

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Members of M/s Manappuram Home Finance Limited will be held Wednesday 21st August 2019 at IV/470A (OLD)W/638A(NEW),Manappuram House, Valapad, Thrissur, Kerala to transact the following business:

Special Business

ITEM NO.1 ALTERATION/ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Notes:

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. blank proxy form is enclosed. Explanatory statement pursuant to Section 102 of the Companies Act, 2013,in respect of the item is annexed hereto and forms part of this notice.

**By the Order of Board of Directors
For Manappuram Home Finance Ltd**

**Sreedivya.S
Company Secretary**

**Valapad
20th May 2017
IV/470A(old),w/638A(New)
Manappuram House,Valapad
Thrissur,Kerala-680567
CIN- U65923KL2010PLC039179**

Explanatory Statement Pursuant section 102 of the Companies Act 2013

Item No-1

The existing Articles of Association are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Extra Ordinary General Meeting.

The Board of Directors recommends the Resolutions at Item No. 1 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

MANAPPURAM HOME FINANCE LIMITED

[Formerly MANAPPURAM HOME FINANCE PRIVATE LIMITED]

Regd. Office: IV/470A(OLD)W/638A(NEW),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 Extra Ordinary I General Meeting of the company, to be held on 25th May 2017 at AM at :

IV/470A,W 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 day of 2017

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