

NOTICE



Make Life Easy

MANAPPURAM FINANCE LIMITED

**Regd. Office: IV/470A(old)W638A(new),
Manappuram House, Valapad P.O, Thrissur – 680 567
Ph: (0487) 3050413, 3050417, Fax No. (0487) 2399298
CIN: L65910KL1992PLC006623**

Email: cosecretary@manappuram.com, Website : www.manappuram.com

Notice is hereby given that the 28th Annual General Meeting (AGM) of the shareholders of Manappuram Finance Limited (“the Company”) will be held on Friday, August 28, 2020, AT 11.00 A.M. IST. through Video Conferencing / Other Audio Visual Means (“VC”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of the Board of Directors and the Auditors thereon.**
- 2. To appoint a director in place of Mr. Gautam Ravi Narayan (DIN: 02971674), who retires by rotation, and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- 3. Appointment of Mr. Harshan Kollara Sankarakutty (DIN: 01519810) as an Independent, Non-Executive Director.**

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harshan Kollara Sankarakutty (DIN: 01519810), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from August 28, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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4. Appointment of Mr. Shailesh Jayantilal Mehta (DIN: 01633893) as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shailesh Jayantilal Mehta (DIN: 01633893), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 28th August 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(IA) of Securities and Exchange Board of India, (Listing Obligations and Disclosure Regulations) 2015 read with Securities and Exchange Board of India, (Listing Obligations and Disclosure Regulations (Amendment) Regulations,2018 and other applicable provisions if any, of the Companies Act,2013 and subject to such other approvals as may be necessary in this regard, the approval of the members of the Company be and is hereby also accorded to continue the Directorship of Mr. Shailesh Jayantilal Mehta (DIN: 01633893),as Independent Director of the Company, who may attain the age of 75 years during the five year tenure of his appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. Approval for amending the Incidental Objects in the Memorandum of Association

To consider, and if thought fit, to pass, the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 the incidental objects of the Memorandum of Association of the Company shall be amended by way of insertion the following Clause 30A:

30A To put to effective use the assets of the company comprising of both tangible and intangible properties in a manner that is most advantageous and beneficial for revenue generation or otherwise and in the best interests of the company, including the utilisation of the such assets for providing services to group companies, as long as unutilized capacities of such assets remain with the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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6. Approval to borrow in excess of the paid-up share capital and free reserves and securities premium of the Company under Section 180(1)(c) of the Companies Act, 2013

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in supersession of the earlier resolution passed by the members on August 27, 2019, approval 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 (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), in excess of the paid-up share capital free reserves and securities premium account, including the monies already borrowed by the Company upto a limit of outstanding aggregate value which shall not exceed Rs 30,000 Crores (Rupees Thirty Thousand Crores Only) at any time.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

7. 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.

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members on August 27, 2019 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company, the company hereby accords its consent to mortgage and/or charge in addition to the mortgages/charges created/to be created by the company in such form and manner and such ranking and at such time and on such terms as the Board may determine all or any of the movable and/or immovable properties of the company both present and future and/ or the whole or any part of the undertaking of the company in favour of the lender, agent, trustees for securing the borrowings of the company availed/to be availed by way of loan in foreign currency and/or in rupee currency and securities comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes, bonds or other debt instruments issued/to be issued by the company from time to time in one or more tranches up to an aggregate limit of Rs 30,000 Crores (Rupees Thirty Thousand Crores Only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest and in case of default accumulated interest, liquidated damages, commitment charges on pre-payment, remuneration of the agents and/or trustees, premium if any on redemption, all other costs, charges and expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other moneys payable by the company in terms of the respective loan agreement, debentures, trust deed or any other document entered into/to

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be entered into between the company and the lenders, investors, agents and/or trustees in respect of the said loans, borrowings, debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board of directors or any committees thereof and the lenders, agents and/or trustees.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised 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 authorise/delegate its directors/officers for giving effect to the above resolution.”

