



A home for everyone

MANAPPURAM HOME FINANCE LIMITED

CIN: U65923KL2010PLC039179

**8/596, PADMAPRABHA BUILDING, NEAR SREERAMA SWAMY TEMPLE, CHERPU –
THRIPRAYAR ROAD, THRIPRAYAR, THRISSUR, KERALA – 680567**

Ph. No: 0487-3520501, 3520502, Email: hfc@manappuramhomefin.com,

Website – www.manappuramhomefin.com.

SHORTER NOTICE OF AN EXTRA ORDINARY GENERAL MEETING (“NOTICE”)

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF **M/s. MANAPPURAM HOME FINANCE LIMITED** (“COMPANY”) WILL BE HELD ON 2.00 P.M, (IST) **18th FEBRUARY 2026, WEDNESDAY** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT THRIPRAYAR THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:

1. **TO CONSIDER AND APPROVE THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:**

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, the approval of the members of the Company be and is hereby accorded to amend and restate the existing articles of association of the Company (“AoA”) by incorporating the relevant terms of the Shareholders’ Agreement dated March 20, 2025 executed by and amongst Manappuram Finance Limited (“MFL”), BC Asia Investments XXV Limited (“Investor 1”), BC Asia Investments XIV Limited (“Investor 2”) (collectively, the “Investors”) and V.P. Nandakumar, Sushama Nandakumar (collectively, the “Existing

Promoters”), Suhas Nandan, Sooraj Nandan, and Sumitha Nandan (the “**SHA**”), and adopt the amended and restated AoA, as tabled before the shareholders, with effect from closing under the Securities Subscription Agreement dated March 20, 2025 as executed between MFL, the Investors, Existing Promoters, Sumitha Nandan, Suhas Nandan and Sooraj Nandan (the “**SSA**”) and in accordance with the SHA, in substitution for, and to the exclusion of, the existing AoA.

“RESOLVED FURTHER THAT any of the directors of the Company and Mrs. Sreedivya S, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms / applications / documents / filings with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, and to do all such other acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deed, instrument, writing, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to seek any further consent or approval of the members, and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any of the directors of the Company or Mrs. Sreedivya S, Company Secretary of the Company, may be furnished to any person/authority as may be deemed necessary or desirable.”

2. **ALTERATION OF MOA:**

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

“RESOLVED THAT pursuant to Section 13, and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) the existing Clause-III of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause:

To carry on the business of, providing financial assistance in any manner, to any person or person/s, individual/s, company-ies, corporation/s, society-ies, organization/s, any government/ semi-government / local authority, institution/s, entity-ies, trust/s and association/s, for the purposes of acquisition, purchase, construction, improvement,

extension, of house/s, bungalow/s, building/s, premise/s and flat/s complex/es, mall/s, commercial complex/es and for trade business and other general purpose/s including gold loan, on such term/s and condition/s as the Company may deem fit.”

**By order of the Board
For Manappuram Home Finance Limited**

**Sd/-
Sreedivya S
Company Secretary**

Place: Thriprayar

Date: 17.02.2026

Notes:

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 to reach the registered office of the Company not later than 48 hours before the commencement of the meeting. Blank proxy form is enclosed.

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.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in these resolutions except to the extent of the rights or powers provided if any under the revised AoA to them or their relatives.

**By order of the Board
For Manappuram Home Finance Limited**

**Sd/-
Sreedivya S
Company Secretary**

Place: Thriprayar

Date: 17.02.2026

Explanatory Statement:

Item No 1:

The following Explanatory Statement pursuant to Section 102 of the Companies Act 2013, sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice:

The accompanying Special Resolution as set out in the Notice is proposed to seek the approval of the members of the Company for the amendment and restatement of the existing Articles of Association ("**AoA**") of the Company.

On March 20, 2025, Manappuram Finance Limited ("**MFL**"), the holding company of the Company, has entered into a Securities Subscription Agreement ("**SSA**") and Shareholders' Agreement ("**SHA**"), with BC Asia Investments XXV Limited ("**Investor 1**"), BC Asia Investments XIV Limited ("**Investor 2**") (together, the "**Investors**"), the Existing Promoters (Mr. V.P. Nandakumar, Mrs. Sushama Nandakumar) along with Suhas Nandan, Sooraj Nandan, and Sumitha Nandan (collectively with the Existing Promoters, the "**Specified Promoter and Promoter Group**"). The SHA sets out the terms and conditions governing the management of MFL and its subsidiaries (including the Company) and the *inter se* rights and obligations between the Investors and Specified Promoter and Promoter Group, which shall be effective from closing under the SSA and in accordance with the SHA.

In view thereof and pursuant to the terms and conditions set out in the SHA and SSA, the existing set of AoA of the Company needs to be amended and restated to incorporate the relevant terms as envisaged in the SHA and SSA, and the amended and restated AoA of the Company shall become effective from closing under the SSA and in accordance with the SHA. Therefore, it is proposed to incorporate the relevant provisions of the SHA and SSA into the existing set of AoA of the Company. The draft of the amended and restated AoA is enclosed as Annexure I of this Notice.

The draft of the amended and restated AoA, has been placed before the shareholders for approval and is available for inspection by the members at the registered office of the Company during business hours and will also be made available during the Extra ordinary General Meeting. The entire set of the proposed amended and restated AoA of the Company incorporating the relevant terms of the SHA is available on the website of the Company at <https://www.manappuramhomefin.com/>. The members of the Company can also obtain a copy of the same from the Company's registered office during normal business hours on all working days of the Company (except Saturdays and Sundays).

With respect to the matter above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013, consent of members by way of a Special Resolution is required for altering the AoA of the Company. The board of directors of the Company ("**Board**") believes that the adoption of the amended and restated AoA is in the interest of the Company. In this regard, the members are requested to note that at its meeting held on 18th February 2026, the

Board had, subject to approval of the shareholders of the Company, approved the adoption of the amended and restated AoA to incorporate the relevant provisions of the SHA / SSA. Accordingly, the Board recommends the resolution for approval of the members as a Special Resolution.

Except V.P. Nandakumar and Sushama Nandakumar, none of the directors, key managerial personnel (KMP) of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice except to the extent of their shareholding in the Company, if any, or to the extent the terms of the SHA/SSA may apply to them directly or indirectly.

Item No 2

The following Explanatory Statement pursuant to Section 102 of the Companies Act 2013, sets out all material facts relating to the business mentioned under Item No.2 of the accompanying Notice:

The accompanying Special Resolution as set out in the Notice is proposed to seek the approval of the members of the Company for the amendment and restatement of the existing Memorandum of Association (“**MoA**”) of the Company.

Our Company is currently engaging in affordable housing finance along with the LAP business, proposing to expand the Company’s product portfolio by entering into the Gold Loan segment as part of growth and diversification strategy. The Board of Directors of the company in its meeting held on 24th October 2025 approved the proposal. In order to enter into the gold loan segment the object clause of the Memorandum of Association need to be altered, which requires the approval of the Shareholders under section 13 of the Companies Act, 2013. No director is concerned or interested in the resolution.

ROUTE MAP

The company being a wholly owned subsidiary, route map to EGM venue is not attached to the notice as per SS2 1.2.4.



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ATTENDANCE SLIP

(To be presented at the entrance)

**EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, 18TH FEBRUARY 2026 at 2.00 P.M at
Regd. Office: 8/596, PADMAPRABHA BUILDING, NEAR SREERAMA SWAMY TEMPLE, CHERPU –
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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 Extraordinary 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.