

NOTICE OF 01ST (01/2025-2026) EXTRA-ORDINARY GENERAL MEETING ("EGM")

The **NOTICE** is hereby given that the First Extra-Ordinary General Meeting (the "EGM") of the Members of Micro Green Housing Finance Private Limited (the "Company") will be held at shorter notice on Saturday, 06th December, 2025 at 11:00 a.m. (IST) through Video Conferencing (VC) or Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be at the Office of the Company situated at 4th Floor, Solitaire 1, 404-A, New Link Road, Mindspace, Malad West, Mumbai 400064, Maharashtra:

SPECIAL BUSINESS:

ITEM NO. 1:

TO INCREASE IN AUTHORISED SHARE CAPITAL ALONGWITH ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of the Section 13, 61, and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders be and is hereby accorded to increase the existing Authorized Share Capital of the Company from the present Rs. 43,00,00,000 (Rupees Forty-Three Crore Only) divided into (a) 2,20,00,000 Class A Equity Shares of Rs. 10 each; b. 70,00,000- Class B Equity Shares of Rs. 10 each; c. 70,00,000- Class C Equity Shares of Rs. 10 each and d. 70,00,000- Class D Equity Shares of Rs. 10 each to Rs. 51,50,00,000 (Fifty-One Crore Fifty Lakh) divided into (a) 3,05,00,000 Class A Equity Shares of Rs. 10 each; (b) 70,00,000 Class B Equity Shares of Rs. 10 each; (c) 70,00,000 Class C Equity Shares of Rs. 10 each and (d) 70,00,000 Class D Equity Shares of Rs. 10 each by creation of additional 85,00,00,000 (Eighty-Five Lakh) Equity Shares of Class 'A' of INR 10/- (Rupees Ten Only) each ranking pari-passu with the existing share capital of the company in all respect and that clause V of the Memorandum of Association be altered accordingly.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Associations of the Company be amended by deletion of the same and substituting in place thereof the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 51,50,00,000 (Rupees Fifty-One Crore Fifty Lakh Only) divided into a – 3,05,00,000 Class A equity shares of Rs. 10 each; b. 70,00,000 Class B equity shares of Rs. 10 each; c. 70,00,000 Class C equity shares of Rs. 10 each and d. 70,00,000 Class D equity shares of Rs. 10 each. The Company has the power from time to time to increase the share capital of the company and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or condition as may be determined by or in accordance with the regulation of the company.

RESOLVED FURTHER THAT any Director/Company Secretary/Chief Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by the Registrar of Companies (Mumbai) or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the Members of the Company."

TO APPROVE ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT / PREFERENTIAL BASIS:

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 Section 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company, and in compliance with such other provisions of law as may be applicable, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer or invite subscriptions or issue and allot Up to **31,20,000 (Thirty-One Lakh Twenty Thousand) Class A** Equity share of INR 10 each at an issue price of INR. 18/- (Rupees Eighteen Only including a premium of INR 8/- (Rupees Eight Only) per Equity Shares aggregating to Up to **INR 5,61,60,000 (Five Crore Sixty-One Lakh Sixty Thousand)**, in one or more tranches, on preferential basis on such terms and conditions and in a manner as may be determined by the Board of Directors time-to-time.

RESOLVED FURTHER THAT the Class A Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee in lieu of the issuance and allotment of the Equity Shares pursuant to the preferential allotment under Section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT pursuant to applicable provisions of the act, consent to the Board be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter (in Form PAS-4), to the Proposed Allottee in accordance with the provisions of the Act, Rule made there under and the Board and is hereby authorized to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies / Ministry of Corporate Affairs.

RESOLVED FURTHER THAT any Director of the Company/Company Secretary/Chief Compliance Officer be and are hereby authorized to sign the necessary forms, offer document and any other necessary documents and to file necessary forms with Registrar of Companies, Mumbai and any other appropriate authority and to do all the acts, deeds, matters and things as deem necessary, proper and desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such deeds, documents, writings, private placement offer letter as it may in its absolute discretion deem necessary or incidental and pay such fees, etc. and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution including but not limited to taking any decisions whether at a Meeting of Board or through circulation, as may be appropriate and permissible under law."

