

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. **CIN:** U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110, **Email:** mount@mounthousing.com, **Website:** www.mounthousing.com

NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **23rd Annual General Meeting** of the members of Mount Housing And Infrastructure Limited will be held on **Saturday, 29th September, 2018 at 04:00 P.M.** at the Registered Office of the Company situated at Thrisul Square, 180, 1st Floor, Race Course, Coimbatore – 641018 to transact the following business:

Ordinary Business:

1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Kalpesh Bafna (DIN:01490521) who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of the Statutory Auditor and determining the remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, Mrs.K.R.Divya, Chartered Accountant, Coimbatore (Membership Number :228896) be and is hereby appointed as the Statutory Auditor of the Company, to hold office for a term of 5 years, from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General of the Company to be held in the calendar year 2023, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditor.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,
Coimbatore – 641018, India. CIN: U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. Email: mount@mounthousing.com. Website: www.mounthousing.com

Special Business:

4. Authorisation under Section 180(1)(c) of the Companies Act, 2013 to borrow upto a limit of Rs.20 crores.

To consider and if deemed 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 and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in ordinary course of business) shall not exceed in the aggregate at any one time, Rs.20,00,00,000/- (Rupees Twenty Crores Only), irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

5. Authorisation under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on the movable & immovable properties of the Company

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

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. CIN: U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. **Email:** mount@mounthousing.com. **Website:** www.mounthousing.com

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and / or immovable assets and properties of the Company wherever situated, present and future, in favour of any person including, but not limited to financial/ investment institution(s), bank(s), corporate body(ies) etc, to secure the loans, borrowings, working capital facilities and other credit facilities availed / to be availed by the Company as the Board may deem fit, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and to take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to any other person.”

By Order of the Board of Directors

RAMESH CHAND BAFNA

MANAGING DIRECTOR

DIN: 02483312

Place: Coimbatore

Date: 14.08.2018

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,
Coimbatore – 641018, India. **CIN:** U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. **Email:** mount@mounthousing.com. **Website:** www.mounthousing.com

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and to vote instead of himself / herself and the Proxy need not be a Member of the company.**
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
4. A person can act as a proxy on behalf of Member(s) not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.
5. Members / Proxies are requested to bring the attendance slips duly filled in, for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip, for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time, during the business hours of the company. All documents referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days of the Company during business hours (10:00 a.m. to 05:00 p.m.) upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,
Coimbatore – 641018, India. **CIN:** U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. **Email:** mount@mounthousing.com. **Website:** www.mounthousing.com

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company or to the Registrar & Share Transfer Agent (RTA).
8. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the Company and members holding shares in demat mode are requested to register their email ID's with their respective DP's, in case the same is still not registered. Members are also requested to notify any change in their email ID or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holdings in electronic form, Members are requested to notify any change of email ID or address to their Depository Participants.
9. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
10. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation.
11. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
12. The Notice of the 23rd Annual General Meeting and the Annual Report 2018 will also be displayed on the Company's website www.mounthousing.com.
13. Route-map to the venue of the Meeting is enclosed.

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. **CIN:** U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110, **Email:** mount@mounthousing.com, **Website:** www.mounthousing.com

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No.4 & 5 of the accompanying Notice dated 14.08.2018.

Item No.4

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not, except with the consent of the Members of the Company obtained in a General Meeting by way of a Special Resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves.

In view of the proposed business expansion, it has been recommended by the Board of Directors of the Company that the existing borrowing limits of the Company be increased to Rs.20,00,00,000/- (Rupees Twenty Crores Only) and hence the approval of the members of the Company has been sought.

The Board recommends the passing of the Resolution as set out in Item No.4 of this Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed resolution.

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. **CIN:** U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. **Email:** mount@mounthousing.com. **Website:** www.mounthousing.com

Item No.5

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall not, except with the consent of the Members of the Company obtained in a General Meeting by way of a Special Resolution, create a mortgage or charge on the movable & immovable properties of the Company to secure the borrowings availed / to be availed by the Company.

The Board recommends the passing of the Resolution as set out in Item No. 5 of this Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed resolution.

