

MANAPPURAM HOME FINANCE LIMITED

[Formerly Manappuram Home Finance Private Limited]

**Regd.Office:W-4/638A,MANAPPURAM HOUSE,VALAPAD,THRISSUR, KERALA- Ph.No:0487-3050435, 3050419, Email: hfc@manappuramhomefin.com,
Website – www.manappuramhomefin.com CIN: U65923KL2010PLC039179**

Notice is hereby given that the 13th Annual General Meeting of the Shareholders of Manappuram Home Finance Limited will be held on 08th August 2023 at 9.00 AM. at W-4/638A, Manappuram House, Valapad, Thrissur, Kerala, Registered office of the company to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31st March 2023 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To appoint, Mr. Jeevandas Narayan, Director [DIN No. 07656546] who retires by rotation, being eligible, offering himself for reappointment.

Special Business:

3. 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval (s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the Members of the Company be and is hereby accorded for effecting the following amendment in the existing Articles of Association of the Company:-

i.To insert the following new paragraph as Article No. 69A of Articles of Association of the Company: -

Further, in case of an issue of Non - Convertible Securities, the Company shall appoint the person nominated by the debenture trustee (s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee (s).

Notes:

1. A Member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxy Form duly completed must be sent so as to reach the Registered Office of the company not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.

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

Item No.3:

The Securities and Exchange Board of India (“SEBI”) has amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”) by way of the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 (“NCS Amendment Regulations”). The amendments are effective from 02nd February 2023. Pursuant to the NCS Amendment Regulations, SEBI has mandated the amendment to the Articles of Association (“AoA”) of the issuer entity for appointment of a nominee director and required such appointment to be made within 1 (one) month of nomination by the debenture trustee. Further, existing Issuers whose debt securities are already listed as on 02nd February 2023 are required to amend their AoA on or before 30th September 2023 to incorporate the above-mentioned requirement with respect to nominee directors. Accordingly, the Board of Directors of your Company in their meeting held on 10th May 2023 approved alteration of the AoA subject to the approval of its members by way of inserting the following clause as Article No. 69A in the Articles of Association of the Company:

“Further, in case of an issue of Non - Convertible Securities, the Company shall appoint the person nominated by the debenture trustee (s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee (s).”

The AoA as on date along with the proposed amendments are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 09.00 a.m. and 01.00 p.m. up to the date of the Meeting and at the Meeting and on the website of the Company.

Your directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except to the extent of the rights or powers provided if any under the revised Articles of Association to them or their relatives.

By the order of the Board of Directors

**Sd/-
Sreedivya.S
Company Secretary**

Valapad
10.05.2023

Additional information of director seeking appointment/reappointment as director at the 13th Annual General Meeting pursuant to Secretarial Standard-2 :

