

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

Notice is hereby given that the 10th Annual General Meeting of the Shareholders of Manappuram Home Finance Limited will be held on 22nd July 2020 at 9.00 AM. at IV/470A(Old)W/638A(New),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 2020 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To appoint, Mr. Gautam Saigal, Director [DIN No. 00640229] who retires by rotation, being eligible, offering himself for reappointment.

Special Business

1. Re-Appointment of Managing Director

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

“RESOLVED THAT, pursuant to Section 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such other approvals and consents as may be necessary, Mr. Jeevandas Narayan, be and is hereby Re-appointed as Managing Director of the Company for a period of one year with effect from 1st June 2020 and that he shall not be liable to retire by rotation and on the following terms and conditions:-

Salary & allowances : Rs.60,00,000/- CTC per annum (Rupees Sixty Lakhs only)

Performance Bonus : Rs 25,00,000 subject to the Annual evaluation by the Nomination Compensation & Corporate Governance Committee and the approval of the Board of Directors

Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the senior management staff from time to time.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.

It is FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits in any financial year, the remuneration aforesaid shall be the minimum remuneration subject to the applicable provisions of section II of part II of Schedule V of the Companies Act, 2013. Any excess over the limits prescribed under the Companies Act, 1956 shall become payable with the approval of the Central Government wherever so required.

“RESOLVED FURTHER THAT the duties of the Managing Director so re appointed as above shall, include, the overall supervision of the functioning of the Company, handling day to day affairs of the Company, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to the Managing Director from time to time.

“RESOLVED FURTHER THAT Ms. Sreedivya.S, Company Secretary be and is hereby authorized to intimate the matter of re appointment to NHB,ROC, Banks & other statutory authorities and to do all such acts, deeds, things which may be necessary to give effect to the resolution.

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.

By the order of the Board of Directors

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

Explanatory Statement Pursuant section 102 of the Companies Act 2013

Item No-1

Subject to the approval of the shareholders, The Board has Re appointed Mr. Jeevandas Narayan as the Managing Director of the Company, at their meeting held on 9th May 2020. He shall hold office of Managing Director with effect from 1st June 2020.

A brief profile of Mr. Jeevandas Narayan the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Since it is a special resolution the limit of remuneration specified under schedule V shall be doubled and he shall be entitled to receive remuneration within such limit for a period of one year from the date of passing this resolution.

The main terms and conditions relating to the Re appointment of Mr. Jeevandas Narayan as the Managing Director, are as follows:

SL No.	I General Information	
a	Nature of industry	Housing Finance Sector
b	Date of Commencement of business	January 2015
c	In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus.	Not applicable
d	Financial Performance based on given indicators.	FY 2019-20, Net profit -9.92 cr
e	Foreign investment/collaborations if any	NIL
	II. Information about the appointee:	

a	Background details	Mr. Jeevandas Narayan is a Graduate in Commerce from the University of Mysore (IIIrd Rank at university Level) and also a Certified Associate member of Indian Institute of Bankers. He Joined State Bank of India as a probationary officer in the year 1978 and held various key assignments across various circles of the Bank and at the corporate centre of the Bank at Mumbai. He was the Member of Indian Banks Association (IBA) working group of "Improving Risk Management, Asset quality & recovery" in 2015-16.He retired from State Bank of Travancore as Managing Director in the year of 2016 .
b	Recognition or awards	Ranked among the top 40 CEOs by the BT-PwC List of India's top 40 CEOs from the BFSI sector 2015-16.
c	Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company
d	Remuneration proposed	It is proposed to pay consolidated CTC of Rs. 60,00,000/-(Sixty lakhs Rupees only) per annum by way of salary & Allowances . In addition to the same he will be entitled to Rs.25,00,000/- (Twenty Five Lakh Rupees only) by way of performance bonus subject to the annual evaluation of Nomination Compensation and Corporate Governance Committee.
e	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized Companies
f	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director
	III. Other information:	
a	Reasons of loss or inadequate profits	The Company has started its operation only in January 2015 and the Company has started making profits from FY 18-19 onwards.
b	Steps taken or proposed to be taken for improvement	The Company is taking all efforts to improve productivity by the required branch expansion, the implementation of new software, concentrating on Asset ,quality and cost reduction.
c	Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits in the current year