By order of the Board of Directors

Sd/-

Date: May 29, 2020
Place: Valapad, Thrissur

Manoj Kumar V R
Company Secretary

Notes

1. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Numbers. 3-7 are annexed hereto and forms part of this notice.
4. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends from the financial year ended 31st March, 2014 which remains unclaimed for a period of seven years will be transferred on the due dates as mentioned below to the Investor Education and Protection Fund of the Central Government. Dividends relating to subsequent financial years would also be transferred to said account on the expiry of seven years after transfer of the same to unpaid dividend account as detailed below;

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Financial Year	Date of Declaration of Dividend	Due date for transfer to Investor Education and Protection Fund
2014	09-Aug-13	17-Sep-20
2014	13-Nov-13	20-Dec-20
2014	07-Feb-14	14-Mar-21
2014	31-Jul-14	07-Sep-21
2015	25-Jul-14	01-Sep-21
2015	30-Oct-14	07-Dec-21
2015	03-Feb-15	10-Mar-22
2015	14-May-15	21-Jun-22
2016	14-Aug-15	21-Sep-22
2016	05-Nov-15	12-Dec-22
2016	12-Feb-16	19-Mar-23
2016	11-Mar-16	18-Apr-23
2017	09-Aug-16	16-Sep-23
2017	10-Nov-16	17-Dec-23
2017	08-Feb-17	15-Mar-24
2018	25-May-17	02-Jul-24
2018	10-Aug-17	17-Sep-24
2018	07-Nov-17	14-Dec-24
2018	08-Feb-18	15-Mar-25
2019	18-May-18	25-Jun-25
2019	09-Aug-18	16-Sep-25
2019	06-Nov-18	13-Dec-25
2019	06-Feb-19	13-Mar-26
2020	15-May-19	22-Jun-26
2020	13-Aug-19	20-Sep-26
2020	06-Nov-19	13-Dec-26
2020	28-Jan-20	07-Mar-27
2020	27-Feb-20	03-Apr-27

As per Section 124 of the Companies Act, 2013 read with IEPF Rules, 2016, the Company has to transfer not only the unclaimed dividends but also the equity shares in respect of which dividends are not claimed for the seven consecutive years by any shareholder, to the IEPF Demat A/c as may be identified by the IEPF Authority. For more details, please see the link <https://manappuram.com/investors/transfer-of-shares-to-iepf.html>.

Shareholders who have not encashed the dividend warrants/cheques so far for the above years are requested to make their claim to the Company/RTA immediately.

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's

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Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Since the AGM is held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to cs@manappuram.com with a copy marked to helpdesk.evoting@cDSLindia.com
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 28, 2020. Members seeking to inspect such documents can send an email to cs@manappuram.com.
9. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point no. 18 for the process to be followed for updating bank account mandate.
10. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept and the loss of certificate, etc. can be avoided. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 states that w.e.f. 5th December 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
11. Members are requested to address all correspondence, including dividend related matters, to the RTA, S.K.D.C Consultants Limited Category I Registrars and Share Transfer Agents, PB No. 2016, "Kanapathy Towers", 3rd Floor, 1391/A1, Sathy Road, Ganapathy Post, Coimbatore – 641006, TN, India | Phone: +91 422 4958995, 2539835/ 836, E-mail- info@skdc-consultants.com.
12. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with RTA in case of shares held in physical form;
 - Bank account Number in full
 - MICR code,
 - IFS code,
 - Full name of the Bank and address of the branch,
 - email address.

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The correct and complete particulars will help us in serving you better by timely credit of your future dividends immediately on payment by means of electronic credit.

13. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Central Depository Services(India) Limited(CDSL). The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed CS.V Sathish, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
14. The e-voting period commences on Monday, August 24,2020 (9:00 a.m. IST) and ends on Thursday, August 27, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on August 21, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on August 21, 2020.
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
16. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at manappuram@skdc-consultants.com or helpdesk.evoting@cdslindia.com . However, if he / she is already registered with CSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
17. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 28h AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
18. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, S.K.D.C. Consultants Limited (e-mail: manappuram@skdc-consultants.com) to receive copies of the Annual Report 2019-20 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual

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Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, at S.K.D.C. Consultants Limited at manappuram@skdc-consultants.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	Send a request to the RTA of the Company, S.K.D.C. Consultants Limited at manappuram@skdc-consultants.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details:- Name and branch of the bank in which you wish to receive the dividend, the bank account type, Bank account number allotted by their banks after implementation of core banking solutions 9 digit MICR Code Number 11 digit IFSC a scanned copy of the cancelled cheque bearing the name of the first member.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

19. Members may also note that the Notice of the 28th AGM and the Annual Report 2019-20 will also be available on the Company's website, <https://www.manappuram.com/investors/notice-to-shareholders.html> websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of CSDL www.evotingindia.com.
20. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
21. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
22. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at the address mentioned at point 11 of the notice. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the website of the Company at the web-link: <https://www.manappuram.com/investors/notice-to-shareholders.html>.

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23. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website, <https://www.manappuram.com/investors/notice-to-shareholders.html> .