By Order of the Board of Directors

RAMESH CHAND BAFNA

MANAGING DIRECTOR

DIN: 02483312

Place: Coimbatore

Date: 14.08.2018

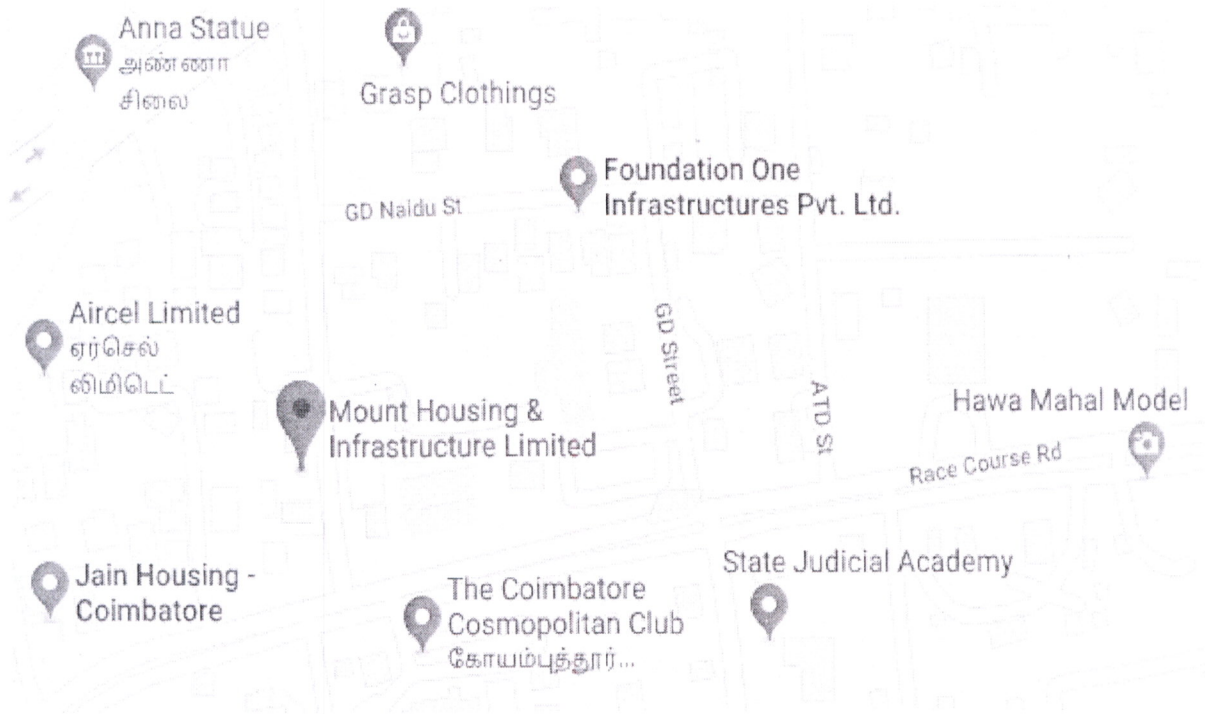
MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. CIN: U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. Email: mount@mounthousing.com. Website: www.mounthousing.com

Route Map



MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,
Coimbatore – 641018, India. CIN: U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110. Email: mount@mounthousing.com. Website: www.mounthousing.com

ATTENDANCE SLIP

23RD ANNUAL GENERAL MEETING – SATURDAY, 29TH SEPTEMBER, 2018 - 04:00 P.M.

Folio No. / DP ID Client ID No.	
Name of the Shareholder	
No. of shares held	

I/ we hereby record my/our presence at the 23rd Annual General Meeting of the members of the Company held on Saturday, 29th September, 2018 at 04:00 P.M. at the Registered Office of the Company situated at Thrisul Square, 180, 1st Floor, Race Course, Coimbatore – 641018.

.....
Signature of the Shareholder / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

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]

Name of the member (s)	
Registered Address	
E-mail Id	
Folio No./ DP ID Client ID No.	

I/We, being the member (s) of Equity shares of Mount Housing And Infrastructure Limited, hereby appoint:

1. Name:
Address:
Email id:
Signature:, or failing him

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: Thrisul Square, 180, 1st Floor, Race Course,

Coimbatore – 641018, India. CIN: U45201TZ1995PLC006511

Ph: +91 422 4533111 / 4533110, Email: mount@mounthousing.com, Website: www.mounthousing.com

2. Name:

Address:

Email id:

Signature:, or failing him

3. Name:

Address:

Email id:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the **23rd Annual General Meeting** of the Company, to be held on Saturday, 29th September, 2018 at 04:00 P.M. at the Registered Office of the Company situated at Thrisul Square, 180, 1st Floor, Race Course, Coimbatore - 641018 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolution
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon -Ordinary Resolution.
2.	Appointment of a Director in place of Mr. Kalpesh Bafna (DIN:01490521), who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution.
3.	Appointment of the Statutory Auditor and determining the remuneration – Ordinary Resolution.
4.	Authorization under Section 180(1)(c) of the Companies Act, 2013 to borrow upto a limit of Rs.20 crores – Special Resolution.
5.	Authorization under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on the movable & immovable properties of the Company – Special Resolution.

Signed this day of 2018

Signature of Shareholder

Signature of Proxy holder(s)

AFFIX
Re 1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. Appointing a proxy does not prevent a member from attending the Meeting in person, if he / she so wishes.
4. When a member appoints a proxy and both the member and the proxy attend the meeting, the proxy will automatically stand revoked.