
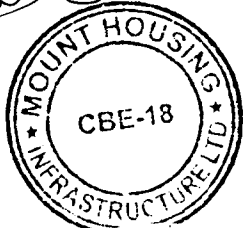


Notice is hereby given that an Extra Ordinary General Meeting of the Members of MOUNT HOUSING AND INFRASTRUCTURE LIMITED shall be held at the Registered Office of the Company at Thrisul Square, 180, 1st Floor, Race Course, Coimbatore - 641018 on 01st March 2017, Wednesday at 10.00 A M to transact with or without modification the following business:

I. SPECIAL BUSINESS BY ORDINARY RESOLUTION:

1. To consider and thought fit to pass with or without modification(s) the following as an **Ordinary Resolutions** :

“**RESOLVED** that pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Jitendra Kumar Jain (DIN 02506916)**, a non-executive Director of the Company whose term of appointment is liable to be determined by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from 01st March 2017 to 28 February, 2022.”

II. SPECIAL BUSINESS BY ORDINARY RESOLUTION

CIN - I45201TZ1995PLC006511

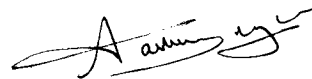
2. To consider and thought fit to pass with or without modification(s) the following as an **Ordinary Resolutions** :

“RESOLVED that pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. V. Manikandan (DIN 01920550)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from 01st March 2017 to 28 February, 2022.

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

“RESOLVED that pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, **Mrs. Alka Kankani (DIN 07062309)**, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from 01st March 2017 to 28 February, 2022.

**For and on Behalf of the Board
For MOUNT HOUSING AND INFRASTRUCTURE LIMITED**



**KALPESH BAFNA
Wholetime Director
(DIN: 01490521)**

*Place: Coimbatore
Date: 06.02.2017*

Note:

- ❖ Every member entitled to attend and vote at the meeting is also entitled to appoint a proxy. A proxy need not be a member of the Company.
- ❖ Proxies in order to be effective shall be lodged in the prescribed format at least 48 hours before the date of the meeting.
- ❖ The explanatory statement pursuant to Section 102(1) of the Companies Act 2013 is annexed hereto and forms part of the Notice.


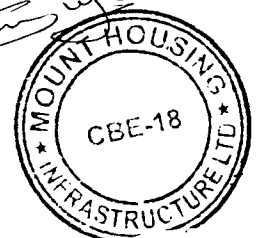
STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT 2013.

Item No 1

Mr. JITENDRA KUMAR JAIN (DIN 02506916), is a Non-Executive Independent Director of the Company. He is a Commerce Graduate and has over 15 years rich experience in the construction industry.

He was appointed to the Board on 13th September 1995 and has been an Non Executive Director of the Company pursuant to the provisions of the Companies Act, 1956. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and that he is independent of the Management. Hence, being eligible in terms of Section 149 and other applicable provisions of the Companies Act, 2013, he has been selected by the Board for appointment as an Independent Director for a term of five (5) consecutive years effect from 01st March 2017 to 28 February, 2022.

He is not a member in any committees. He is not a Director in any other Companies. He holds only 1000 shares in this Company.

A copy of the draft letter of appointment of Mr. Jitendra Kumar Jain as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

The board recommends the adoption of this ordinary resolution.

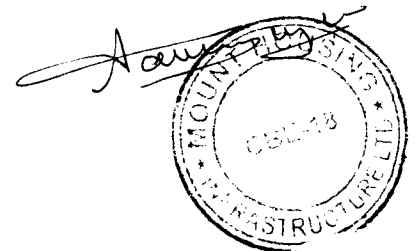
Except the appointee, None of the

- (i) Directors or the Manager;*
- (ii) Other Key Managerial Personnel; and*
- (iii) Relatives of the persons mentioned in (i) and (ii) above*
is deemed to be concerned or interested in the above said resolution,
except as a member of the Company.

Item No 2

Mr. V. Manikandan (DIN 01920550) is a Commerce Graduate and has rich experience in Capital Market activities for more than 25 years. His rich experience in the capital market will help the Company in the shareholder related areas and capital market areas. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made there under and that he is independent of the Management. Hence, being eligible in terms of Section 149 and other applicable provisions of the Companies Act, 2013, he has been selected by the Board for appointment as an Independent Director for a term of five (5) consecutive years effect from 01st March 2017 to 28 February, 2022



He holds Directorship in the Company M/s. Amarjothi Spinning Mills Limited.

He is a member of Corporate Social Responsibility committee of the Company M/s. Amarjothi Spinning Mills Limited.

He does not hold any shares in the Company.

A copy of the draft letter of his appointment as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The board recommends the adoption of this ordinary resolution.

Except the appointee, None of the

- (i) Directors or the Manager;*
- (ii) Other Key Managerial Personnel; and*
- (iii) Relatives of the persons mentioned in (i) and (ii) above*
is deemed to be concerned or interested in the above said resolution,
except as a member of the Company.

Item No 3

Mrs. Alka Kankani (DIN 07062309) holds a degree in B.Sc Home Science and has over 25 years rich experience in the Business administrations. She has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.




In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules made there under and that's she is independent of the Management. Hence, being eligible in terms of Section 149 and other applicable provisions of the Companies Act, 2013, I she has been selected by the Board for appointment as an Independent Director for a term of five (5) consecutive years effect from 01st March 2017 to 28 February, 2022

She holds Directorship in the Company M/s. Kankani Tea Traders Private Limited.

She is not a member of any committees of the Company.

She does not hold any shares in the Company.

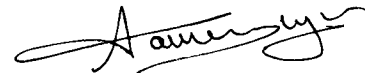
A copy of the draft letter of his appointment as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The board recommends the adoption of this ordinary resolution.

Except the appointee, None of the

- (i) Directors or the Manager;*
- (ii) Other Key Managerial Personnel; and*
- (iii) Relatives of the persons mentioned in (i) and (ii) above*
is deemed to be concerned or interested in the above said resolution,
except as a member of the Company.

For and on Behalf of the Board
For MOUNT HOUSING AND INFRASTRUCTURE LIMITED



KALPESH BAFNA
Whole time Director
(DIN: 01490521)

Place: Coimbatore

Date: 06.02.2017