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA..
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

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company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for < MANAPPURAM FINANCE LIMITED > on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id - manappuram@skdc-consultants.com

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id - manappuram@skdc-consultants.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

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2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@manappuram.com. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@manappuram.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@manappuram.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

NOTICE

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 3

The Board, based on the recommendation of Nomination, Compensation and Corporate Governance Committee appointed Mr. Harshan Kollara Sankarakutty (DIN: 01519810), as an Additional Director at its meeting held on January 28, 2020. The Company has received from him all statutory disclosures /declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. Accordingly, his appointment is placed for the approval of members.

Nomination, Compensation and Corporate Governance Committee of Board of Directors is of the opinion that Mr. Harshan Kollara Sankarakutty as Independent Director will facilitate immense contribution from his side for the growth and development of the company and he fulfils the conditions prescribed under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) 2015 for appointment as an Independent Director. Board recommends the resolution set out in Item No.3 for the approval of the members.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Mr. Harshan Kollara Sankarakutty, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 3.

The brief resume in relation to the experience, functional expertise, memberships on other Companies’ Boards and Committees in respect of the appointment of Mr. Harshan Kollara Sankarakutty as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Item No. 4

Mr. Shailesh Jayantilal Mehta was appointed on November 06, 2008 as Additional Director and appointed as Independent Director by shareholders at their meeting dated July 31, 2014. He stepped down as director w.e.f August 22, 2018 due to personal reasons.

The Board, based on the recommendation of Nomination, Compensation and Corporate Governance Committee appointed Mr. Shailesh Jayantilal Mehta, as an Additional Director at its meeting held on February 27, 2020. The Company has received from him all statutory disclosures /declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a

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declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Nomination and Remuneration Committee and Board, taking into account the business knowledge, acumen, experience and the substantial contribution made by Mr. Shailesh Jayantilal Mehta during his tenure, has recommended to the Board that the continued association of by Mr. Shailesh Jayantilal Mehta as Independent Director of the Company would be beneficial to the Company.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. Accordingly, his appointment is placed for the approval of members.

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, notified on 9th May, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years by way of a special resolution.

Mr. Shailesh Jayantilal Mehta, will attain the age of 75 years during the tenure and in order to retain the services of the director who has rich experience in various fields, Board recommends the resolution set out in Item No.4 for the approval of the members.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Mr. Shailesh Jayantilal Mehta, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 4.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. Shailesh Jayantilal Mehta as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Item No.5

Present Clause 30 of the incidental objects of the Memorandum of Association of the company provides indirectly, power to put to use assets in a manner advantageous to the company, it does not directly provide for use of the assets for the aforesaid purposes

It is proposed to amend the incidental objects of the Memorandum of Association as per the provisions of Section 13 of the Companies Act, 2013 to provide expressly by way of insertion the following Clause as Clause 30A, for the sake of clarity: -

“To put to effective use the assets of the company comprising of both tangible and intangible properties in a manner that is most advantageous and beneficial for revenue generation or otherwise and in the best interests of the company, including the utilization of the such assets for providing services to third parties, as long as unutilized capacities of such assets remain with the company”.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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Board recommends the resolution set out in Item No.5 for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of this Resolution.

A copy of the draft Memorandum of Association is available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to cs@manappuram.com.

Item Nos. 6&7

Keeping in view the Company's existing and future financial requirements, the Company may need 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, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.30,000 Crores (Rupees Thirty Thousand Crores Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with 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 or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Board recommends the resolution set out in Item Nos.6 & 7 for the approval of the members.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of these Resolutions.

By order of the Board of Directors

**Sd/-
Manoj Kumar V R
Company Secretary**

**Date: May 29, 2020
Place: Valapad, Thrissur**

NOTICE

Additional information of directors seeking appointment/re-appointment as director at the Twenty Eighth Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:

Mr. Gautam Ravi Narayan (DIN: 02971674)

Mr. Gautam Narayan is a Chartered Accountant with additional qualification in management, Post Graduate Diploma in Management from IIM Ahmedabad. Mr. Gautam Narayan is a Partner with Apex Partners and leads investments in financial services and business services in India.

