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EXTRAORDINARY GENERAL MEETING
NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of Mount Housing and Infrastructure Limited will be held on Wednesday, 12th July, 2017, at 11.00 AM at Registered Office of the Company 180, 1st Floor, Race Course, Thrisul Square, Coimbatore - 641018 to transact the following business:

1. PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO NON-PROMOTERS & PROMOTERS.

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 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities") and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 8,00,000 Equity Shares on preferential basis to the Promoters and Non-Promoters, nominal value of Rs. 10/- each at a price of Rs.10/- (offered at par with the face value) on such conditions and terms and in such manner as may be decided by the Board in this connection:

RESOLVED FURTHER THAT the offer price is calculated as per Regulation 76A of SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2014.



RESOLVED FURTHER THAT the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects."

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new equity shares allotted on preferential basis as and when required

RESOLVED FURTHER THAT the Relevant date in relation to the issue of Equity Shares in accordance with the SEBI (ICDR) Regulations will be 12th June, 2017, being the date 30 days prior to the date of passing the resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue and allotment of Equity shares including reduction of the size of the issue, as it may deem expedient;

FOR MOUNTHOUSING AND INFRASTRUCTURE LIMITED



RAMESH BAFNA
Managing Director
DIN: 02483312

DATE: 12th June, 2017
PLACE: Coimbatore

Registered Office: 180, 1st Floor, Race Course, Coimbatore - 641018

CIN: U45201TZ1995PLC006311

Website: www.mounthousing.com

Email: mount@mounthousing.com

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight



order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) 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.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
9. Members who hold shares in physical form are requested to send their e-mail address to the following: cs@mounthousing.com
10. The Notice of the EOGM is being sent by electronic mode to those Members whose email addresses are registered with the Company i.e. MOUNT HOUSING AND INFRASTRUCTURE LIMITED unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.



11. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

12. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at EOGM by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 9th July, 2017 at 9.00 am and ends on 11th July, 2017 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant MOUNT HOUSING AND INFRASTRUCTURE LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the EOGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 5th July, 2017 shall view the Notice of the EOGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the EOGM.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at



(xxi) Payal Tachak & Associates, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting and Scrutinize the Ballot Paper provided by the Company which was received by the Company at the time of Voting process at EOGM, E-Voting is optional to the shareholders; the shareholders can alternatively vote in the EOGM by physically attending the EOGM. The facility for voting, through ballot paper shall also be made available at the venue of the EOGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EOGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

(xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the EOGM of the Company and communicated to the Bombay Stock Exchange (BSE).

ITEM: RESOLUTION NO. 1

As per Section 62(1) (c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations are as under:

a) Objects of issue :

The object of the issue is to primarily for expansion and for future growth of the business.

b) Intention of Promoters / Directors / Key management persons to subscribe to the offer:

Promoter / Promoter group will subscribe to 3,80,000 Equity shares.

c) Shareholding Pattern before and after the preferential allotment:



Sr. No.	Category	Before preferential allotment of equity shares And warrants		After Current preferential allotment of equity shares	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding	--	--		
1	India:	--	--		
	Individual	18,14,000	81.39%	21,94,000	72.44%
	Bodies Corporate	--	--		
	Sub Total	18,14,000	81.39%	21,94,000	72.44%
2	Foreign Promoters	--	--	--	--
	Sub Total				
B	Non-Promoters holding	--	--	--	--
1	Institutional Investors	--	--	--	--
2	Non-Institution:	--	--	--	--
	Private Corporate Bodies	--	--	--	--
	Indian Public	4,14,700	18.61%	8,34,700	27.56%
	Others (Including NRIs)	--	--		
	Sub Total(B)	4,14,700	18.61%	8,34,700	27.56%
	GRAND TOTAL	22,28,700	100.00%	30,28,700	100.00%

d) Proposed time within which allotment will be completed:

As required under SEBI (ICDR) Regulations, the allotment of 8,00,000 Equity Shares will be completed within 15 days period from the date of passing of the said resolution. Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

e) Identity of the Proposed allottees and percentage of post-issued capital that may be held:

The names of the proposed allottees for 8,00,000 Equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:



Sr. No.	Name Of Allottee	Pre Preferential Share Holding	% Of Pre Issued Capital	Proposed Allotment Equity	% Of Post Issued Equity Capital	Post Issue Share holding	% Of Post Issued Capital
	PROMOTERS						
1	RAMESH CHAND BAFNA	16,08,500	72.17%	2,00,000	6.60%	18,08,500	59.71%
2	KALPESH BAFNA	1,10,000	4.94%	1,80,000	5.94%	2,90,000	9.58%
	Non-Promoter						
3	S RINKU	0	0.00%	1,05,000	3.47%	1,05,000	3.47%
4	NIRMAL KUMAR	0	0.00%	1,05,000	3.47%	1,05,000	3.47%
5	TRISHALA KUMARI	0	0.00%	1,05,000	3.47%	1,05,000	3.47%
6	M KAILASH KUMAR	0	0.00%	1,05,000	3.47%	1,05,000	3.47%

f) Change in management :

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

g) Pricing :

The issue of Equity shares on preferential basis shall be at price of Rs. 10/- each. The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue.

h) Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares 12th June, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company. However, since shares of the Company are Infrequently traded as per definition given under SEBI Regulation the valuation is done accordingly.

i) Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of Convertible warrants



and Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed Extraordinary General Meeting.

The same shall be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m.

j) Lock in :

The Equity shares being allotted on preferential basis to the non-promoters shall be locked-in for a period of 1 year as per SEBI Regulations and Equity shares being allotted on preferential basis to the promoters shall be locked-in for a period of 3 years as per SEBI Regulations

The period of Lock-in mentioned above shall commence from the date of trading approval being granted by the concerned stock exchange.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 6 months from the date of trading approval from the Exchange.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the investor who may or may not be an existing shareholder of the Company.

Your Directors recommend the Resolutions set out at Sl. No. 1 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.



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]

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: 180, 1st Floor, Race Course, Coimbatore - 641018

CIN: L45201TZ1995PLC006511, Website: www.mounthousing.com

Email : mount@mounthousing.com

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of the Company holding..... Equity shares hereby appoint

1. Name:..... Address:.....

Email id:..... Signature:....., or failing him

2. Name:..... Address:.....

Email id:..... Signature:....., or failing him

3. Name:..... Address:.....

Email id:..... Signature:....., or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on 12th July, 2017, at 11.00 AM at Registered Office of the Company 180, 1st Floor, Race Course, Coimbatore - 641018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (optional)*		
		For	Against	Abstain
1	Preferential Allotment of 8,00,000 Equity Shares to Promoters and Non-Promoters on Preferential Allotment Basis. (Special Resolution)			

Signed this..... day of..... 2017

Signature of shareholder

AFFIX

Rs 1/-

Signature of Proxy holder(s)

Note: 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.



ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Extra Ordinary General Meeting of the members MOUNT HOUSING AND INFRASTRUCTURE LIMITED will be held on 12th July, 2017, at 11.00 AM at Registered Office of the Company 180, 1st Floor, Race Course, Coimbatore - 641018.

DP ID :		CLIENT ID	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

-----X-----X-----X-----

EVS (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 9th July, 2017 at 09.00 AM. IST. and ends on 11th July, 2017 at 05.00 PM. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: 180, 1st Floor, Race Course, Coimbatore - 641018
E: mount@mounthousing.com, W: www.mounthousing.com