

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 Ninth Annual General Meeting of the Shareholders of Manappuram Home Finance Limited will be held on 9th August 2019 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 2019 and the Balance Sheet as at that date, the report of the Directors and the Auditors thereon.
2. To appoint, Mr.V P Nandakumar, Director [DIN No. 00044512] who retires by rotation, being eligible, offering himself for reappointment.

Special Business:-

3. Re-appointment of Mr. T Balakrishnan(DIN: 00052922) as an Independent Director

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

RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. T.Balakrishnan (DIN: 00052922), who was appointed as an Independent Director of the Company at the 04th Annual General Meeting of the Company and who holds office of the Independent director up to 20th July , 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing from 21st July 2019 to 20th July 2024.

“RESOLVED THAT approval of the members of the Company be and is hereby accorded for continuation of office of directorship of Mr. T. Balakrishnan, Non-Executive Independent Director of the Company, who may attain the age of 70 years during the term of office of five years

4. Appointment of Mrs.Pratima Ram as director

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

RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mrs. Pratima Ram (DIN: 03518633), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from June 19, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

“RESOLVED THAT approval of the members of the Company be and is hereby accorded for continuation of office of directorship of Mrs. Pratima Ram, Non-Executive Independent Director of the Company, who may attain the age of 70 years during the term of office of five years.”

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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, 2013 in respect of the item is annexed hereto and forms part of this notice.
3. A brief resume of each of the Director Mr.T Balakrishnan proposed to be re-appointed and Mrs. Pratima Ram proposed to be appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1 and Annexure 2 respectively

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013

Item No.3

Mr. T Balakrishnan was appointed as Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He will hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the company ("first term" in line with the explanation to section 149(10) and 149(11) of the Act).

Nomination, compensation and corporate Governance Committee of the Board of Directors on the basis of the performance evaluation, has recommended the reappointment of Mr. Balakrishnan for a second term of 5(five) consecutive years in the Board of the company. Committee also consider that his experience and contribution would be beneficial to the company and it is desirable to continue to avail his services as an Independent Director. Accordingly it is proposed to reappointment Mr. T Balakrishnan

as an Independent Director of the company not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years on the Board of the company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. T Balakrishnan is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. T Balakrishnan for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. T Balakrishnan that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act In the opinion of the Board, Mr. T Balakrishnan fulfil the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

Details of Director also provided in the "Annexure-1" to the Notice pursuant to the provisions of) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mr. T Balakrishnan setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item Nos. 3 of the Notice for approval by the members.

Item No.4

Mrs.Pratima Ram (DIN No. 03518633), aged 68 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 19th June 2019. Pratima Ram is an experienced banker with three decades in Corporate, International, and Investment & Retail Banking. She has worked in India, USA and South Africa.

Pratima held the position of Country Head & Chief General Manager of the United States Operations of State Bank of India, in New York, and prior to this she was the CEO of the South African operations of the Bank based at Johannesburg. At SBI Capital Markets, she assisted companies in raising funds through capital market instruments and led the Corporate Advisory, M&A, & Project Appraisal business. She also led the training initiatives of SBI as head of the SBI Academy. On leaving the public sector, she joined

private sector in the infrastructure and Oil & Gas space as Group President Finance at Punj Lloyd Group having diversified operations then in more than 15 countries.

Pratima was CEO and Whole Time Director of India Infoline Finance Ltd, IIFL, a large Non-Banking Finance company focused on lending to small businesses, Real Estate and Health Care sectors. She also held the CEO position at India Infoline Housing Finance Ltd

She is an independent Director on Boards of corporates in the electrical, auto, textiles, energy, and mining industry. She is on the boards of Havells India, Suzlon Energy Ltd, Cadila Pharmaceuticals Ltd, Minda Corporation Ltd, Nanadan Denim Ltd. She also mentors startups in IT, renewable energy and agriculture sectors. She earlier held Board position in SBI California Ltd, USA and India Infoline Finance Ltd, Mumbai. She takes keen interest in mentoring and advising medium size corporate, using her expertise gained in Corporate Banking & Advisory, Forex management and Risk management as well as experience gained in public & private sector industry. She is also deeply involved in improvement of rural school education in North Karnataka.

