Mahindra Rural Housing Finance Ltd.
Unit No. 203, Amiti Building,
Piramal Agastya Corporate Park,
Opposite Fire Brigade Station,
Kamani Junction, L.B.S. Main Road,
Kurla (West), Mumbai- 400 070.
Tel: +91 22 6292 9800

30th November 2023

The General Manager Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Name of the Scrip: Mahindra Rural Housing Finance Limited

Dear Sir,

Sub.: Extraordinary General Meeting to be held on 22nd December 2023

This is to inform you that an Extraordinary General Meeting of the Members of Mahindra Rural Housing Finance Limited is scheduled to be held at 3.00 p.m., on Friday, the 22nd December 2023, at the Registered Office of the Company i.e. at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018, to transact the special business as mentioned in the Notice of the Meeting which is enclosed herewith.

Kindly take the same on record.

Thanking you.

Yours Faithfully, For **Mahindra Rural Housing Finance Limited**

Navin Joshi Company Secretary & Compliance Officer

Encl.: As above.

Mahindra Rural Housing Finance Ltd. Unit No. 203, Amiti Building, Piramal Agastya Corporate Park, Opposite Fire Brigade Station, Kamani Junction, L.B.S. Main Road, Kurla (West), Mumbai- 400 070. Tel: +91 22 6292 9800

NOTICE

An Extraordinary General Meeting (EGM / Meeting) of the Members of Mahindra Rural Housing Finance Limited will be held at 3.00 p.m. on Friday, the 22nd December 2023, at Mahindra Towers, 4th Floor, P. K. Kurne Chowk, Worli, Mumbai - 400 018 to transact the following Business:

SPECIAL BUSINESS:

1. Appointment of Ms. Smita Mankad as an Independent Director of the Company for a term of 5 consecutive years commencing from 22nd December 2023 to 21st December 2028 (both days inclusive).

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") the Companies (Appointment and Qualifications of Directors) Rules, 2014, and such other rules as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force], and Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and Senior Management, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors Ms. Smita Mankad (DIN: 02009838) who has given consent to act as Director of the Company, if appointed as such, along with a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, and Rules framed thereunder, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, being so eligible, is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from i.e. 22nd December 2023 to 21st December 2028 (both days inclusive), not liable to retire by rotation;

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

NOTES:

- (1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts relating to the business stated under item no. 1 is annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.
- (3) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority as applicable, to attend and vote on their behalf at the Meeting. The Proxyholder shall prove his / her identity at the time of attending the Meeting.
- (4) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- (5) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (6) A route map along with the prominent landmark for the ease of locating the venue of the Meeting, is a part of this Notice.

- (7) Members are requested to intimate to the respective Depository Participant about changes, if any, in their registered addresses / bank mandates, and quote their Client ID and DP ID in all correspondence.
- (8) Members may also note that the Notice of the EGM will also be available on the Company's website: www.mahindrahomefinance.com.
- (9) Relevant documents referred to in the Notice 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, the documents will be made available for inspection electronically by the Company Secretary, upon request.

(10) Registrars & Share Transfer Agents:

KFin Technologies Limited

Unit: Mahindra Rural Housing Finance Limited

Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District,

Nanakramguda, Serilingampally Mandal,

Hyderabad - 500 032

Email: einward.ris@kfintech.com

Tel. No.: +91 040 67162222 | Toll Free No.: 1800-345-4001

Fax No.: +91 040 23001153

(11) Members / Proxies / Representatives are requested to bring their Attendance Slip.

By Order of the Board

Sd/Navin Joshi
Company Secretary & Compliance Officer
(ACS9049)

Registered Office:

Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018. CIN: U65922MH2007PLC169791

Tel: +91 22 66526000

Email: <u>investorhelpline.mrhfl@mahindra.com</u> Website: <u>www.mahindrahomefinance.com</u>

Place: Mumbai

Date: 30th November 2023

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO. 1

Mrs. Anjali Raina, Independent Director of the Company has tendered the resignation which shall be effective from 22nd December 2023, due to other professional commitments.