Place: Mumbai
Date: 05.12.2025

By order of the Board of Directors
For MICRO GREEN HOUSING FINANCE PRIVATE LIMITED

Sd/-
Company Secretary
Deepak Kushawaha
ACS 77756

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 09/2024 dated 19th September, 2024, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September 2025 (MCA Circulars), (collectively referred to as "MCA Circulars") has allowed the Companies to conduct the Extra-ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till further order. In compliance with the provisions of the Companies Act, 2013 ("Act"), the 1st (2025-2026) EGM of the Company shall be conducted through VC/OAVM. Accordingly, Members are required to attend and participate in the ensuing EGM through VC/OAVM.
2. AS THE MEETING IS BEING HELD VIA AUDIO VISUAL MEANS, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY WILL NOT BE AVAILABLE. ACCORDINGLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special business to be transacted at this EGM, is annexed.
4. The Corporate/Institutional investors, who are Members of the Company and intending to nominate their authorised representatives to participate and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to share a certified copy of the Board Resolution (scanned copy in PDF Format) authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution/authorisation shall be emailed, through the registered email address, to the Chief Compliance Officer at govind@microgreenhf.com and Company Secretary at Secretarial@microgreenhf.com So that company can share the relevant login credentials with the authorized representative.
5. Members seeking any information with regard to the proposed resolutions are requested to write to the Company at least in advance so as to enable the Management to keep the information ready.
6. Members are requested to register the changes, from time to time, in their email address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
7. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company during normal business hours up to the date of the EGM and during the continuance of the EGM.
8. The 01st EGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of Members at a common venue. The deemed venue for the 01st EGM shall be the Registered Office of the Company.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
10. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
11. Members are requested to deliver their consent to convene the proposed EGM at shorter notice to the Company prior to the proposed time for the EGM.
12. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VIDEO CONFERENCING

The meeting is scheduled to commence at 11.00 A.M on Saturday, 06th December, 2025. Pursuant to the Ministry of Corporate Affairs (MCA) notification dated October 27, 2023, issued vide G.S.R. 802(E), the Companies (Prospectus and Allotment of Securities) Rules, 2014 were amended through the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, to insert Rule 9B, mandating that all private companies issue securities only in dematerialised form and ensure facilitation of dematerialisation of all existing securities in compliance with the provisions of the Depositories Act, 1996 and the regulations made thereunder.

In compliance with the above requirement, the Company has already facilitated the dematerialisation of all its securities. Accordingly, as on the date of this Notice, all shareholders of the Company hold shares in dematerialised form, and no physical shareholding exists in the records of the Company. Hence, members holding shares in demat form shall be entitled to participate in the meeting.

The meeting shall be conducted through Microsoft Team platform. Shareholders are advised to download Microsoft team App on their smartphone or visit <https://www.microsoft.com/en-in/microsoft-teams/join-a-meeting> website through their browser.

For convenience of the Members and proper conduct of EGM, Members may login and join at least 15 minutes before the scheduled start of the EGM. The joining link shall remain open throughout the proceedings of the EGM.

The Members are advised to enter the following login credentials i.e.

Meeting ID: 449 577 890 287 47

Passcode: gX2Xf7yR

Link: [https://teams.microsoft.com/l/meetup-](https://teams.microsoft.com/l/meetup-join/19%3ameeting_N2I3Yzg1N2MtMjUwOC00MTFILWJhODUtNGM3MTM3NGZjNDli%40thread.v2/0?context=%7b%22Tid%22%3a%22ab631449-09a6-49fc-abb2-48ada2c11684%22%2c%22Oid%22%3a%22831bc340-f7ec-4e48-8073-c8b8675fdc91%22%7d)

