

Manappuram Home Finance 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

Notice is hereby given that the 14th Annual General Meeting of the Shareholders of Manappuram Home Finance Limited will be held on 10th August 2024 at 9.30 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 2024 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To appoint, Mr. V P Nandakumar, Director [DIN No. 00044512] who retires by rotation, being eligible, offering himself for reappointment.

Special Business

3. Appointment of Statutory Auditors

To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 139,141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), and the RBI circular No.Ref. No.DoS. CO.ARG/SEC.01/08.91. 001/2021-22 dated April 27,2021 - Guidelines for Appointment of Statutory Auditors (SAs), after considering and endorsing the recommendation of Audit committee and Board, approval of shareholders be and is hereby accorded for the appointment of M/s. Khandelwal Jain & CO. (Firm Reg. No 105049W) as the Statutory Auditor of the Company to hold office from the conclusion of fourteenth (14th) Annual General Meeting till the conclusion of the Seventeenth (17th) Annual General Meeting, at a remuneration as may be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

4. **Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.**

Consider and, if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company at the Extra ordinary General Meeting of the Company held on 04th March 2020, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company; the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the "Board" which expression shall also include a Committee thereof), to borrow money exceeding the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of Rs. 3000cr/-(Rupees Three Thousand Crore only) on such terms and conditions as the Board may deem fit from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

5. **Approval to create charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180 (1)(a) of the Companies Act ,2013**

Consider and, if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 180(1) (a) and other applicable provisions, if any of the Companies Act 2013(including any statutory modifications or re-enactments thereof for the time being in force), as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company(hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) of such mortgages ,charges and hypothecations as may be necessary on such of

the assets of the Company ,both present and future ,in such manner as the Board may determine ,to or in favour of financial institution, investment institutions and their subsidiaries ,banks, mutual funds, other bodies corporate or any other entities and Trustees for the holders of debentures /bonds and/or other instruments which may be issued on private placement basis or otherwise ,to secure loans ,debentures ,bonds, working capital facilities and other instruments in any currency of an outstanding aggregate value not exceeding the total assets and gross current assets as per the latest audited financial statements from time to time, together with the interest thereon at the agreed rates, further interest liquidated damages ,premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in relation to such loans ,debentures, bonds, working capital facilities and other instruments”

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to finalize the documents and such other agreements for creation of charge as aforesaid and to do all such acts deeds matters and things as may be necessary and expedient and also to authorize/delegate its directors /officers for giving effect to the above resolution.

6. Appointment of Mr. VS Radhakrishnan as director (DIN :08064705)

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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. VS Radhakrishnan (08064705), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from February 06, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. Appointment of Ms. Mayurakshi Ray as director (DIN : 02968002)

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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Ms. Mayurakshi Ray (DIN: 02968002) who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from April 01, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who hold s office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

8. Appointment of Mr. Tome Jose as director (DIN :01971467)

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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Tom Jose (01971467), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 23, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who hold s office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

9. Appointment of Mr. Suresh Paul Antony as director (DIN: 10634680)

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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Suresh Paul Antony (10634680), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 23, 2024 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who hold s office up to the date of this Annual General Meeting of the Company in terms of Section 161

of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

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

In line with the RBI circular dated 27th April, 2021 on Guidelines for appointment of statutory auditors of banks and NBFCs, M/s. Mukund M Chitale & Co. were appointed as the statutory auditors of the company at the 11th AGM of the company held on 31st August 2021 and their tenure is expiring at the ensuing AGM of the company scheduled on 10th August 2024. They will be continuing till the completion of the limited review for the quarter ending 30th June, 2024. Hence, the Board recommends the appointment of M/s. Khandelwal Jain & CO. (Firm Reg. No 105049W) as statutory auditors of the company from the conclusion of this AGM till the conclusion of Seventeenth (17th) Annual General Meeting for the approval of the members. The proposal was recommended by the Audit committee out of the profiles of shortlisted firms as presented and considering their NBFC/HFC audit experience and the overall experience, seniority of the firm etc. There is no material change in the fee of outgoing auditor and new auditor

Item No.4 &5:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from Public Issue of NCD's/Private

Placement/various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

Hence it is proposed to increase the maximum borrowing limits from Rs.2000 Cr. (Rupees Two Thousand Crore Only) to Rs.3000cr/ (Rupees Three Thousand Crore Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, Borrowing more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time requires the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company in such manner as the Board may determine.

