

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, Coimbatore – 641002, India.
Ph:+91 422 4973111,Email: mount@mounthousing.com, Website:www.mounthousing.com
CIN: L45201TZ1995PLC006511

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the members of Mount Housing And Infrastructure Limited will be held at 11:00 AM on Tuesday, September 29, 2020, at the Registered Office of the Company situated at 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, Coimbatore-641002 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, 2020 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.

Special Business:

3. Re-appointment and remuneration to Mr. Ramesh Chand Bafna (DIN:02483312), Managing Director.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company and as approved by the Board of Directors of the Company (on the recommendation by the Nomination and Remuneration Committee), the approval of the shareholders be and is hereby accorded to the re-appointment of Mr. Ramesh Chand Bafna (DIN:02483312) as the Managing Director, a Key Managerial Personnel of the Company, for a period of five years with effect from 01.04.2020, on the terms and conditions including remuneration as set out hereunder with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Ramesh Chand Bafna.

TENURE:

The re-appointment of Mr. Ramesh Chand Bafna as the Managing Director, a Key Managerial Personnel of the Company shall be for a further period of 5 years with effect from 01.04.2020 and expiring on 31.03.2025.

REMUNERATION FOR A PERIOD OF 3 YEARS

a. BASIC SALARY

The basic salary of the Managing Director shall be Rs.2,00,000/- per month.

b. PERQUISITES AND ALLOWANCES

In addition to the basic salary payable, the Managing Director shall be entitled to the following perquisites and allowances:

- i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's basic salary per year;
- ii) Leave Travel Allowance for self and family once in a year subject to a ceiling of one month's basic salary per year;
- iii) Fees for Clubs subject to a maximum of two clubs excluding admission and life membership fee;
- iv) Personal Accident Insurance of an amount, premium of which does not exceed Rs.4000/- per year;
- v) Provision of car for use of Company's business and telephone at residence. Personal long distance calls on telephones and use of car for private purpose shall be billed by the Company.

c. PERQUISITES NOT INCLUDED IN MANAGERIAL REMUNERATION

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iii) Encashment of leave at the end of the tenure.

Overall Remuneration

The total remuneration (i.e. salary, perquisites and allowances) in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, be in force and amendments thereto. In case of any doubts/discrepancy/clarification that may arise with respect to the remuneration payable, the same shall be determined and decided by the Board of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr. Ramesh Chand Bafna and accepted by the Board of Directors of the Company.

Minimum Remuneration

In the event of no profits or inadequacy of profits, in any financial year during the currency of the tenure of the Managing Director, the company may pay remuneration to the Managing Director, which shall not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force)."

"RESOLVED FURTHER THAT Mr. Kalpesh Bafna (DIN:01490521), Whole-time Director of the Company be and is hereby authorised to sign and file the necessary forms with the Registrar of Companies, make entries as appropriate in the registers of the Company and to do all such acts, deeds or things as may be necessary to give effect to the abovesaid resolutions."

4. Re-appointment and remuneration to Mr. Kalpesh Bafna (DIN:01490521), Whole-Time Director.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company and as approved by the Board of Directors of the Company (on the recommendation by the Nomination and Remuneration Committee), the approval of the shareholders be and is hereby accorded to the re-appointment of Mr. Kalpesh Bafna (DIN:01490521) as the Whole-time Director, a Key Managerial Personnel of the Company, for a further period of five years with effect from 01.04.2020, on the terms and conditions including remuneration as are set out hereunder with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Kalpesh Bafna.

TENURE:

The re-appointment of Mr. Kalpesh Bafna as the Whole-time Director, a Key Managerial Personnel of the Company shall be for a further period of 5 years with effect from 01.04.2020 and expiring on 31.03.2025.