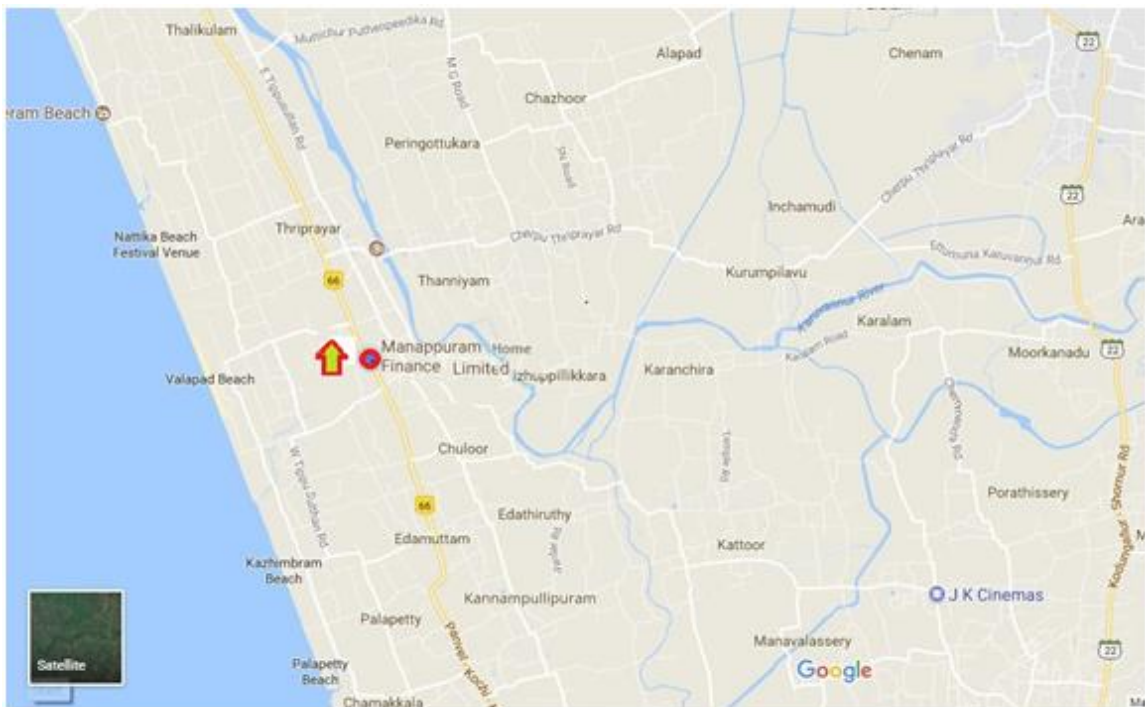
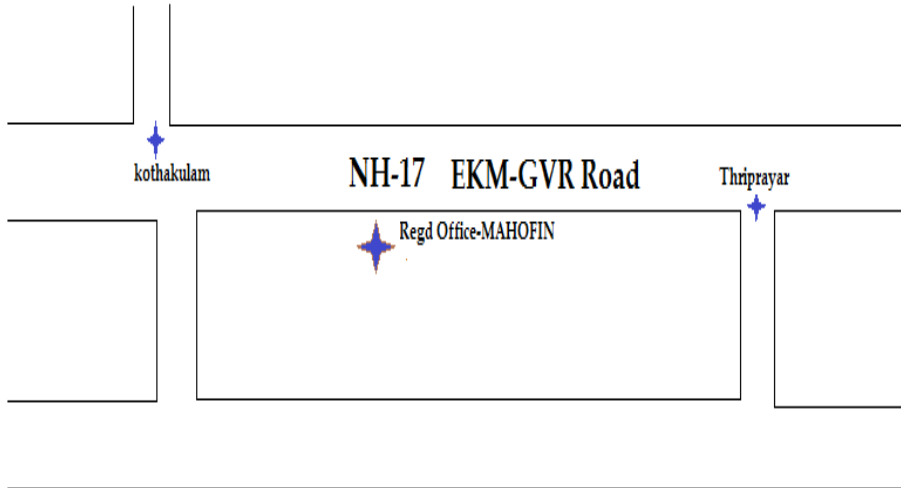
Name of the Director	Jeevandas Narayan	
Date of Birth	27-04-1956	
Date of Appointment on the Board	02.02.2017 (re-designated on 01.06.2021)	
Directorships held in other companies (excluding Section 25 and foreign companies)	Karnataka Bank Limited	
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Manappuram Home Finance Limited	
	Name of the Committee	Position
	CSR Committee	Chairman
	Stakeholder's Relationship Committee	Chairman
Shareholding in the Company (Equity) Relationship between directors inter-se	Nil	

By the order of the Board of Directors

**Sd/-
Sreedivya.S
Company Secretary**

Valapad
10.05.2023

ROUTE MAP
To the venue of AGM
Regd. Office-Valapad



MANAPPURAM HOME FINANCE LIMITED
[Formerly Manappuram Home Finance Private Limited]
Regd. Office: IV/470A(OLD)W/638A(NEW), MANAPPURAM HOUSE, VALAPAD, THRISSUR,
KERALA- 680567 ph.No;0487-3050435,3050419 Email: hfc@manappuramhomefin.com,
Website – www.manappuramhomefin.com
CIN: U65923KL2010PLC039179

ATTENDANCE SLIP

(To be presented at the entrance)

**13th ANNUAL GENERAL MEETING ON 08th August 2023 AT 09.00 A.M. at Regd. Office:W-4/ 638A,
Valapad, Thrissur-680567 Ph No: 3050435, 3050419.**

Sequence No.

Name and Address of the Shareholder	:
Registered Folio No./DP ID & Client ID	:
No of shares held	:
Name of the member/proxy	:
Signature of Member/Proxy	:

Notes:

1. Members/proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring the copy of the notice of Annual General Meeting.
3. Members / proxies are also requested to bring a valid photo identity proof such as the PAN card, passport, Aadhar card or driving license to attend the Meeting.

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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./Client ID No.:DP ID No.

I/We, being the member(s) of Shares of **Manappuram Home Finance Limited**, hereby appoint

1. Name :
2. E-mail ID :
3. Address :

Signature : or failing him / her

1. Name :
2. E-mail ID :
3. Address :

Signature :or failing him

1. Name :
2. E-mail ID :
3. Address:

Signature:

or failing him or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the company, to be held on 08th August 2023 at 9.00AM AM at: **W-4/ 638A, Valapad, Thrissur-680567 Ph No: 3050435, 3050419**, and at any adjournment thereof in respect of such resolutions as are indicated in the notice signed this 10th May of 2023.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder

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.