

PUBLIC NOTICE

This notice is being issued jointly by India Mortgage Guarantee Corporation Private Limited (the "**Company**" or "**IMGC**"), Genworth Financial Mauritius Holdings Limited and Sagen International Holdings Inc. (collectively "**Purchasers**") along with International Finance Corporation, Asian Development Bank, and National Housing Bank (collectively "**Sellers**"), pursuant to Paragraph 42 of the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 (erstwhile Chapter X (Acquisition/ Transfer of Control of Applicable NBFCs) of the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016) issued by the Reserve Bank of India ("**RBI**") (including any modifications thereunder and any other applicable directions/circulars/notifications issued by RBI in this regard, from time to time) ("**RBI Directions**").

Background & Rationale for the Proposed Transaction

The Company is a private limited company incorporated under the Companies Act, 1956 with corporate identification number **U65922DL2006FTC153640** and has its registered office at **T- 10, Third Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector-12, Dwarka, Delhi - 110075**. The Company is registered as a non-banking financial company with the RBI in terms of the certificate of registration dated April 18, 2013, bearing reference number **N-14.03271** and further licensed and registered as a mortgage guarantee company under the 'Mortgage Guarantee Company (Reserve Bank) Guidelines, 2008' (amended and replaced by Mortgage Guarantee Companies (Reserve Bank) Directions, 2016 ("**Mortgage Guarantee Directions**")).

The Company had submitted an application to the RBI for its approval under the abovementioned RBI Directions for the transfer of 32.22% of equity shares of the Company by **Sellers** to the **Purchasers** as well as consequent changes in the composition of the board of directors of the Company ("**Board**") ("**Proposed Transaction**"). Through the Proposed Transaction, the Purchasers are desirous of increasing their shareholding in the Company.

RBI Approval

The Company had sought prior approval from RBI under the RBI Directions in relation to the Proposed Transaction for (i) a proposed change in shareholding of the Company which would result in an acquisition of more than 26% of the paid-up equity capital of the Company, on a cumulative basis, by the Purchaser; and (ii) consequential changes in the Board of the Company, as detailed in the application for prior approval submitted by the Company with the RBI.

Thereafter, RBI, vide its letter dated 21st December 2023, has granted its approval for the Proposed Transaction, subject to an issuance of a public notice as per the provisions of the RBI Directions and other terms as specified under the approval letter. Accordingly, this notice is being issued to provide information about the proposed change in the Company's shareholding and consequent change in its Board composition, as a result of the Proposed Transaction.

Any clarifications and/or objections in this regard may be sent by post to the registered office of the Company or by email to compliance@imgc.com within 30 (thirty) days of the publication of this notice.

A copy of this notice is also available on the Company's website at www.imgc.com.

Sd/-

India Mortgage Guarantee Corporation Private Limited

Sd/-

Genworth Financial Mauritius Holdings Limited

Sd/-

Sagen International Holdings Inc.

Sd/-

International Finance Corporation

Sd/-

Asian Development Bank

Sd/-

National Housing Bank

Place: New Delhi

Date: December 27, 2023