Accordingly, in compliance of section 149 of the Act and Rules thereunder and, regulation 17 of the SEBI Listing Regulations, it is proposed to appoint Ms. Smita Mankad (DIN: 02009838) as a new Independent Director.

The Nomination and Remuneration Committee (NRC) at its meeting held on 28th November 2023 and the Board of Directors vide circular resolution passed on 29th November 2023 have recommended the appointment of Ms. Smita Mankad as an Independent Director (not liable to retire by rotation), for a term of 5 (five) consecutive years commencing from the date of approval by the shareholders, upon recommendation of the Nomination and Remuneration Committee.

In terms of the regulation 17(1C) SEBI Listing Regulations, the approval of shareholders for appointment of a person on the Board of Directors is to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received Notice in writing from a Member of the Company under Section 160 of the Act proposing Ms. Smita Mankad's candidature for the office of Director of the Company.

Ms. Smita Mankad has given consent to act as Director of the Company, if appointed, and has furnished Form DIR-8 as prescribed under Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming that she is not disqualified from being appointed as a Director of the Company under section 164(1) and 164(2) of the Act.

She is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE circular no. LIST/COMP/14/2018-19 dated 20th June 2018 pertaining to Enforcement of SEBI Orders regarding appointment of Directors by the listed companies and has given her consent in writing to act as a Director of the Company.

Ms. Smita Mankad has confirmed that she satisfies the criteria of 'fit and proper' and other criteria as prescribed by the Reserve Bank of India vide its Notification No. RBI/2020-21/73 DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated 17th February 2021 on Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with Notification No. RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 dated 19th October 2023 on Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. Her Directorship / Committee memberships are within the statutorily permitted limits.

She is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is has successfully qualified the online proficiency self-assessment test as per Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In view of the above, the Company is seeking Members' approval for appointment of Ms. Smita Mankad as an Independent Director of the Company.

A brief profile of Ms. Smita Mankad, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships/chairmanships of Board Committees, etc. are given below.

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

Name of the Director	Ms. Smita Mankad		
Category	Independent Director (not liable to retire by rotation)		
Director Identification No.	02009838		
Nationality	Indian		
Date of Birth / Age	20-03-1971 / 52 years		
Qualifications	(A) BA (Hons.) Economics, Lady Shriram College for Women, Delhi University.		
	(B) MBA Finance, Narsee Monjee Institute of Management Studies, University of Mumbai.		
Experience	30+ years		

Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards Ms. Smita Mankad has three decades of experience spanning the corporate, social and government sectors, and further, a combination of both grassroots level work and board level governance – unique combinations that give her an unparalleled perspective on both policy and implementation.

An Independent Woman Director on top level corporate boards, and an independent consultant to retail, social and craft enterprises offering business planning support to ensure sustainability, where she aims to combine commercial impact with social impact – her area of interest, passion and experience.

Ms. Smita currently serves as Independent Woman Director on the Boards of Fabindia Limited, Mahindra Heavy Engines Ltd. (MHEL), Mahindra Waste to Energy Pvt. Ltd., Swaraj Engines Ltd., Imperial Auto Ltd. and DSP India International Financial Service Centre. She is also on the Boards of the Women on Wings Foundation in the Netherlands and India; WOW is an Indo-Dutch organization whose aim is to create 1 million jobs for women in rural India, and TARSHI, an NGO which works on creating safe spaces for young people.

She has served on the Boards of Mahindra Vehicle Manufacturing Ltd. till its merger into M&M, Mahindra Renewables (solar), Mahindra Auto Steel Ltd., and Compact India Pvt. Ltd., a company in the area of international humanitarian aid producing rescue food for severely malnourished children.

As part of the team that collaborated to co-create Creative Dignity (CD) in April 2020 as COVID response to help the artisans and craftspeople of India in distress, Ms. Smita is a core member of the team and Governing Council. CD is a volunteer movement spread across India to work on artisan Relief, Rehabilitation and Rejuvenation. It is a unique community based movement bringing social and systems change through collaboration.

