profile:**

Mr. Rajeev Raghavan Panikath has completed 62 years of age. Mr. Rajeev Raghavan Panikath is a distinguished techno-managerial professional with over 37 years of expertise in the banking sector. Renowned for his strategic leadership in operations and technology, Mr. Panikath most recently served as the Chief Operating Officer of a prominent foreign bank, where he spearheaded critical initiatives in process optimization, cost efficiency, and business continuity. His tenure is marked by successful technology migrations and the implementation of business process re-engineering across geographically dispersed locations, ensuring seamless compliance and operational effectiveness.

Throughout his career, Mr. Panikath has held pivotal roles, including COO at SBM Bank (India), CIO at Suryoday Small Finance Bank, and Senior Vice President at Axis Bank. He has consistently delivered value by driving technology innovation, enhancing service delivery, and managing large cross-functional teams. His strategic initiatives, such as the migration of 430 applications and the establishment of 25 national hubs, have significantly contributed to business growth and operational excellence.

Mr. Panikath's solid educational foundation includes an MBA in Computer Management from Symbiosis Institute of Business Management and a B.Sc. in Physics from Fergusson College. As a Certified Information Systems Auditor (CISA) and BS7799 Lead Auditor, he has consistently upheld the highest standards of information security and regulatory compliance throughout his career.



# Micro Green Housing Finance Private Limited

**Annexure A**  
**Form No. MGT-11**  
**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 2<sup>nd</sup> Annual General Meeting of members of the Company, to be held at 11.00 a.m. from 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 at 11.00 A.M

ORDINARY BUSINESS:		Yes/No
1.	ADOPTION OF AUDITED FINANCIAL STATEMENT	
2.	RE-APPOINTMENT OF MGB & Co. LLP, CHARTERED ACCOUNTANTS - (FRN 101169W/W-100035) AS STATUTORY AUDITORS OF THE COMPANY	
SPECIAL BUSINESS:		
3.	APPOINTMENT OF RAJEEV RAGHAVAN PANIKATH (DIN- 10048334), AS AN INDEPENDENT DIRECTOR OF THE COMPANY	

Signed this ..... day of..... 2024.

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, not later than 48 hours before the commencement of the Meeting.



# Micro Green Housing Finance Private Limited

## Annexure B

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 2<sup>nd</sup> ANNUAL GENERAL MEETING

Name of the attending Member/ Proxy :

\_\_\_\_\_

Registered Folio No./DP ID/Client ID :

\_\_\_\_\_

Name of the Proxy :

\_\_\_\_\_

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 2<sup>nd</sup> Annual General Meeting of the Company held at 11.00 a.m. from 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.

