

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **MAHINDRA RURAL HOUSING FINANCE LIMITED** will be held, at a shorter notice, at 4.15 p.m. on Wednesday the 12th day of August, 2020, to transact the business given below, through video conferencing, in accordance with the provisions of Circular dated 5th May, 2020, read with Circulars dated 8th April, 2020 and 13th April, 2020, issued by the Ministry of Corporate Affairs.

The proceedings of the Extraordinary General Meeting (“EGM”) shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

Re-appointment of Dr. Narendra Mairpady (DIN: [00536905](#)) as an Independent Director of the Company for a second term of five consecutive years commencing from 13th August, 2020 to 12th August, 2025

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

“**RESOLVED THAT** in accordance with the provisions of section 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactments thereof for the time being in force) Dr. Narendra Mairpady (DIN: [00536905](#)), who was appointed as an Independent Director of the Company at the Extraordinary General Meeting of the Members of the Company held on 13th August, 2015 and who holds office of the Independent Director up to 12th August, 2020 and who, being eligible for re-appointment as an Independent Director, has given his consent alongwith a declaration that he meets the criteria for independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 13th August, 2020 to 12th August, 2025.

Regd. Office:

Mahindra Towers, 4th Floor, Dr. G.M. Bhosale Marg, Worli, Mumbai 400 018 India
 Tel: +91 22 66526000 | Fax: +91 22 24984170/71 | www.mahindrashomefinance.com
 CIN : U65922MH2007PLC169791
 Email: investorhelpline.mrhfl@mahindra.com

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, any Director of the Company or the Company Secretary, be and are severally authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable including but not limited to executing (including digitally executing) all necessary documents, applications and returns along with filing of necessary e-forms with the Registrar of Companies, Maharashtra, Mumbai.”

NOTES:

- (1) A Statement as required under Section 102(1) of the Companies Act, 2013, for the aforesaid item of business is annexed hereto. Additional information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at the Extraordinary General Meeting, is furnished as a part of this Notice.
- (2) The Meeting is convened and is being held at a shorter notice. The format of the consent by shareholders for holding the Meeting at a shorter notice is enclosed with this notice. The shareholders are requested to grant their consent to hold the Meeting at a shorter notice by providing the consent. Considering the challenges posed by the lock-down due to Covid-19 pandemic, the shareholders may provide their consent to hold the Meeting at a shorter notice by way of email sent from their registered email ID to joshi.navin@mahindra.com.
- (3) **Disclosures required to be made pursuant to General Circular No. 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs.**
 - i) The Ministry of Corporate Affairs (MCA) vide its Circular dated 5th May, 2020, read with Circulars dated 8th April, 2020 and 13th April, 2020, outlined the procedure to be adopted by the Companies for holding Extraordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for passing of urgent and unavoidable ordinary and special resolutions under the Companies Act, 2013, and rules made there under, on account of the threat posed by Covid-19. Accordingly, this meeting is being held through Video Conferencing. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the General Meetings shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the Meeting.

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- ii) For security reasons, the link address and other details to attend the meeting through VC, will be separately sent to the designated email IDs of all the persons entitled to attend the Meeting.
- iii) The facility will allow two way teleconferencing /webex for the ease of participation and the participants will be allowed to pose questions, concurrently. Alternatively, the participants may submit their questions in advance to joshi.navin@mahindra.com, and the same shall be answered at the Meeting.
- iv) The facility for joining the Meeting will open 15 minutes prior to the commencement of the Meeting and will remain open till the expiry of 15 minutes after such scheduled time.
- v) As allowed under the said General Circular of MCA, attendance of Members through VC will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (the Act).
- vi) Since the Meeting is being held through Video Conferencing wherein physical attendance of Members is dispensed with, the facility for appointment of proxies will not be available for the Meeting. However, pursuant to section 113 of the Act, representatives may be appointed for the purpose of participation and voting in the Meeting by the Corporate Member / Trust.
- vii) If Poll is demanded on the business to be transacted at the Meeting, the Members can convey their vote to joshi.navin@mahindra.com which is the designated address for the purpose. In such circumstance, the Members shall cast their vote only through their email address registered with the Company and such email shall only be sent to the designated email address of the Company mentioned hereinbefore.
- viii) Where less than 50 members are present at the Meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any Member in accordance with section 109 of the Act. Once such demand is made, the procedure outlined in para vii) shall be followed.
- viii) In case the Members or any of the other participants require any assistance for using the technology before and during the Meeting, they may contact Mr. Navin Joshi, Company Secretary on 9819141295, for such assistance.

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- (4) Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website: www.mahindrahomefinance.com.
- (5) Relevant documents referred to in the Notice will be made electronically available for inspection to Members prior to the Meeting, upon request made to the Company Secretary on joshi.navin@mahindra.com. During the continuance of the Meeting, too, the documents will be made available for inspection electronically by the Company Secretary, upon request.

(6) Details of Director seeking re-appointment

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of the Director	Dr. Narendra Mairpady
Category	Independent Director
Director Identification No.	00536905
Age	66 years
Qualifications	B.Com, LLB, CAIIB
Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	<p>Dr. Narendra Mairpady, is a Certified Associate of the Indian Institute of Bankers and has a Bachelor's Degree in Commerce. Having 39 years of banking experience, Dr. Narendra Mairpady joined Corporation Bank as an officer trainee in 1975. He took over as Executive Director of Bank of India, on 6th November 2008, and was Chairman and Managing Director of Indian Overseas Bank from 1st November, 2010 till 31st July, 2014.</p> <p>Dr. Narendra Mairpady has been one of the key members of the Teams to implement Organisational Transformation Projects in both Corporation Bank and Bank of India.</p>

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Dr. Narendra Mairpady has travelled widely both within the country and outside. He has undergone various training programmes including workshops/seminars at BTC, IIM-Ahmedabad and Bangalore, NIBM and Australian Institute of Banking & Finance. He has secured various Corporate Awards instituted by Corporation Bank such as Chairman's Club Membership recipient for 8 consecutive years from 1984-85 to 1990-91, SoGian Award and Regional Leadership Award.