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

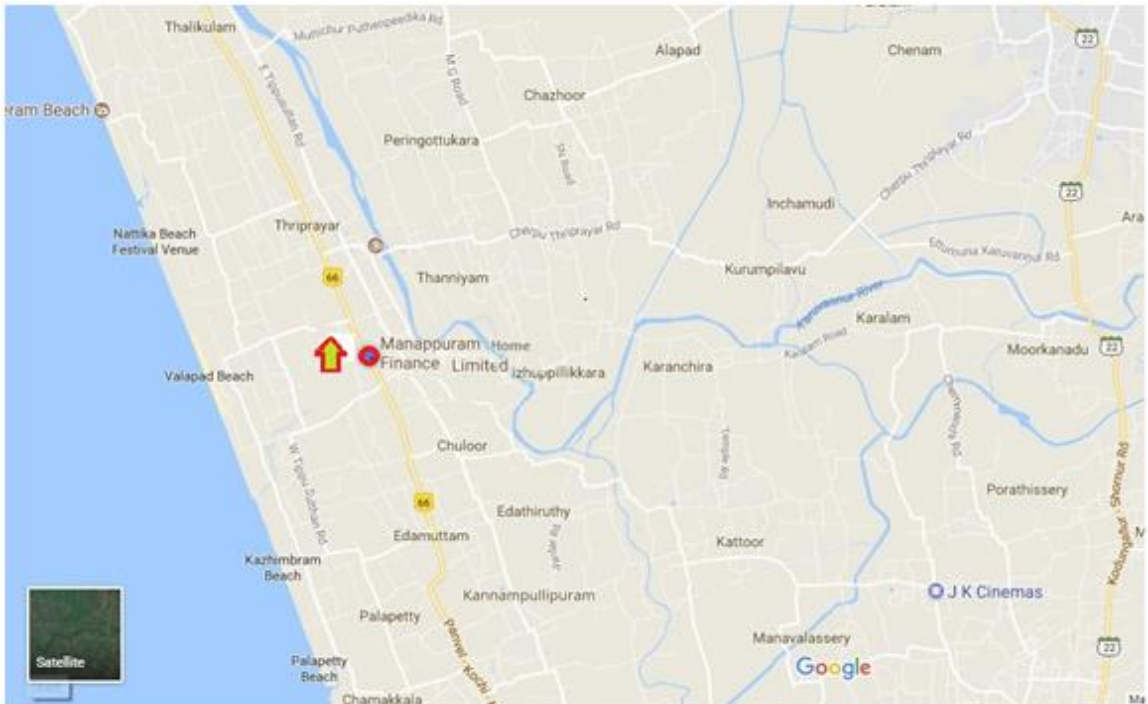
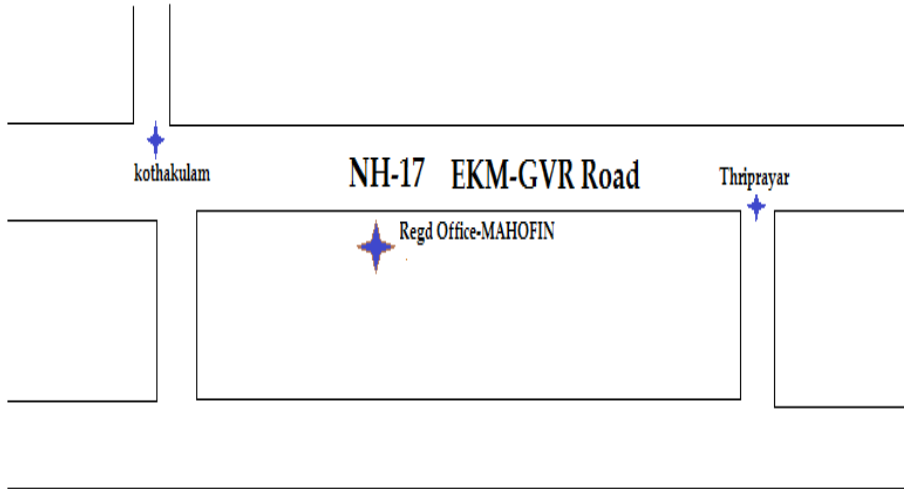
Mr. Jeevandas Narayan

DIN	07656546
Date of Birth	27-04-1956
Nationality	Indian
Age	64 years
Qualifications	Mr. Jeevandas Narayan is a Graduate in Commerce from the University of Mysore (IIIrd Rank at university Level) and also a Certified Associate member of Indian Institute of Bankers.
Experience	Over 37 years of Experience in Banking sector
Terms & Condition of Appointment/Re-Appointment	<p>(i) Tenure of this appointment shall be Three years with effect from 1st June , 2020.</p> <p>(ii) The Managing Director of the Company is the Whole Time Director of the Company and shall not be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case.</p> <p>(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to the Company and as may be decided by the Board, within the overall limits prescribed under the Act</p> <p>(iv) Managing Director will cease to be Director on cessation of his employment with the Company The appointment shall be governed by Section 196,197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>(v) The separation from this engagement could be effected by either side giving three month's notice</p>
Last drawn remuneration	Rs. 48.94 Lakh
Date of first appointment on the Board	02nd February 2017
No. of share held In the Company	NIL

Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during FY 2019-20	6
Other Directorship	Nil
Chairman/ Member of the Committees of Boards of other companies	NIL

Except, Mr. Jeevandas Narayan, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Jeevandas Narayan.

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



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ATTENDANCE SLIP

(To be presented at the entrance)

10th ANNUAL GENERAL MEETING ON Wednesday 22nd July 2020 AT 09.00 A.M.

at Regd. Office: : IV/470A,W 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 10th Annual General Meeting of the company, to be held on 22nd July 2020 at 9.00AM 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 09th May of 2020.

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