She worked in the Government during 2017-18 as Head of the newly set up Food Fortification Resource Centre (FFRC) at the Food Safety and Standards Authority of India (FSSAI), Ministry of Health & Family Welfare, Government of India. FFRC was set up in partnership with the TATA TRUSTS to address the issue of micronutrient malnutrition (vitamin and mineral deficiencies) in India, a silent epidemic. This directly impacts women and children most and addresses India's national statistics on health and nutrition - 53% of all women in the reproductive age (15 – 49 years) group and 58.4% of children (6 – 59 months) in India are anaemic. She served as Member on the CII National Committee on Nutrition during this time as well. In June 2020, she was

appointed to the State Level Expert Committee of the Haryana Government under POSHAN Abhiyaan.

An Economics (Hons) graduate from Lady Shriram College for Women (1989-92) Delhi University, and an MBA from Narsee Monjee Institute of Management Studies (1992-94) Mumbai University, India, she started her career with TATA Motors in export finance, and after 6 years with ABN AMRO Bank in corporate banking product management, moved to Fabindia where she has spent 12 years across various divisions including international business, retail operations and setting up new stores, launching the personal care range, creating systems processes and internal audits, and thereafter managing the Fabindia's entire sourcing and supply chain its wholly owned subsidiary Artisans Micro Finance Pvt. Ltd. (AMFPL), of which she was Managing Director from 2008 to 2013. She also worked with ORGANIC INDIA from 2013–15 on their nutrition, preventive healthcare and wellness enterprise.

As Managing Director of AMFPL she was responsible for setting up and managing the 18 Community Owned Companies (COCs) that formed Fabindia's supply chain, a unique initiative where rural artisans were made shareholders in these companies, thereby directly giving them a share in the profits. Through these 18 companies, she and her team of 600 worked with over 1000 producer groups and suppliers, and through them 80,000 artisans across India, creating 23,000 artisan shareholders. The aim was not only to assure the supply chain but also of revive crafts, create jobs, keep the jobs in rural areas, and bring sustainable prosperity to artisan communities. This gave women artisans and specially home-based workers a chance to be part of the economic growth story - they brought income to their families, prosperity to their craft and their villages and most importantly self confidence and agency to their own lives. Fabindia's supply chain is a case study at Harvard and the Indian Institute of Management.

Invited to join the Fabindia Board of Directors in October 2021 has brought her back full circle to the organization she helped build up.

Ms. Smita has been chosen to participate in a number of Vital Voices (USA) programs as an engaged women leader making a difference in her region (https://www.vitalvoices.org/). She has been part of the Fortune-US State Department Program in 2010 (which connect leading women business executives from Fortune 500 companies in the US with emerging women leaders from around the world), Bank of America Global Ambassador's Program 2012 (select cohort of 6 https://www.global-ambassadors.org/people/smita-mankad/) & chosen as part of

Vital Voices 100 in 2016. She is currently part of the 1st cohort of the VV Women Lead India Fellowship 2022-23 as a senior Changemaker.

She plays it forward through her pro-bono work in women's leadership and mentoring with the Lady Shri Ram College Alumni Association www.lsralumna.org (elected to the Executive Committee twice 2015-19), the Young India Fellowship at Ashoka University, and the Vedica Scholars Program for Women in New Delhi (www.vedicascholars.com/), where she is also on the Advisory Committee. She was also 1 out of only 5 (out of 12,000 alumni), chosen to feature in a video film by the American Embassy on Cultural Exchange Alumni from India – Video link at http://goo.gl/8xw3vy

Ms. Smita was awarded the Vedica Women's Alliance V-WA 50 Award for excellence in Marketing & Sales in 2021, and the Social Innovation Award by the Women Mentors Forum in 2023. She has also been profiled in the book 'She Is' - a compilation of women advancing the Sustainable Development Goals in India - for her work with SDG 10 'Reduced Inequalities'.

