

By Hand/ E-mail

**NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of MANAPPURAM HOME **FINANCE LIMITED** will be held on 26<sup>th</sup> May 2021, at the Registered Office of the Company situated at Valapad at 5.30 P.M. to transact the following business:

**SPECIAL BUSINESS:**

**1. To approve commission for Independent Directors & Non-Independent Non-Executive Director in case of inadequacy of profits**

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 196, 197, 198 read Schedule V to the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable provisions, if any (including all the amendments/ modifications/ re-enactments as notified from time to time) and pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of the Company, approval of the members be and are here accorded to pay commission to Independent & Non-Independent Non-Executive Directors of the Company, upto 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 for the respective financial year, determined in such proportion on a consideration of their seniority, service contribution to the functioning of the Board/Committees of the Board and in such manner as the Board of Directors (hereinafter referred as ‘Board’) of the Company may from time to time determine and further that the above remuneration shall be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof and reimbursement of expenses incurred for participation in the Board and/or Committee meetings but shall be inclusive of all services rendered by them other than services of professional nature whatsoever as may be decided by the Board from time to time;

**RESOLVED FURTHER THAT** pursuant to provisions of Section 197(3) read with Part II Section II Para A of Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded to pay commission to Independent & Non-Independent Non-Executive Director of the Company, in case of inadequacy of profits or loss upto a sum of Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per non-executive director, per annum, and such amount shall remain in force for a period of three years commencing from the year the Company has inadequacy of profits or reports loss.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT this resolution shall remain in force until otherwise varied, modified or superseded by a resolution of shareholders or by the applicable law”.

**By the order of the Board of Directors**

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

**NOTES:**

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 in respect of the special businesses specified above are annexed hereto.
2. Due to the outbreak of pandemic COVID-19, the Ministry of Corporate Affairs came with its Circulars dated 8th April, 2020 read with 13th April, 2020, 15th June, 2020, 28th September, 2020 & 31st December, 2020, whereby it is permissible to convene the Extra Ordinary General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. As the Meeting is proposed to be held through Video Conferencing/ OAVM and physical presence of Members are not required, therefore, in adherence to aforesaid circulars the proxy facility will not be provided in present meeting.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
5. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on May 20, 2021.
6. Members may also note that the Notice of the 01/ 2021-22 Extra Ordinary General Meeting will also be available on the Company's website <https://manappuramhomefin.com> for their download. The Company has a dedicated e-mail address "hfc@manappuramhomefin.com" for members to mail "their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.

Regd.Office:5th Floor, IV/470A(Old) W/638A(New), Manappuram House, Valapad  
P.O,Thrissur,Kerala-680567,Web:<https://manappuramhomefin.com>, E-mail:  
hfc@manappuramhomefin.com,CIN: U65923KL2010PLC039179

**7.** Electronic copy of the Notice of the aforesaid Extra Ordinary General Meeting of the Company is being sent to all the Members on their registered mail id. As the present Meeting is proposed to be held through video conferencing/ OAVM, therefore no physical copies will be dispatched to the Members/ Trustees/ any other person.

**8.** Members can inspect the Register of Director and key managerial personnel and their shareholding in terms of Section 170 of the Companies Act, 2013, Register of Members & Register of Contract or Arrangements as maintained under Section 88 & 189 of the Companies Act, 2013, respectively, Memorandum of Association and such other relevant documents through electronic mode and can place the request on sec@asirvad.in in this regard.

**9.** We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.

**10.** As the present meeting is proposed to be held through video conferencing/ OAVM, so the route map is not annexed with this Notice.

**11.** Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time.

**Process for attending the Meeting:**

➤ To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, 24 hours prior to the start of the meeting.

The shareholders can use a laptop or an android mobile phone with a good Internet connectivity to access the link.

On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link.

Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.

For and on behalf of Board of Directors  
**MANAPPURAM HOME FINANCE LIMITED**

**(Sreedivya.S)**

**Company Secretary**

**Membership No.: F 7590**

5<sup>th</sup> floor, Manappuram House, Valapad, Thrissur-680567

**Place: Valapad**

**Date: 24.05.2021**

## **Explanatory Statement Pursuant section 102 of the Companies Act 2013**

### **Item No-1**

The Non-Executive Directors (including the Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, resources, information systems, technology and finance. They also bring a wider perspective in Board deliberations and decisions. The role and responsibilities of the Non-Executive Directors have undergone significant changes under Corporate Governance norms and made it more onerous for them, demanding their greater involvement in the supervision of the affairs of the Company. The Board of Directors of the Company is of the view that it is necessary that adequate remuneration should be given to the Non-Executive Directors so as to compensate them for their time, attention and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company. Accordingly, approval of the Members is sought by way of an Ordinary Resolution under Section 197 of the Companies Act, 2013 for payment of commission to the Non-Executive Directors of the Company (other than the Directors who are either in whole- time employment of the Company or Managing Director of the Company) annually an amount not exceeding 1% (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, to be paid in such amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine on the basis of the recommendations of the Nomination, Compensation and Corporate Governance Committee of the Board. The payment of commission will be in addition to the sitting fees payable to such Directors for attending meetings of the Board and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and/or Committee meetings. Similar approval was accorded by shareholders in the general meeting dated 6th August 2015. However, the listing agreement is now replaced with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

All the Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution. Additional information of directors seeking appointment/re-appointment as director at the Twenty Seventh Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:

For and on behalf of Board of Directors  
**MANAPPURAM HOME FINANCE LIMITED**

**Sreedivya S**  
**Company Secretary**

Valapad  
24.05.2021