Accordingly, the Board recommends the Special Resolution as stated at Item No.4& 5 for the approval of the Members.

Item No.6:

Mr. VS Radhakrishnan (08064705) aged 61 years was inducted to the Board of the company as an additional director under Section 160 of the Companies Act, 2013 at the meeting held on 06th February 2024. He is an experienced Banker having more than 30 years of well-rounded Banking experience in India's largest Bank -State Bank of India. His last assignment with the Bank was as Deputy Managing Director. He is having experience in commercial lending comprising of setting business goals, leading teams for business origination and recommending business for sanction apart from credit administration, resolution of stressed assets, active participation in bank level policy making, building and sustaining a strong network of relationships with other large commercial banks including Foreign and Private sector Banks, Financial Intermediaries, Investment Bankers and Private Equity firms etc. He was a member of Sanctioning Committee for loans.

Accordingly, the Board recommends the Special Resolution as stated at Item No.6 for the approval of the Members.

Item No.7:

Ms. Mayurakshi Ray (DIN: 02968002) aged 52 years was inducted to the Board of the company as an additional director under Section 160 of the Companies Act, 2013 w.e.f 01st April 2024. She is the first qualified Cybersecurity Woman Independent Director in India, entrepreneur, Big 4 consulting leader, CISO, CCO, CRO. A Chartered Accountant by qualification, and domain expertise in cyber security, governance, risk and compliance by profession, is having more than 25 years' professional experience working across India, US, Switzerland, Singapore, Sri Lanka, Bangladesh and Philippines.

Accordingly, the Board recommends the Special Resolution as stated at Item No.7 for the approval of the Members

Item No.8:

Mr. Tom Jose (01971467) aged 64 years was inducted to the Board of the company as an additional director under Section 160 of the Companies Act, 2013 at the meeting held on 23rd May 2024. Tom Jose superannuated from the Indian Administrative Service on 31 May 2020 after serving as the Chief Secretary of Kerala for nearly two years. Previously he was Additional Chief Secretary, Labor & Skills, Excise and Water Resources Departments, Government of Kerala. Prior to that he was the Principal Secretary of the Public Works Department. As a 36 year veteran of the Indian Administrative Service, he has administrative, managerial, and diplomatic experience in various posts at state, national and international levels.

Accordingly, the Board recommends the Special Resolution as stated at Item No.8 for the approval of the Members.

Item No.9:

Mr. Suresh Paul Antony (10634680) aged 61 years was inducted to the Board of the company as an additional director under Section 160 of the Companies Act, 2013 at the meeting held on 23rd May 2024. He is a practitioner-academic & Fellow of the Indian Institute of Management Lucknow. Besides, he holds a post-graduate degree in management from Madurai Kamaraj University.

He attended the Global Colloquium on Participant-Centered Learning and the Case Workshop at the Harvard Business School in Boston and Shanghai. Besides, he underwent certification in Paris with StratX Simulations.

His corporate experience of 14 years across the automotive, financial services, direct selling, and music retailing industries spans business and consumer markets, rural and urban, and product and services marketing

Your directors recommend the passing of the Resolution in Item No. 9 of the Notice as a Special Resolution.

Details of Directors also provided in the "Annexure-2" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in these Resolutions 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

23.05.2024

Additional information of directors seeking appointment/reappointment as director at the 14th Annual General Meeting pursuant to Secretarial Standard-2:

1)

Name of the Director	V P Nandakumar	
Date of Birth	18.05.1954	
Date of Appointment on the Board	12.03.2014	
Directorships held in other companies (excluding Section 25 and foreign companies)	17	
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Directorship	Committee memberships
	Manappuram Finance Limited	Stakeholder's Relationship Committee
	Manappuram Home Finance Limited	Stakeholder's Relationship Committee*
	Manappuram Health Care Limited	Audit Committee
	Manappuram Comptech and Consultants Limited	Audit Committee
	<i>*till 23rd May 2024</i>	
Shareholding in the Company (Equity) Relationship between directors inter-se	1	

2)