REMUNERATION FOR A PERIOD OF 3 YEARS

a. BASIC SALARY

The basic salary of the Whole-time Director shall be Rs.1,00,000/- per month.

b. PERQUISITES AND ALLOWANCES

In addition to the basic salary payable, the Whole-time Director shall be entitled to the following perquisites and allowances:

- i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's basic salary per year;
- ii) Leave Travel Allowance for self and family once in a year subject to a ceiling of one month's basic salary per year;
- iii) Fees for Clubs subject to a maximum of two clubs excluding admission and life membership fee;
- iv) Personal Accident Insurance of an amount, premium of which does not exceed Rs.4000/- per year;
- v) Provision of car for use of Company's business and telephone at residence. Personal long distance calls on telephones and use of car for private purpose shall be billed by the Company.

c. PERQUISITES NOT INCLUDED IN MANAGERIAL REMUNERATION

- I) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and

- iii) Encashment of leave at the end of the tenure.

Overall Remuneration

The total remuneration (i.e. salary, perquisites and allowances) in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, be in force and amendments thereto. In case of any doubts/discrepancy/clarification that may arise with respect to the remuneration payable, the same shall be determined and decided by the Board of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr.Kalpesh Bafna and accepted by the Board of Directors of the Company.

Minimum Remuneration

In the event of no profits or inadequacy of profits, in any financial year during the currency of the tenure of the Whole-time Director, the company may pay remuneration to the Whole-time Director, which shall not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force)."

"RESOLVED FURTHER THAT Mr. Kalpesh Bafna (DIN:01490521), Whole-time Director of the Company be and is hereby authorised to sign and file the necessary forms with the Registrar of Companies, make entries as appropriate in the registers of the Company and to do all such acts, deeds or things as may be necessary to give effect to the abovesaid resolutions."

Place: Coimbatore

Date: 02.09.2020

By Order of the Board of Directors

RAMESH CHAND BAFNA

Managing Director

DIN: 02483312

NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to social distancing norms and other safety protocols as per the latest guidelines/ advisories/ SOP's issued by the Ministry of Health and Family Welfare, Government of India and the State Government, amid the COVID-19 Pandemic.
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. Proxies submitted on behalf of companies, societies etc must be supported by an appropriate resolution/ authority as applicable.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. 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.
7. 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.
8. 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.
9. All documents referred to in the notice and the explanatory statement pursuant to Section 102 shall be 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.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the details of the special business to be transacted at the Annual General Meeting is annexed hereto
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 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).
12. As per the SEBI Listing Regulations, the securities of a listed company can only be transferred in dematerialized form, except in case of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding

shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or the Company's Registrar and Share Transfer Agent for assistance in this regard.

13. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agent of the Company, Cameo Corporate Services Limited by email to murali@cameoindia.com or with the Company by email to cs@mounthousing.com / 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.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address (enclose copy of Aadhar card), email address, telephone / mobile numbers, Permanent Account Number (PAN) (enclose copy of PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code (enclose cancelled cheque leaf), etc., to their Depository Participant in case the shares are held by them in electronic form and to the Registrar & Share Transfer Agent of the Company, Cameo Corporate Services Limited by email to murali@cameoindia.com or with the Company by email to cs@mounthousing.com
15. Members with any query relating to financial statements, are requested to send the query to the Company Secretary, at least seven days before the date of the Meeting.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's Registrars and Transfer Agents (RTA), Cameo Corporate Services Limited, in case the shares are held in physical form.
17. The members who hold shares on the cut-off date of September 22, 2020 are eligible to exercise their right to vote through remote e-voting or voting through ballot at the venue of the Annual General Meeting. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this notice for information purposes only.
18. In consonance with the MCA Circulars and the SEBI Circular, in view of COVID-19 pandemic, the Notice of the AGM and the Annual Report for the financial year 2019-2020 is being sent only through electronic mode to all the shareholders. The Notice of the 25th AGM and the Annual Report 2020 will also be displayed on the Company's website www.mounthousing.com and on the website of the stock exchange at www.bseindia.com. All the members are requested to ensure to keep their email address updated with the Depository Participants, Registrar and Share Transfer Agent and the Company to enable them to receive communications in electronic form.
19. The Route Map to the venue of the Meeting is annexed herewith.
20. **VOTING THROUGH ELECTRONIC MEANS**
 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is pleased to provide the members with the facility to exercise their right to vote on the AGM subjects by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL).

2. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
3. The members who have cast their vote by remote evoting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote.
4. The facility for remote e-voting begins on September 26, 2020 at 09:00 a.m. and ends on September 28, 2020 at 05:00 p.m. (the date preceding the date of the AGM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2020 may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
5. Mr. R. Ramchandrar of M/s. R. Ramchandrar & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting by electronic means and by the use of ballot paper or polling paper, in a fair and transparent manner.
6. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
7. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the scrutinizers report shall be placed on the website of the Company at www.mounthousing.com and on the website of CDSL immediately after the result is declared by the Chairman and shall be simultaneously communicated to BSE Limited, Mumbai.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Mount Housing and Infrastructure Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xviii) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at the email address ramcsllb@gmail.com and to the Company at the email address mount@mounthousing.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) If you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting

Name of the Director	Mr. Ramesh Chand Bafna	Mr. Kalpesh Bafna
Date of Birth	21.12.1956	19.04.1980
Date of Appointment	01.04.2015	01.04.2015
DIN	02483312	01490521
Qualifications	Mr. Ramesh Chand Bafna is a Commerce Graduate and holds a Post Graduate Diploma in Management from IIM Bengaluru.	Mr. Kalpesh Bafna is a Commerce graduate and holds a Post Graduate Diploma in Management Information Systems.
Expertise in specific functional area	Converging two decades of profound hands-on experience, Mr. Ramesh Chand Bafna is a highly respected personality in the real-estate industry. His understanding of the real-estate business and entrepreneurial acumen has been enhanced by his unique advantage of being involved in varied spheres of multifold business enterprises for decades. He has been dedicatedly involved in several social and cultural organisations and has largely contributed to their enrichment and empowerment for many years.	He possesses over 15 years of rich experience and expertise in the construction and real estate industry. He is a young and vibrant personality who brings in a host of contemporary business ideas to the table that are a perfect fusion of both his academic and professional expertise. Many years of rich business heritage and the acumen he has inherited due to his active involvement in his family businesses, has given him an edge over others.
Disclosure of relationships between directors inter-se	Mr. Ramesh Chand Bafna is the father of Mr. Kalpesh Bafna, Whole-time Director of the Company.	Mr. Kalpesh Bafna is the son of Mr. Ramesh Chand Bafna, Managing Director of the Company.
Name of the listed entities in which the person also holds the directorship and the membership of the Committees of the Board	NA	NA
Chairmanships/ Memberships of the committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NA	NA
Number of shares held in the Company	18,08,500	2,90,000

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No : 3 Re-appointment and remuneration to Mr. Ramesh Chand Bafna (DIN:02483312), Managing Director.

Mr. Ramesh Chand Bafna had been appointed as the Managing Director of the Company for a period of five years with effect from 01.04.2015 at the Annual General Meeting held on 30.09.2015.

Subject to the approval of the shareholders, the Board of Directors at their meeting held on March 19,2020, on the recommendation of the Nomination and Remuneration Committee, have re-appointed Mr. Ramesh Chand Bafna (DIN:02483312), as the Managing Director of the Company for a period of five years with effect from April 01,2020 to March 31,2025. The remuneration has not been revised and remains the same at Rs.2,00,000/- per month for a period of three years. His appointment is not liable to retire by rotation.

Mr. Ramesh Chand Bafna is the father of Mr. Kalpesh Bafna, Whole-time Director of the Company. Mr. Ramesh Chand Bafna is the father-in-law of Mrs. Poonam Bafna, the Chief Financial Officer of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ramesh Chand Bafna, Mr. Kalpesh Bafna, Mrs. Poonam Bafna and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Ramesh Chand Bafna has vast experience and knowledge and his re-appointment as the Managing Director will be in the interest of the Company. The Board recommends the Ordinary Resolution as set out at Item No.3 for the approval of the shareholders.

Item No : 4 Re-appointment and remuneration to Mr. Kalpesh Bafna (DIN:01490521), Whole-time Director.

Mr. Kalpesh Bafna had been appointed as the Whole-time Director of the Company for a period of five years with effect from 01.04.2015, at the Annual General Meeting held on 30.09.2015.