[join/19%3ameeting_N2I3Yzg1N2MtMjUwOC00MTFILWJhODUtNGM3MTM3NGZjNDli%40thread.v2/0?context=%7b%22Tid%22%3a%22ab631449-09a6-49fc-abb2-48ada2c11684%22%2c%22Oid%22%3a%22831bc340-f7ec-4e48-8073-c8b8675fdc91%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_N2I3Yzg1N2MtMjUwOC00MTFILWJhODUtNGM3MTM3NGZjNDli%40thread.v2/0?context=%7b%22Tid%22%3a%22ab631449-09a6-49fc-abb2-48ada2c11684%22%2c%22Oid%22%3a%22831bc340-f7ec-4e48-8073-c8b8675fdc91%22%7d)

It is reiterated that Members must take utmost care to keep their password confidential and not to share their password with any other person.

Any grievances/assistance relating to participation before or during the meeting shall be reported to: 9833317200 - govind@microgreenhf.com or secretarial@microgreenhf.com This facility shall be available throughout the meeting.

Members are encouraged to join the Meeting through Laptops for better experience.

Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013 sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company and forms part of this Notice.

ITEM NO. 1:

TO INCREASE IN AUTHORIZED SHARE CAPITAL ALONGWITH ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The present Authorized Share Capital of the Company is Rs. 43,00,00,000 (Rupees Forty-Three Crore Only) divided into (a) 2,20,00,000- Class A Equity Shares of Rs. 10 each; (b) 70,00,000- Class B Equity Shares of Rs. 10 each; (c). 70,00,000- Class C Equity Shares of Rs. 10 each and (d). 70,00,000- Class D Equity Shares of Rs. 10 each.

In order to facilitate the current proposed capital infusion and to provide a buffer for future capital infusion requirements of the company, it is proposed to increase the authorized capital of the Company to Rs. 51,50,00,000 (Fifty-One Crore Fifty Lakh) by creation of 85,00,000 (Eighty-Five Lakh) Class 'A' Equity Shares each ranking pari-passu with the existing share capital of the company in all respects.

The proposed increase in Authorized Share Capital requires the Ordinary Resolution approval of Shareholders in Extra-ordinary General Meeting. Consequent upon increase in Authorized Share Capital, the Memorandum of Association of the Company shall be altered to reflect the increase in Authorized Share Capital.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the notice except to the extent of their shareholding in the Company.

The Board of Directors recommend passing of the said resolution.

Item No:2

TO APPROVE ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT / PREFERENTIAL BASIS:

In accordance with Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, prior approval of the Shareholders by way of a Special Resolution is required to create, offer and issue for subscription further Equity Shares through private placement on a preferential basis.

The approval of the members is accordingly being sought by way of a Special Resolution to create, offer and issue of **Up to 31,20,000** Equity Shares of Class 'A' of Face Value of INR 10/- each at a premium of INR 8/- each through private placement.

As required under Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and Rule 13(2)(d) of the (Share Capital and Debentures) Rules, 2014, the other required details are furnished as under:

Authorization under Articles of Association: The Company is authorized vide Clause 7 of the Articles of Association of the Company to issue Equity Shares of the Company.

The Objects of the issue: Expansion of business and general corporate purposes.

The total number of shares or other securities to be issued: It is proposed to issue up to **31,20,000** Equity Shares of Class "A" in one or more tranches on a preferential basis through private placement.

The price or price band at/within which the allotment is proposed: INR 18/- (At a premium of INR 8/- per Equity Share)

Basis on which the price has been arrived at along with report of the registered valuer:

The basis for pricing these shares is as per the valuation report dated December 2nd, 2025 issued by Registered Valuer/CA Akshat Jain (IBBI Membership No: IBBI/RV/06/2022/15048). A copy of the Valuation Report shall be available for inspection at the Extra-ordinary General Meeting.

Relevant date with reference to which the price has been arrived at:

The relevant date is September 30, 2025.

The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Individuals & Body Corporates.

