

**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](mailto:hfc@manappuramhomefin.com),  
Website – [www.manappuramhomefin.com](http://www.manappuramhomefin.com)  
CIN: U65923KL2010PLC039179

Notice is hereby given that the Eighth Annual General Meeting of the Shareholders of Manappuram Home Finance Limited will be held on 06<sup>th</sup> August 2018 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 31<sup>st</sup> March 2018 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 and offering himself for reappointment.

**Special Business:-**

**3. Appointment of Mr. Munish Dayal as director**

Mr. Munish Dayal ( DIN No. 01683836), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 03<sup>rd</sup> November 2017 , in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

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

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 17<sup>th</sup> February 2016, 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 of 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. 1000cr/-(Rupees Thousand Crores 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**

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.

**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.

2. Explanatory statement pursuant to Section 102 of the Companies Act, 1956 in respect of the item is annexed hereto and forms part of this notice.

### **Explanatory Statement Pursuant to Section 102 of the Companies Act 2013**

#### **Item No.3**

Mr. Munish Dayal [DIN No:01683836 ] aged 52 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 03<sup>rd</sup> November 2017. Mr. Munish is a Senior Partner with Barings Private Equity Partners India since May 2007. He heads the investment practice in Banking, Financial Services & Insurance (BFSI) and also serves as an Operating Partner. He has over 28 years of global experience in establishing and building businesses in the BFSI industry, having worked with Citigroup for 16 years as Managing Director across major markets (London, Europe, Singapore, Middle East, Africa, India). His roles ranged from global transaction services, risk management to asset-based finance, culminating as the Regional Head of SME and Retail mass markets for Asia Pacific. After his tenure at Citigroup in 2005, he joined a start-up bank in India called Yes Bank where as integral part of the management team and President of Business Banking, he was instrumental in building the mid-market business which aided the bank IPO. At present he serves as the Chairman of InfrasoftTech Limited, as a director on the board of RMZ Corp, Proactive Data Systems and Indian Private Equity and Venture Capital Association (IVCA). He also serves as a member of the audit committee and remuneration and compensation committee of various portfolio companies. He is an elected member of the Executive Committee (EC) and Governance Committee of IVCA.

The Company has received a notice under Section 160 of the Companies Act, 2013, from M/s Manappuram Finance Limited Signifying his candidature to be appointed as a director at the ensuing Annual General Meeting of the Company. Your Board recommends the resolution set out in item no. 3 of the Notice for the Approval of the members.

#### **Item-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 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

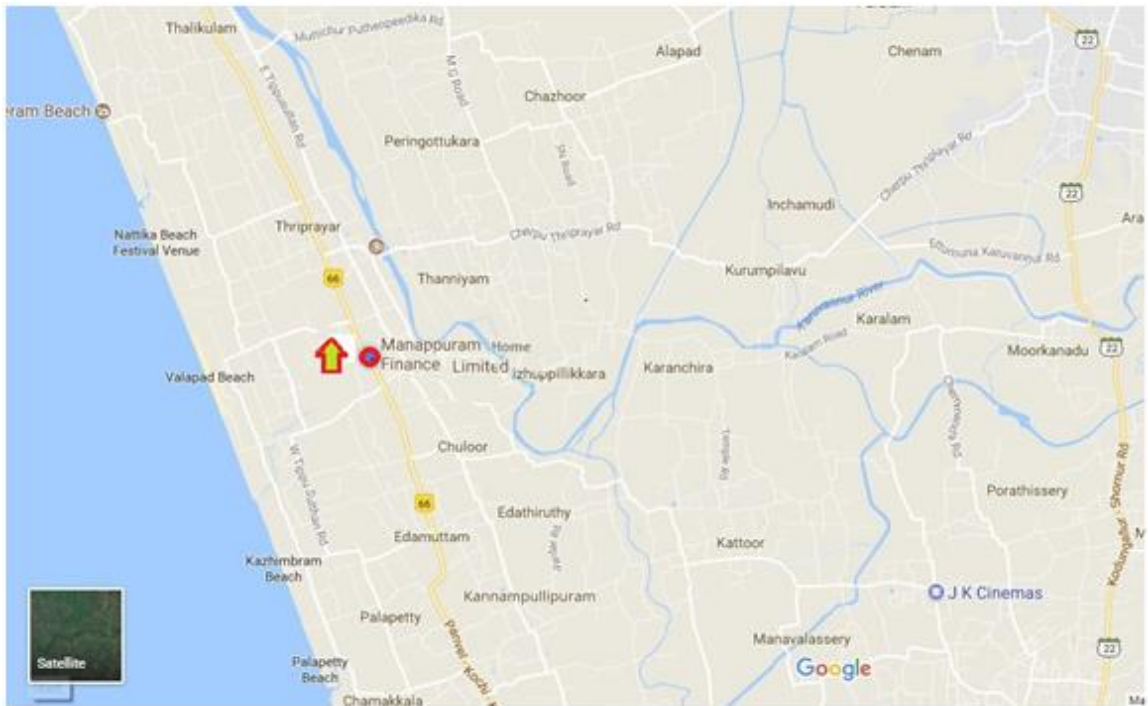
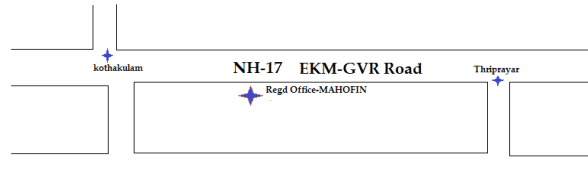
Hence it is proposed to increase the maximum borrowing limits from Rs.500 Cr. (Rupees Five Hundred Crores only) to Rs.1000cr/ (Rupees Thousand Crores Only). Pursuant to Section

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.

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

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

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



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CIN: U65923KL2010PLC039179  
**ATTENDANCE SLIP**  
(To be presented at the entrance)  
**8<sup>th</sup> ANNUAL GENERAL MEETING ON DAY, ..... 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 :

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**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 07TH Annual General Meeting of the company, to be held on --09<sup>th</sup> August , 2017 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 ..... 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