Subject to the approval of the shareholders, the Board of Directors at their meeting held on March 19,2020, on the recommendation of the Nomination and Remuneration Committee, have re-appointed Mr. Kalpesh Bafna (DIN:01490521), as the Whole-time Director of the Company for a period of five years with effect from April 01,2020 to March 31,2025. The remuneration has not been revised and remains the same at Rs.1,00,000/- per month for a period of three years. His appointment is liable to retire by rotation.

Mr. Kalpesh Bafna is the son of Mr. Ramesh Chand Bafna, Managing Director of the Company. Mr. Kalpesh Bafna is the husband of Mrs. Poonam Bafna, the Chief Financial Officer of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ramesh Chand Bafna, Mr. Kalpesh Bafna, Mrs. Poonam Bafna and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Kalpesh Bafna has vast experience and knowledge and his re-appointment as the Whole-time Director will be in the interest of the Company. The Board recommends the Ordinary Resolution as set out at Item No.4 for the approval of the shareholders.

INFORMATION TO BE PROVIDED UNDER SCHEDULE V, PART II (A) OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry: Real Estate Industry
2. Date or expected date of commencement of commercial production : Not applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable
4. Financial performance based on given indicators:

Particulars	For the financial year ended 31st March, 2020	For the financial year ended 31st March, 2019
	(Amount in Rs.)	(Amount in Rs.)
Revenue from operations	-	8,16,72,957
Other Income	8,36,606	3,66,239
Total Revenues	8,36,606	8,20,39,197
Total Expenses	2,79,38,291	8,04,17,377
Profit before tax	(2,71,01,685)	16,21,819
Tax expense		
Current tax	-	3,00,000
Deferred tax	1,12,278	2,14,727
Profit after Tax	(2,72,13,963)	11,07,092

5. Foreign investments or collaborations, if any : Nil

II. INFORMATION ABOUT THE APPOINTEE(S)

Particulars	Mr. Ramesh Chand Bafna	Mr. Kalpesh Bafna
Background details, Recognition and Awards	Mr. Ramesh Chand Bafna is a Commerce Graduate and holds a Post Graduate Diploma in Management from IIM Bengaluru. He has been recognized by various prestigious bodies and institutions for his business leadership and entrepreneurship.	Mr. Kalpesh Bafna is a Commerce graduate and holds a Post Graduate Diploma in Management Information Systems. He has been recognized by various prestigious bodies and institutions for his business leadership and entrepreneurship.
Past Remuneration	Rs.24 lakhs per annum	Rs.12 lakhs per annum
Job Profile and his suitability	He is the Managing Director of the Company. Converging two decades of profound hands-on experience, Mr. Ramesh Chand Bafna is a highly respected personality in the real-estate industry. His understanding of the real-estate business and entrepreneurial acumen has been enhanced by his unique advantage of being involved in varied spheres of multifold business enterprises for decades. He has been dedicatedly involved in several social and cultural organisations and has largely contributed to their enrichment and empowerment for many years.	He is the Whole-time Director of the Company. He possesses over 15 years of rich experience and expertise in the construction and real estate industry. He is a young and vibrant personality who brings in a host of contemporary business ideas to the table that are a perfect fusion of both his academic and professional expertise. Many years of rich business heritage and the acumen he has inherited due to his active involvement in his family businesses, has given him an edge over others.

Remuneration proposed	Refer Resolution No: 3	Refer Resolution No:4
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities and the industry bench marks the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable industries.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities and the industry bench marks the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable industries.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Managing Director of the Company. Mr. Ramesh Chand Bafna is the father of Mr. Kalpesh Bafna, Whole-time Director of the Company. Mr. Ramesh Chand Bafna is the father-in-law of Mrs. Poonam Bafna, the Chief Financial Officer of the Company.	Whole-time Director of the Company. Mr. Kalpesh Bafna is the son of Mr. Ramesh Chand Bafna, Managing Director of the Company. Mr. Kalpesh Bafna is the husband of Mrs. Poonam Bafna, the Chief Financial Officer of the Company.