Date of Birth	November 13, 1979		
Age	41		
Experience	Partner at Apex Partners , with responsibility for investments in the financial service sector in India		
Qualifications	Post Graduate Diploma in Management , IIM Ahmedabad Chartered Accountant, ICAI		
Terms and conditions of re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation		
Details of remuneration sought to be paid and the remuneration last drawn	NA		
Date of first appointment on Board	February 08, 2018		
Number of Meetings of the Board attended during the year	8		
Directorships held in other Listed Companies	Nil		
Directorships of Other Board not mentioned above	Nil		
Memberships of committees across Listed companies	Name of Company	Committee Name	Membership/ Chairmanship
	Manappuram Finance Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination Compensation and Corporate Governance Committee	Member
Membership/Chairmanship of Committees of other Boards not mentioned above	Nil		
Shareholding in the Company (Equity)	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		

NOTICE

Mr. Harshan Kollara Sankarakutty (DIN: 01519810)

Mr. Harshan Kollara Sankarakutty is a Postgraduate in Economics from Mumbai University. Mr. Kollara has spent over 40 years in Financial services in diverse roles and institutions, mostly with Union Bank of India, ICICI Bank, Union Bank of California, and Federal Bank where he was the Executive Director. Besides, he has also served on the Boards of Experian Credit Information Co of India P Ltd and Fedbank Financial services Ltd as Non-Executive Director. He was also the project lead for setting up of United Stock Exchange of India (since merged with BSE). He is also serving as Director with few regulated companies in UK engaged in Payments, Consumer credit and Investment broking activities. Mr. Kollara currently holds Regulatory approval from FCA, UK to hold Senior Management Functions (SMF) including Directorships, AML, and Compliance oversight roles in UK.

Date of Birth	November 1, 1951
Age	69
Experience	40 years of Banking and Financial Services experience in India and abroad
Qualifications	MA (Economics)
Terms and conditions of re-appointment	Non-Executive, Independent Director Appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from August 28, 2020 to August 28, 2025, on passing of the Special Resolution by Members.
Remuneration last drawn	Rs.0.04 Million as Sitting Fee and Rs.0.35 Million as Commission during FY 2019-2020
Details of remuneration sought to be paid	Sitting Fee for attending Meetings and Commission as may be recommended by the Nomination, Compensation and Corporate Governance Committee within the limits approved by Shareholders.
Date of first appointment on Board	January 28, 2020
Number of Meetings of the Board attended during the year	1
Directorships held in other Listed Companies	Nil
Directorships of Other Board not mentioned above	Nil
Memberships of committees across Listed companies	Nil
Membership/Chairmanship of Committees of other Boards not mentioned above	Nil
Shareholding in the Company (Equity)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil

NOTICE

Mr. Shailesh Jayantilal Mehta (DIN: 01633893)

Mr. Shailesh Jayantilal Mehta has completed his Bachelor of Technology in Mechanical Engineering from Indian Institute of Technology, Mumbai, and holds a master's degree in Operations Research from Case Western Reserve University. He holds a Doctor of Philosophy degree in Operation Research and computer science from Case Western Reserve University. He also holds Hon. Doctorate in Human Letters from the California State University.

Date of Birth	22.04.1949
Age	71
Experience	He has over 47 years of work experience and has held the positions of Managing General Partner of Granite Hill Capital Ventures, Founder, Chairman and Chief Executive Officer, Providian Financial Corporation, Operating General Partner, West Bridge Capital, President and Chief Operating Officer, Capital Holding Insurance group, and Executive Vice President, Key Corp. He has also served on the U.S. Board of Master Card International, Board of PayPal Inc, Board of Hanover Direct, Chairman of First Source solutions, Board member of Safari Industries, Trustee of California State University System. He is founder and board member of the Shailesh J Mehta School of management at IIT Bombay.
Qualifications	B Tech -IIT Mumbai MS – Case Western Reserve University, USA Ph.D – Case Western Reserve University-USA Hon. Ph.D. California State Univesity
Terms and conditions of re-appointment	Non-Executive, Independent Director Appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 28, 2020 to August 28, 2025, on passing of the Special Resolution by Members.
Remuneration last drawn	Rs.0.04 Million as Sitting Fee and Rs.0.32 Million as Commission during FY 2019-2020
Details of remuneration sought to be paid	Sitting Fee for attending Meetings and Commission as may be recommended by the Nomination, Compensation and Corporate Governance Committee within the limits approved by Shareholders.
Date of first appointment on Board	February 27, 2020
Number of Meetings of the Board attended during the year	1
Directorships held in other Listed Companies	Safari Industries (India) Limited
Directorships of Other Board not mentioned above	Aptus Value Housing Finance India Limited Netafim Agricultural Financing Agency Private Limited Vistaar Financial Services Private Limited India Shelter Finance Corporation Limited

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Memberships of committees across Listed companies	Name of Company	Committee Name	Membership/ Chairmanship
	Safari Industries (India) Limited	Audit Committee	Chairman
Membership/Chairmanship of Committees of other Boards not mentioned above	India Shelter Finance Corporation Limited	Audit Committee	Member
Shareholding in the Company (Equity)	5,00,000		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		