

By Hand/ E-mail

NOTICE

Shorter Notice is hereby given that the Extra Ordinary General Meeting of the Members of MANAPPURAM HOME FINANCE LIMITED will be held on shorter notice on 05th November 2019, at the Registered Office of the Company situated at >>>>>>> at >>>>> P.M. to transact the following business:

SPECIAL BUSINESS:

1. To authorize for providing loan to Manappuram Finance Limited by passing the following resolution(s) as **SPECIAL RESOLUTION** with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent be and is hereby accorded to give/ provide loan to Manappuram Finance Limited aggregating to a sum of upto Rs.75,00,00,000/- (Rupees Seventy Five Crore Only).

RESOLVED FURTHER THAT any one of the “Authorized Persons” of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary, incidental, consequential, proper, desirable or expedient to give effect to this resolution.”

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

Sreedivya
Company Secretary
Membership No.: F7590

Place:

Date:

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:

Date:

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

ITEM NO.1

For the business operations of Manappuram Finance Limited (“the Borrower Company”), it is proposed to provide a loan aggregating to sum of upto Rs.75,00,00,000/- (Rupees Seventy Five Crore Only).

Pursuant to the provision of Section 185 of the Companies Act, 2013, a Company can advance any loan including loan represented by book debt, give any guarantee or provide any security in connection with any loan taken by a person in whom any of the Director of the Company is interested, subject to the following conditions:

- a. a Special Resolution is passed by the Company in General Meeting;
- b. the loans are utilised by the borrowing company for its principal business activities.

Further, as per the explanation given in the aforesaid section, “a person in whom any of the Director of the Company is interested” includes

- any body corporate at a General Meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such Director, or by two or more such Directors, together;

In reference to the aforesaid explanation, Mr. Vazhappully Padmanabhan Nandakumar, Director of the Company is holding more than 25% Equity Shares in the Borrower Company.

Accordingly, in pursuant to Section 185 of the Companies Act, 2013, the Members of the Company are requested to approve the above resolution as a Special Resolution as set out at Item No.1 in order to enable the Board of Directors in this regard.

Further, the proposed loan is for the business operations of the Borrower Company.

Further, the necessary approvals of the Board/ Committee has already been taken for the aforesaid transaction.

None of the Director(s)/ Manager(s)/ Key Managerial Personnel(s) of the Company or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed as Item No.1 except Mr. Vazhappully Padmanabhan Nandakumar , who are also on the board of the Borrower Company.

Further, the disclosure related to interest of the promoters & directors except as stated above in the Borrower Company as mentioned in proposed Special Resolution as set out at Item No.1 is not applicable.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board recommends the Special Resolution as stated at Item No.1 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:

Date:

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

Affix
Revenue
Stamp of Rs. 1/-

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.