Name of the Director	VS Radhakrishnan	
Date of Birth	18.01.1963	
Date of Appointment on the Board	06.02.2024	
Directorships held in other companies (excluding Section 25 and foreign companies)	3	
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Directorship	Committee memberships
	Tata Capital Limited	1) Audit Committee 2) Stakeholder's Relationship Committee
	Tube Investments of India Limited	Audit Committee
	Manappuram Home Finance Limited	Audit Committee
Shareholding in the Company (Equity) Relationship between directors inter-se	1	

3)

Name of the Director	Mayurakshi Ray	
Date of Birth	29.05.1972	
Date of Appointment on the Board	01.04.2024	
Directorships held in other companies (excluding Section 25 and foreign companies)	Nil	
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Directorship	Committee memberships
	Manappuram Home Finance Limited	1) Audit Committee 2) Stakeholder's Relationship Committee
Shareholding in the Company (Equity) Relationship between directors inter-se	Nil	

4)

Name of the Director	Tome Jose				
Date of Birth	30.05.1960				
Date of Appointment on the Board	23.05.2024				
Directorships held in other companies (excluding Section 25 and foreign companies)	Nil				
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	<table border="1"> <thead> <tr> <th>Directorship</th> <th>Committee memberships</th> </tr> </thead> <tbody> <tr> <td>Manappuram Home Finance Limited</td> <td>Audit Committee</td> </tr> </tbody> </table>	Directorship	Committee memberships	Manappuram Home Finance Limited	Audit Committee
Directorship	Committee memberships				
Manappuram Home Finance Limited	Audit Committee				
Shareholding in the Company (Equity) Relationship between directors inter-se	Nil				

4)

Name of the Director	Suresh Paul Antony				
Date of Birth	10.07.1963				
Date of Appointment on the Board	23.05.2024				
Directorships held in other companies (excluding Section 25 and foreign companies)	Nil				
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	<table border="1"> <thead> <tr> <th>Directorship</th> <th>Committee memberships</th> </tr> </thead> <tbody> <tr> <td>Manappuram Home Finance Limited</td> <td>Stakeholder's Relationship Committee</td> </tr> </tbody> </table>	Directorship	Committee memberships	Manappuram Home Finance Limited	Stakeholder's Relationship Committee
Directorship	Committee memberships				
Manappuram Home Finance Limited	Stakeholder's Relationship Committee				
Shareholding in the Company (Equity) Relationship between directors inter-se	Nil				