Ms. Smita was awarded the prestigious Chevening Research, Science and Innovation Program (CRISP) Fellowship of the British Foreign, Commonwealth and Development Office (FCDO) and spent the summer of 2022 at St. Cross College, University of Oxford, exploring systems change solutions to the issue of livelihoods, particularly for rural women; and looking to take the Creative Dignity model of volunteer based collaboration global. https://www.chevening-research-science-and-innovation-leadership-fellowship-crisp/

She remains committed to working in the field of social entrepreneurship and empowerment at a grassroots level and to women's leadership and mentoring at a global level.

She practices reflexology and runs a zero waste-to-landfill home.

Terms and conditions of appointment or reappointment

Appointment as Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from 22nd December 2023 to 21st December 2028 (both days inclusive).

Details of remuneration sought to be paid and remuneration last drawn.

Ms. Smita Mankad would be entitled to sitting fees for attending the Meetings of the Board of Directors and the Committees thereof and the commission as may be approved by the shareholders / Board

mahindra HOME FINANCE

Date of first appointment on the Board	Not Applicable.			
Shareholding in the Company	NIL			
Relationship with other Directors and Key Managerial Personnel of the Company	None of the Directors of the Company are <i>inter-se</i> related to each other or with the Key Managerial Personnel of the Company.			
Number of meetings of the Board attended during the Financial Year 2023-24	NA			
Other Directorships	Sr. No.	Name of the Companies/Bodies Corporate		Status
	1.	Mahindra Heavy Er	gines Limited	Independent Director
	2.	Mahindra Waste to Energy Solutions Limited		Independent Director
	3.	Imperial Auto Industries Limited		Independent Director
	4.	Fabindia Limited		Independent Director
	5.	Women on Wings Foundation		Non - Executive Director
	6.	7. DSP Fund Managers IFSC Private Limited		Independent Director
	7.			Independent Director
	8.			Member, Governing Board
Mambaushin / Chairmanahin				
Membership / Chairmanship of Committees of other Boards	Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
	1.	Mahindra Heavy	Audit Committee	Chairperson
		Engines Limited	Nomination and Remuneration Committee	Member
	2.	Mahindra Waste to Energy Solutions Limited	Nomination and Remuneration Committee	Chairperson
			Audit Committee	Member
	3.	Imperial Auto Industries Limited	Nomination and Remuneration	Chairperson

Justification for choosing the appointee as Independent Director Listed entities from which resigned in past three years	Considering the qualifications, experience and expertise of Ms. Smita Mankad and her performance as an Independent Director in other group companies, as also her integrity borne out by her conduct as an independent director on the board of the said group companies, the Board of Directors concluded that her appointment as an Independent Director on the Board of the Company is justified. None			
	4.	Fabindia Limited	Committee Corporate Social Responsibility Committee Audit Committee Corporate Social Responsibility Committee Audit Committee Nomination and Remuneration Committee	Chairperson Member Chairperson Member Member

In the opinion of the Board, Ms. Smita Mankad fulfills the conditions as specified in the Act and the Rules framed thereunder for appointment as an Independent Director, and she is independent of the Management.

As on the date of this Notice, Ms. Smita Mankad does not hold, by herself or for any other person on a beneficial basis, any Equity Shares in the Company.

Ms. Smita Mankad is not *inter-se* related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

As per the provisions of Section 149 of the Act, Ms. Smita Mankad shall hold office for a term of 5 (five) consecutive years commencing from 22nd December 2023 and ending on 21st December 2028. Being an Independent Director, Ms. Smita Mankad will not be liable to retire by rotation.

Copy of the proposed letter of appointment of Ms. Smita Mankad setting out the terms and conditions of appointment shall be available for inspection without any fee by the Members at the Registered Office and Corporate Office of the Company between 10.00

a.m. to 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays).

None of the Directors or Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution under consideration.

The Board is of the view that Ms. Smita Mankad's knowledge and experience will be of immense benefit and value to the Company.

