

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 March 23rd 2020, at the Registered Office of the Company situated at valapad at 9.30 A.M. to transact the following business:

SPECIAL BUSINESS:

1) 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 Annual General Meeting of the Company held on 6th August 2018, 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. 2000cr/-(Rupees Two 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."

2). 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.

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

Sreedivya
Company Secretary
Membership No.: F7590

Place: Valapad
Date:28.02.2020

NOTES:

1. As the present Meeting is proposed to be held at a shorter notice, therefore the provisions relating to proxy is not applicable. Further, the Members have already waived their right to appoint a Proxy. Hence the note in relation to proxy is not being produced herein.
2. Members should fill the attendance slip/ sheet for attending the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No.1 is annexed herewith.
5. The venue of the Meeting is at the registered office of the Company.
6. The route map to the venue of the Meeting is annexed with the notice and forms an integral part of the notice.

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

(Sreedivya.S)
Company Secretary
Membership No.: F 7590
Vth floor,Manappuram House,Valapad,Thrissur-680567

Place:Valapad
Date:28.02.2020

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.1& 2

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.1000 Cr. (Rupees Thousand Crores only) to Rs.2000cr/ (Rupees Two 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.

Accordingly, the Board recommends the Special Resolution as stated at Item No.1& 2 for approval of the Members.

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

(Sreedivya.S)

Company Secretary

Membership No.: F 7590

Vth floor, Manappuram House, Valapad, Thrissur-680567

Place: Valapad
Date:28.02.2020

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN:

Name of the company: Manappuram Home Finance Limited

Registered office:

Name of the Member

(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

I/~~We~~, being the Member (s) of _____ Equity shares of the above named company, hereby appoint-

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature: or failing him

3. Name:

Address:

E-mail Id:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ~~Annual General Meeting~~/ Extraordinary General Meeting of the Company, to be held on >>>>, the >>> day of >>>>>, 2019 at >>> A.M./ P.M., at >>>>>>>>>>>>>>>>>> and at any adjournment thereof in respect of such resolutions as are indicated below:

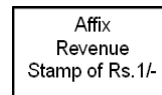
Resolution No.:

Special Business:

1. To authorize for providing loan of Rs.>>>>> to Manappuram Finance Limited

Signed this..... day of..... 2019

Signature of shareholder



Signature of Proxy holder(s)

Note: 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.