Intention of promoters, directors or key managerial personnel to subscribe to the offer: The Promoter, Directors and Key Management Personnel of the Company, do not intend to subscribe to this offer.

The proposed time within which the allotment shall be completed:

The allotment is proposed to be completed within 60 days from the date of receipt of funds by the Company.

The names of the proposed allottees and the percentage of post private placement capital that may be held by them:

Name of the Proposed Allottee	No. of shares post Private Placement offer (Equity shares)	Percentage of post Private Placement offer
Prabir Roychowdhury	1,38,889	0.44%
Ashima Roy Chowdhury	1,38,889	0.44%
Navtinder Aggarwal	1,38,889	0.44%
Rajiv Agarwal	5,55,556	3.38%
Isha Agarwal	55,556	0.66%
Parastone	1,66,667	1.97%
Prit Mohinder Singh Uppal	55,556	0.50%
Krista Cylee Sachdev	55,556	0.50%
Arjun Veer Singh Uppal	55,556	0.18%

AAU Strategic Ventures LLP	55,556	0.18%
Nidhi Jain	1,11,112	0.36%
Anushka Jain	55,556	0.18%
Sanjeev Malhotra	4,16,667	1.33%
Manohar Jeswani	11,11,112	3.56%

The change in control, if any, in the company that would occur consequent to the preferential offer: There shall not be any change in composition of the Board of Directors and management of the Company consequent to the allotment of securities.

The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no allotment of securities has been done on preferential basis.

Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

No allotment of securities under this proposed private placement allotment is being made for any consideration other than cash.

The pre-issue and post-issue shareholding pattern of the company (Equity Shares):

The figures in the following Table are as on the date of the EGM Notice and excludes subsequent transfers and allotments.

Sl. No.	CATEGORY	PRE-ISSUE		POST-ISSUE	
		Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
A	Promoters' holding:				
1.	Indian:	-	-	-	-
	Individual	2,10,50,000	23.38	2,10,50,000	21.05
	Bodies Corporate	-	-	-	-
	Sub Total	2,10,50,000	23.38%	2,10,50,000	21.05%
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,10,50,000	23.38%	2,10,50,000	21.05%
B	Non-Promoter Shareholding				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutional Investors:	1,85,45,500	65.95	2,14,34,394	68.63
	Private Corporate Bodies	30,00,000	10.67	32,22,223	10.32
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	2,15,45,500	76.62%	2,46,56,617	78.95%
	TOTAL (A+ B)	4,25,95,500	100%	4,57,06,617	100%

Micro Green Housing Finance Private Limited

Pursuant to proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

1.	Particulars of the offer include date of passing of Board resolution.	Date of the Board resolution: 03 rd December, 2025
2.	Kind of securities offered and the price at which security is being allotted.	Class "A" Equity Shares Issue Price: At INR 18/- each Equity Share.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	According to the valuation report from the valuer, i.e. CA Akshat P. Jain (IBBI Membership No: IBBI/RV/06/2022/15048) dated December 2 nd , 2025 and as per the terms agreed between the Investors. Hence, the Company has decided to issue said equity shares at an INR 18 per share.
4.	Name and address of valuer who performed valuation.	Akshat P. Jain B - 801, Sunteck City Avenue-1, Oshiwara District Centre, Goregaon West, Mumbai - 400 062
5.	Amount which the Company intends to raise by way of such securities.	The Company intends to raise up to INR 5,61,60,000 (Five Crore Sixty-One Lakh Sixty Thousand)
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities.	The proposed Equity share will rank pari passu with the existing Equity Shares of the Company. The proposed time for which the private placement offer letter cum application form shall be valid, is 30 days from the date of the circulation of private placement offer letter cum application form. None of the Directors/Promoters is subscribing to the Equity Shares. No assets of the Company are charged under this offer.

Hence, the proposed special resolution set out in item No. 2 of the Notice is recommended by the Board for consideration and approval by the shareholders of the company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the notice except to the extent of their shareholding in the Company.

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