Details of Director also provided in the "Annexure-2" to the Notice pursuant to the provisions of) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Pratima Ram, Director, may attain the age of 70 years, during the five year term of appointment and approval of the shareholders is sought for continuation of directorship for the remaining period of tenure of appointment in the resolution at item no.4 of the Notice of AGM.

The Board recommends the resolution set out in item no. 4 of the Notice for the Approval of the members.

By the order of the Board of Directors

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

ANNEXURE 1

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meetings)

Name	T Balakrishnan
Date of Birth & Age	03/10/1951 68 Years
DIN & Nationality	00052922 Indian
Date of first appointment to the Board	18/06/2014
Qualification	M.A. Political Science & International Relations 1979, Delhi University Indian Administrative Service 1980, Batch Kerala Cadre
Experience in specific functional areas	He holds a Masters degree in Political Science & International Relations from Delhi University and cleared the Indian Administrative Service in 1980. He has 20 years of experience in General Administration, 7 years in Industrial Development, 10 year experience in Tourism Development and 10 year experience Infrastructure Development Presently he is holding the position of Chairman & Managing Director of M/s. Kerala High Speed Rail Corporation Limited.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other Companies	<ul style="list-style-type: none">• Chairman & Managing Director, Kerala High Speed Rail Corporation Limited• Director, Cheraman Financial Services Limited• Director, EICL Limited • Director, Western India Plywoods Limited• Director, Muralya Dairy Products Private Limited• Director, Asirvad Microfinance Ltd
Memberships in the Committees of Board of other Companies*	<ul style="list-style-type: none">• <u>Western India Plywood Ltd</u> Audit Committee-Chairman Nomination and Remuneration Committee-Member

	<ul style="list-style-type: none"> • <u>EICL Limited</u> Audit Committee-Member • <u>Asirvad Microfinance Ltd</u> Audit Committee-Member Nomination and Remuneration Committee-Member
No. of shares held in the Company	0
Number of meetings of the Board attended during the Financial Year 18-19	7
Terms and conditions of re-appointment along with details of remuneration sought to be paid	He was appointed as the Independent Director of the company for a period of five years effective from 21 st July 2014. The Board in its meeting held on 7 th May 2019, on the recommendation of the Nomination and Corporate Governance Committee recommends for the approval of the members for re-appointment of Mr.T Balakrishnan for second term of five years.
Details of last drawn remuneration	During the Financial year 2018-19, an aggregate amount of Rs.5.80 Lakhs Was paid towards fee for attending Board/Committee Meetings.

* Chairman ship and membership of the Audit Committee & the Nomination and Remuneration Committee are only considered.