By the order of the Board of Directors

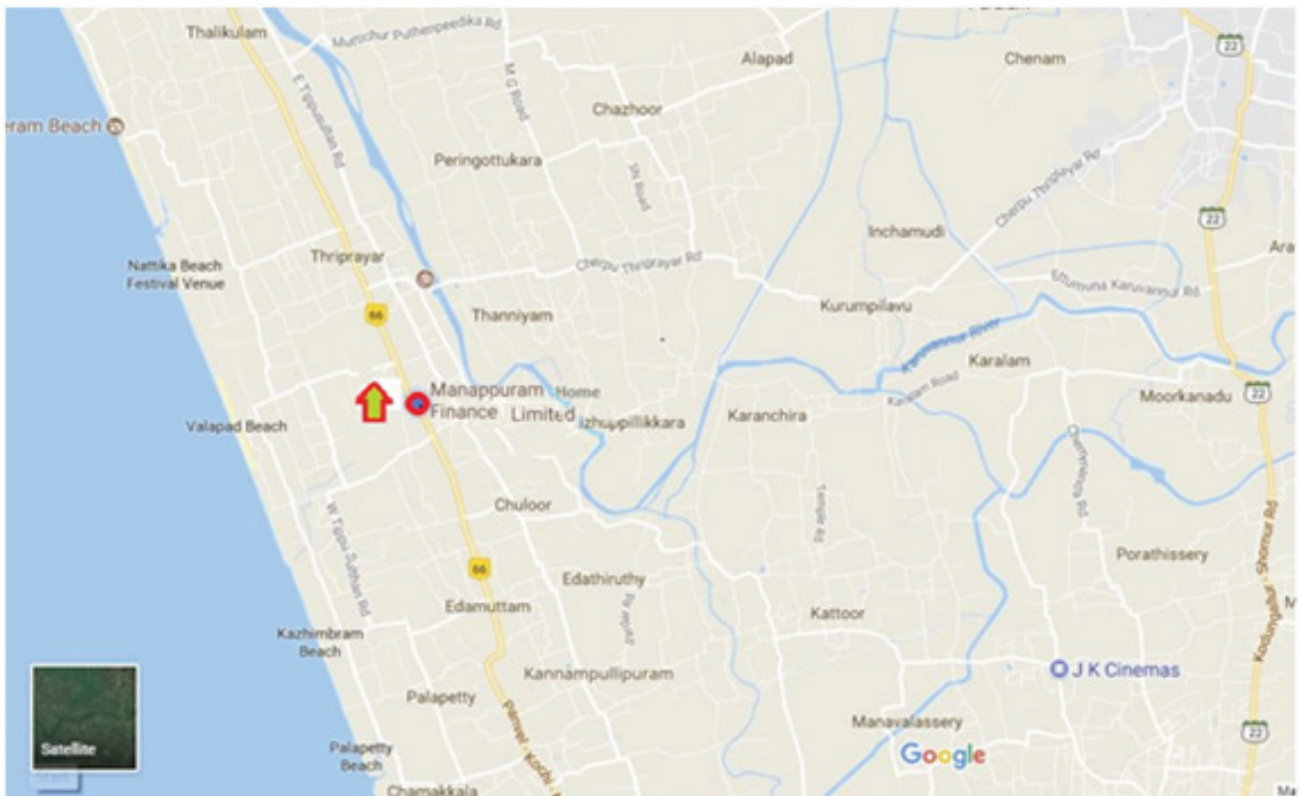
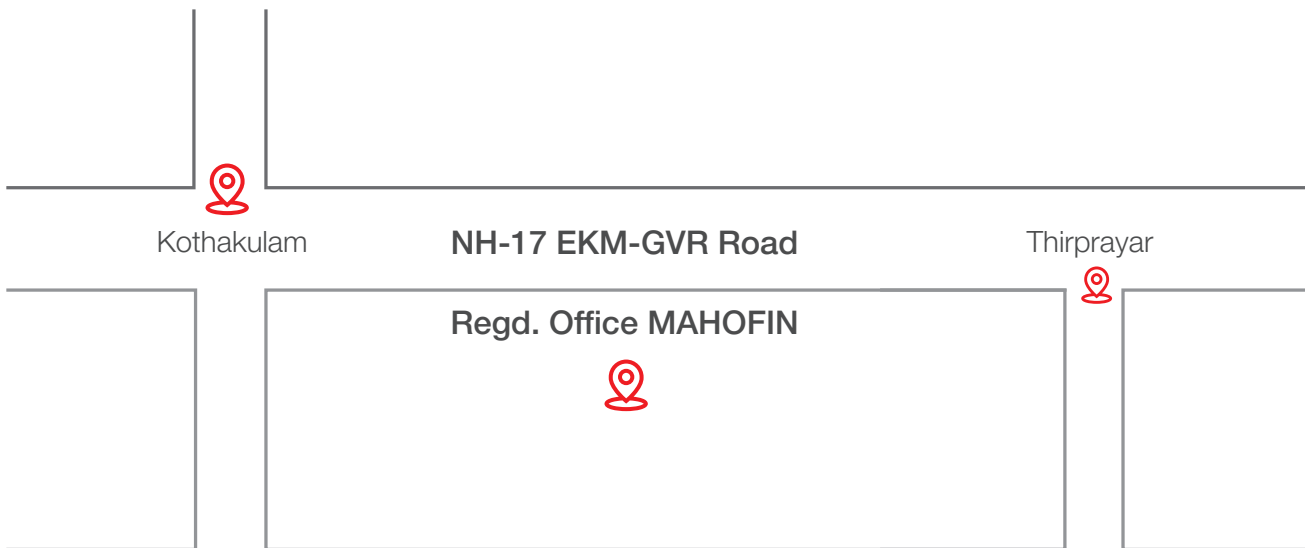
Sd/-
Sreedivya.S
 Company Secretary

Valapad
 23.05.2024

ROUTE MAP

To the venue of AGM

Regd. Office-Valapad



Notice

MANAPPURAM HOME FINANCE LIMITED

Regd. Office: IV-W-4/638A, 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)

14th ANNUAL GENERAL MEETING ON

10th August 2024 at 9.30 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.

.....

MANAPPURAM HOME FINANCE 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

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 14th Annual General Meeting of the company, to be held 10th August 2024 at 9.30 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 23rd May of 2024.

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.