The Board recommends the Special Resolution set out in the Notice in relation to the appointment of Ms. Smita Mankad as an Independent Director, for approval by the Members of the Company.

By Order of the Board

Sd/Navin Joshi
Company Secretary & Compliance Officer
(ACS9049)

Registered Office:

Mahindra Towers, P. K. Kurne Chowk,

Worli, Mumbai - 400 018.

CIN: U65922MH2007PLC169791

Tel: +91 22 66526000

Email: investorhelpline.mrhfl@mahindra.com
Website: www.mahindrahomefinance.com

Place: Mumbai

Date: 30th November 2023

- ROUTE MAP

Extraordinary General Meeting of Mahindra Rural Housing Finance Limited to be held at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018, at 3.00 p.m., on Friday, 22nd day of December 2023.

Prominent Landmark: Near Worli T.V. Tower (Doordarshan Kendra).



MAHINDRA RURAL HOUSING FINANCE LIMITED

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018.

Corporate Office: Unit No. 203, Amity Building, Piramal Agastya Corporate Park, Opposite Fire Brigade Station, Kamani Junction, L.B.S. Main Road, Kurla (West), Mumbai - 400 070.

Corporate Identity Number: U65922MH2007PLC169791 | Tel: +91 22 6652 3500 Website: www.mahindrahomefinance.com; | E-mail: investorhelpline.mrhfl@mahindra.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

			1.11.11.11.11.11.11.11.11.11.11.11.11.1	
Na	ame(s) of the Member(s	s) :	:	
Re	gistered Address	:	:	
E-1	mail ID	:	:	
Cl	ient ID	:	:	
DI	PID	:	:	
	Ve, being the Member ity Shares hereby appo		NDRA RURAL HOUSING FINANCE LIMITED holding	
1	Name	:		
	Address	:		
	E-mail ID	:		
	Signature	:		
or f	failing him/her;			
2	Name	:		
	Address	:		
	E-mail ID	:		
	Signature	:		

or failing him/her;

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 the **Extraordinary General Meeting** of **Mahindra Rural Housing Finance Limited** to be held at 3.00 p.m., on Friday, 22nd December 2023, at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018, and at any adjournment(s) thereof in respect of resolution mentioned below:

Resolu	Description		
tion			
No.			
1.	Appointment of Ms. Smita Mankad as an Independent Director of the Company for a term of 5 consecutive years commencing from 22 nd December 2023 to 21 st December 2028 (both days inclusive).		

Signed thisday of	2023.	
		Affix
		Revenue
		Stamp
Signature of Shareholder		Re. 1/-

Signature of Proxy Holder(s)

NOTE:

- (1) A Proxy need not be a Member of the Company.
- (2) This form of Proxy in order to be effective should be duly stamped completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (3) A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights; provided that 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 Proxy for any other person or shareholder. The Proxy-holder shall prove his / her identity at the time of attending the Meeting.

MAHINDRA RURAL HOUSING FINANCE LIMITED

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018.

Corporate Office: Unit No. 203, Amit Building, Piramal Agastya Corporate Park, Opposite Fire Brigade Station, Kamani Junction, L.B.S. Main Road, Kurla (West), Mumbai - 400 070.

Corporate Identity Number: U65922MH2007PLC169791 | Tel: +91 22 6652 3500

 $\textbf{Website:} \underline{www.mahindrahomefinance.com}; \mid \textbf{E-mail:} \underline{investorhelpline.mrhfl@mahindra.com}$

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING ROOM.

Name and Registered Address of the Shareholder	:		
Joint Holder 1	:		
Joint Holder 2	:		
DP ID no.	:		
Client ID no.	:		
No. of Shares	:		
I hereby record my presence at the being held at 3.00 p.m. on Friday, 22 – 400 018.	•	O .	O .
Name(s) of the Shareholder(s)/Rep (IN BLOCK CAPITALS)	presentative/Proxy		
Signature(s) of the Shareholder(s)/	Representative/Proxy		
		1	