In his capacity as Executive Director of Bank of India, Dr. Narendra Mairpady was the nominee director on the Board of Indo Zambia Bank Limited, Lusaka, Zambia, a joint venture Commercial Bank between 3 Indian Public Sector Banks and Government of Zambia.

Dr. Narendra Mairpady was a member of Technical Advisory Committee on Money, Foreign Exchange & Government Securities Market constituted by Reserve Bank of India. He was Chairman of IBA's Legal & Banking Operations Committee, Chairman of IBA Standing Committee on Accounting Standards and Taxation and a member of Standing Committee on Risk Management & Basel II Implementation constituted by the Indian Banks Association.

Terms and conditions of appointment or re-appointment

Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years commencing from 13th August, 2020 to 12th August, 2025.

Details of remuneration sought to be paid and remuneration last drawn

Will be entitled to sitting fees for attending the Meetings of the Board of Directors and the Committees thereof, of which he is a member, and the commission as may be approved by the shareholders / board of directors / Nomination and Remuneration Committee.

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Mahindra Rural Housing Finance Ltd.

Sadhana House, 2nd Floor,
570, P.B. Marg, Worli,
Mumbai 400 018 India
Tel: +91 22 66523500
Fax: +91 22 24972741

Date of first appointment on the Board 13th August, 2015

Shareholding in the Company NIL

Relationship with other Directors and Key Managerial Personnel of the Company None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company.

Number of meetings of the Board attended during the Financial Year 2019-20 6 (out of 6 meetings held)

Other Directorships 1. Mahindra First Choice Wheels Limited
2. Suasth Health Care (India) Limited
3. Adani Enterprises Limited
(Excluding Mahindra Rural Housing Finance Limited)

Membership / Chairmanship of Committees of other Boards

(Excluding Mahindra Rural Housing Finance Limited)

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
1.	Mahindra First Choice Wheels Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member

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Tel: +91 22 66523500
Fax: +91 22 24972741

Justification for choosing the appointee as Independent Director

The re-appointment of Dr. Narendra Mairpady for a second term as an Independent Director of the Company is justified by his Integrity, Proficiency, skill set, expertise, qualifications, experience and his performance as an Independent Director during his first term.

By Order of the Board

**Navin Joshi
Company Secretary**

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Worli, Mumbai - 400 018.
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Email: investorhelpline.mrhfl@mahindra.com
Website: www.mahindrahomefinance.com

Place : Mumbai

Date : 9th August, 2020

Regd. Office:

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Statement pursuant to Section 102(1) of the Companies Act, 2013

Dr. Narendra Mairpady was appointed as an Independent Director by the Shareholders pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office for a term of 5 (five) consecutive years commencing from 13th August, 2015 to 12th August, 2020.

The Nomination & Remuneration Committee (NRC) vide its Circular resolution No. 1/2020-21 passed on 7th August, 2020, recommended the re-appointment of Dr. Narendra Mairpady for a second term of five years commencing from 13th August, 2020 to 12th August, 2025, based on the qualifications, experience, evaluation of his performance during his first term and other relevant criteria.

The Board of Directors based on the relevant criteria and the recommendation of the NRC, approved and recommended the re-appointment of Dr. Narendra Mairpady to the shareholders as an Independent Director for a period of 5 years commencing on 13th August, 2020 to 12th August, 2025, vide its Circular Resolution passed on 9th August, 2020.

Dr. Narendra Mairpady has confirmed that he is not disqualified from being appointed as a Director under section 164 of the Act.

The Company has received declaration from Dr. Mairpady stating that he meets the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013.

The Company has received notice in writing from one of the Members under Section 160 of the Act, proposing the candidature of Dr. Narendra Mairpady for Office of the Independent Director of the Company.

Copy of the draft letter of re-appointment of Dr. Narendra Mairpady setting out terms and conditions of re-appointment will be available for inspection to Members prior to the Meeting upon request made to the Company Secretary on joshi.navin@mahindra.com. During the continuance of the Meeting, too, it will be made available for inspection electronically by the Company Secretary, upon request.

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The Board recommends the re-appointment of Dr. Narendra Mairpady ([DIN : 00536905](#)) as an Independent Director of the Company for a second term of 5 years with effect from 13th August, 2020 to 12th August, 2025, in accordance with the provisions of Section 149 read with Schedule IV of the Act. In the opinion of the Board, Dr. Narendra Mairady fulfills the conditions as specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director, and is independent of the Management.

Except Dr. Narendra Mairpady, and his relatives, none of the other Directors, Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

By Order of the Board

Navin Joshi
Company Secretary

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Place : Mumbai

Date : 9th August, 2020

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THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

To,
The Board of Directors,
Mahindra Rural Housing Finance Limited
Mahindra Towers,
P. K. Kurne Chowk,
Worli, Mumbai – 400 018.

*I / *We _____ *son/*daughter of _____ *resident
of / *having Registered Office at _____ holding
_____ Equity Shares of the Company of Rs. 10 each in *my/*our name hereby
give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the
Extraordinary General Meeting of the Company at 4.15 p.m. on 12th August, 2020, at
a shorter notice.

Signature

Name
(in Block Letters)

Date :

*Strike off whatever is not applicable

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