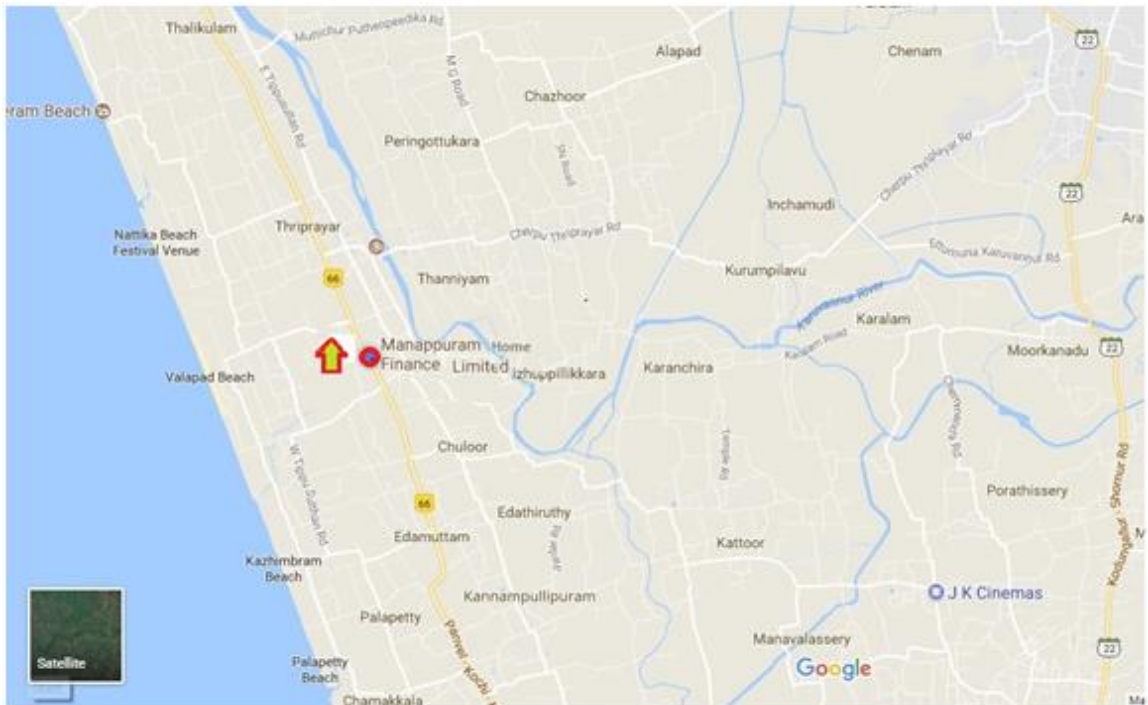
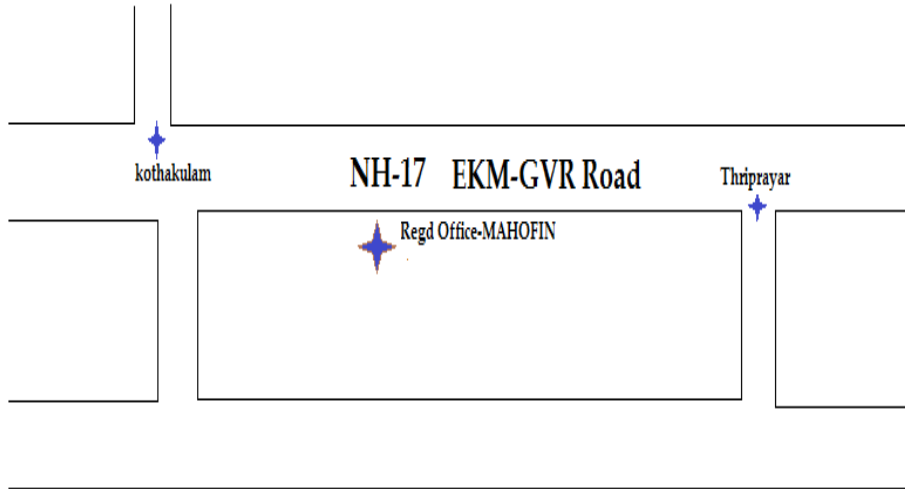
DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meetings)

Name	Pratima Ram
Date of Birth & Age	29/08/1950 69 Years
DIN & Nationality	03518633 Indian
Date of first appointment to the Board	19/06/2019
Qualification	MA, University of Virginia,USA MA,Bangalore University,India
Experience in specific functional areas	34 years of Banking experience with State bank of India holding senior positions and last as Country Head & Chief General Manager of Bank of India USA,based in New York; 3years as CEO of India Infoline Finance Ltd & India Infoline Housing Finance Ltd
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other Companies	<ul style="list-style-type: none">• Havells India Ltd• Suzlon Energy Ltd• Deccan Gold Mines Ltd• Nandan Denim Ltd• Minda Corporation Ltd• SE Forge• Consul Neowatt Power solutions Pvt Ltd• GPS Renewables Pvt Ltd• Cadila Pharmaceuticals Pvt Ltd
Memberships in the Committees of Board of other Companies	Nil
No. of shares held in the Company	0
Number of meetings of the Board attended during the Financial Year 18-19	0
Terms and conditions of appointment along with details of remuneration sought to be paid	on the recommendation of the Nomination and Corporate Governance Committee in its meeting held on 19 th June 2019, recommends for the approval of the members for appointment of Mrs.Pratima Ram aged 69 yrs (DIN: 03518633) for a term of five years subject to the confirmation of shareholders at the AGM.
Details of last drawn remuneration	Nil

ROUTE MAP
To the venue of AGM

Regd.Office-Valapad



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ATTENDANCE SLIP

(To be presented at the entrance)

9th ANNUAL GENERAL MEETING ON FRIDAY 9TH August 2019 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 09th Annual General Meeting of the company, to be held on 9th August 2019 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 2019.

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