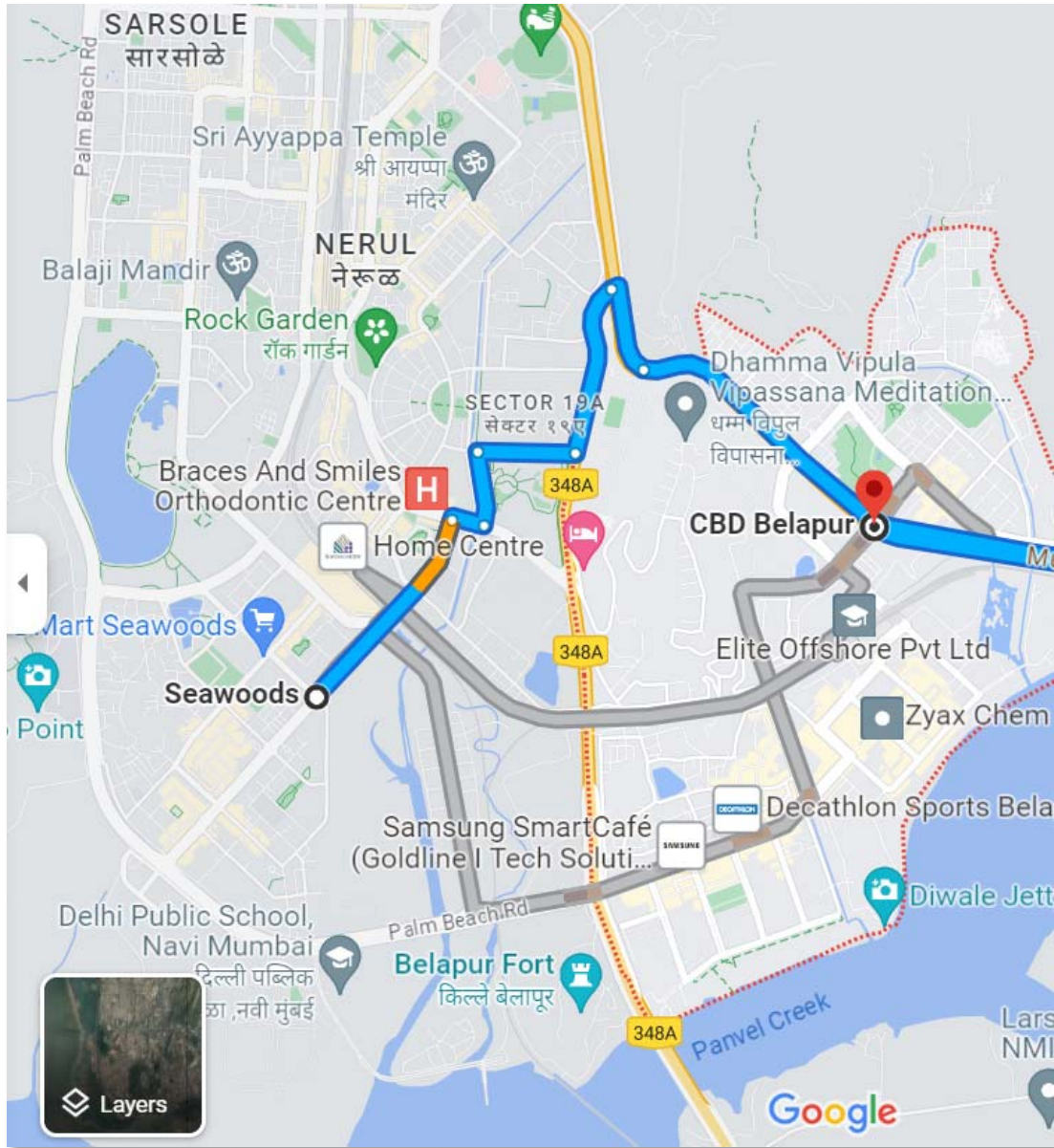
\_\_\_\_\_  
To be signed at the time of handling

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

## Annexure C

### 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



Tap on the link below to find meeting venue on the Google Maps for better navigation.

[https://www.google.com/maps/place/Belapur+Railway+Station+Complex,+Sakal+Bhavan+Rd,+Sector+11,+CBD+Belapur,+Navi+Mumbai,+Maharashtra+400614/@19.0189083,73.0390394,20.36z/data=!4m6!3m5!1s0x3be7c3ad4253e2d5:0x79ed0c147016b03d!8m2!3d19.0189704!4d73.0392364!16s%2Fg%2F11b6\\_dmw9l?entry=ttu](https://www.google.com/maps/place/Belapur+Railway+Station+Complex,+Sakal+Bhavan+Rd,+Sector+11,+CBD+Belapur,+Navi+Mumbai,+Maharashtra+400614/@19.0189083,73.0390394,20.36z/data=!4m6!3m5!1s0x3be7c3ad4253e2d5:0x79ed0c147016b03d!8m2!3d19.0189704!4d73.0392364!16s%2Fg%2F11b6_dmw9l?entry=ttu)

Source : Google Maps

(Direction from Seawoods Railway station to Registered Office Address)