III OTHER INFORMATION

1. Reasons of loss or inadequate profits

The Company had completed its projects. As the prevailing conditions in the real estate industry were not conducive, the Company was not able to launch new projects.

2. Steps taken or proposed to be taken for improvement

There are projects in the pipeline. The new projects will be launched during the financial year, which in turn would generate revenue for the Company.

3. Expected increase in productivity and profits in measurable terms

Considering the prevailing volatile conditions in the real estate industry, the increase in productivity and profits are not measurable.

By Order of the Board of Directors

RAMESH CHAND BAFNA

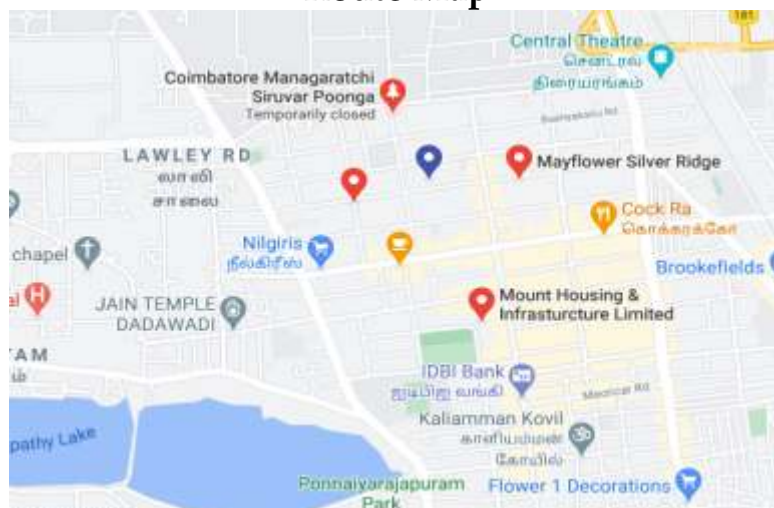
Managing Director

DIN: 02483312

Place: Coimbatore

Date: 02.09.2020

Route Map



MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, Coimbatore – 641002, India.
 Ph:+91 422 4973111,Email: mount@mounthousing.com, Website:www.mounthousing.com
 CIN: L45201TZ1995PLC006511

ATTENDANCE SLIP**25TH ANNUAL GENERAL MEETING – TUESDAY, 29TH SEPTEMBER, 2020- 11:00 A.M.**

I/ we hereby record my/our presence at the 25th Annual General Meeting of the members of the Company held on Tuesday, 29th September,2020 at 11:00 A.M. at the Registered Office of the Company situated at 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, R.S. Puram, Coimbatore - 641002

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

.....
 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:

- Name:
 Address:
 Email id:
 Signature:, or failing him
- Name:
 Address:
 Email id:
 Signature:, or failing him

MOUNT HOUSING AND INFRASTRUCTURE LIMITED

Registered Office: 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, Coimbatore – 641002, India.

Ph:+91 422 4973111,Email: mount@mounthousing.com, Website:www.mounthousing.com

CIN: L45201TZ1995PLC006511

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 **25th Annual General Meeting** of the Company, to be held on Tuesday, 29th September, 2020 at 11:00 A.M. at the Registered Office of the Company situated at 122 I, Silver Rock Apartment, 2nd Floor, Venkatasamy Road West, R.S.Puram, Coimbatore-641002 and at any adjournment thereof in respect of such resolutions as are indicated below:

<i>S.No</i>	<i>Resolution</i>
Ordinary Business	
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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.
Special Business	
3.	Re-appointment and remuneration to Mr. Ramesh Chand Bafna (DIN:02483312) Managing Director - Ordinary Resolution
4.	Re-appointment and remuneration to Mr. Kalpesh Bafna (DIN:01490521) Whole-time Director – Ordinary Resolution

Signed this day of 2020

Signature of Shareholder.....

Signature of Proxy holder(s).....

AFFIX
Re 1/-
Revenue
Stamp

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.**
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- Appointing a proxy does not prevent a member from attending the Meeting in person, if he / she so wishes.
- When a member appoints a proxy and both the member and the proxy attend the meeting, the proxy will automatically stand revoked.