



MANAPPURAM FINANCE LIMITED
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Notice

Notice is hereby given that the **32nd Annual General Meeting (AGM)** of the shareholders of **Manappuram Finance Limited** ("the Company") will be held on **August 14, 2024, Wednesday at 11.00 A.M. (IST)** at Latha Convention Centre (formerly known as Anugraha Auditorium), Valapad, Thrissur, Kerala - 680 567, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with Reports of the Board of Directors and Auditors thereon.

2. Appointment of Dr. Sumitha Nandan (DIN: 03625120) as Director, liable to retire by rotation

To appoint a director in place of Dr. Sumitha Nandan (DIN: 03625120), Executive Director of the Company who retires by rotation, and being eligible, offers herself for re-appointment.

3. Appointment of M/s. KKC & Associates LLP (ICAI Firm Registration No. 105146W/ W100621) as Joint Statutory Auditor of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), and pursuant to the circular Ref. No. DoS. CO.ARG/ SEC.01/08.91. 001/2021-22 dated April 7, 2021- Guidelines for Appointment of Statutory Auditors (SAs) issued by the Reserve Bank of India; after considering and endorsing the recommendation of the Audit Committee and the Board of Directors of the Company, approval of shareholders be and is hereby accorded for the appointment of M/s. KKC & Associates LLP (ICAI Firm Registration No. 105146W/ W100621) as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of Thirty Second (32nd) Annual General Meeting till the conclusion of the Thirty Fifth (35th) Annual General Meeting, at a remuneration as may be decided by the

Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of the audit."

4. Appointment of M/s. Chokshi & Chokshi LLP (ICAI Firm Registration No. 101872W/W100045) as Joint Statutory Auditor of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), and pursuant to the circular Ref. No. DoS. CO.ARG/ SEC.01/08.91. 001/2021-22 dated April 27, 2021- Guidelines for Appointment of Statutory Auditors (SAs) issued by the Reserve Bank of India; after considering and endorsing the recommendation of the Audit Committee and the Board of Directors of the Company, approval of shareholders be and is hereby accorded for the appointment of M/s. Chokshi & Chokshi LLP (ICAI Firm Registration No. 101872W/W100045) as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of Thirty Second (32nd) Annual General Meeting till the conclusion of the Thirty Fifth (35th) Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of the audit."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Abhijit Sen (DIN: 00002593) as independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the

Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and the Articles of Association of the company, Mr. Abhijit Sen (DIN: 00002593), who was appointed as an Independent Director of the Company for a term commencing from August 27, 2019 up to August 27, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149 (6) of the Act and the rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination, Compensation and Corporate Governance Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 28, 2024 up to August 27, 2029."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 read with the 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, approval of the Members of the Company be and is hereby also accorded to continue the Directorship of Mr. Abhijit Sen (DIN: 00002593), as Independent Director of the Company, who may attain the age of 75 years during the aforesaid five year tenure of his appointment."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Abhijit Sen (DIN: 00002593), be paid sitting fees for attending the meetings of the Board of Directors and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the Nomination, Compensation and Corporate Governance Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder."

"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."

6. Revision in remuneration payable to Mr. V P Nandakumar (DIN: 00044512), Managing Director & Chief Executive Officer of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and any statutory amendments made thereto, the consent of Members of the Company be and is hereby accorded for revision in remuneration of Mr. V P Nandakumar (DIN: 00044512), Managing Director and Chief Executive Officer of the Company, by way of increment with effect from April 01, 2024."

"RESOLVED FURTHER THAT the remuneration payable to Mr. V P Nandakumar (DIN: 00044512), Managing Director and Chief Executive Officer of the Company, with effect from April 01, 2024 shall be as under:

Salary & Allowances: ₹9,20,00,000/- (Rupees Nine Crore and Twenty lakhs Only) per annum as Salary and ₹1,60,00,000/- (Rupees One Crore and Sixty Lakhs Only) per annum as allowances.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites:

Contribution to Provident Fund: @ 12% of the monthly salary and allowances as above.

Contribution to: Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family, thrice in a year as per the rules of the Company.

Fee for clubs: Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Provision of chauffeur driven car for official purposes and telephone including internet at residence.

2. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.
3. Accompanying spouse or any other person for the business trips both domestic and abroad.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost. The above said remuneration and perquisites shall be subject to the ceiling laid down in Sections 197, 198 and all other applicable provisions of the Act or the Listing Regulations as may be amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/ or revise the remuneration of Mr. V P Nandakumar (DIN: 00044512), Managing Director and Chief Executive Officer within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

7. Revision in remuneration payable to Dr. Sumitha Nandan (DIN: 03625120), Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any statutory amendments made thereto, the consent of Members of the Company be and is hereby accorded for revision in remuneration of Dr. Sumitha Nandan (DIN: 03625120), Whole-time Director, by way of increment with effect from April 01, 2024, on the following terms and conditions:

Salary & Allowances: ₹12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month with minimum annual increment of 10 %.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors is subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites:

Contribution to Provident Fund: @ 12% of the monthly salary and allowances as above.

Contribution to: Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure

of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family, thrice in a year as per the rules of the Company.

Fee for clubs: Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Telephone including internet at residence on monthly basis.
2. For the business trips both domestic and abroad on actual basis.
3. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost. The above said remuneration and perquisites shall be subject to the ceiling laid down in Sections 197, 198 and all other applicable provisions of the Act or the Listing Regulations as may be amended from time to time".

"RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms, and conditions of appointment of Dr. Sumitha Nandan (DIN: 03625120) as Whole time Director of the Company, as approved by the resolution passed by the Members of the Company through postal ballot on February 03, 2023 shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/ or revise the remuneration of Dr. Sumitha Nandan (DIN: 03625120), Whole time Director of the Company within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

By order of the Board of Directors

Sd/-

Manoj Kumar V R
Company Secretary

Place: Valapad, Thrissur
Date: May 24, 2024

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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.

1. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of item No.5,6, and 7 is annexed hereto and forms part of this notice.
2. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends from the financial year ended March 31, 2018, 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:

Details of Unclaimed Dividend for the last Seven Year:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid dividend
2018	Aug 10, 2017	Sep 14, 2024
2018	Nov 07, 2017	Dec 12, 2024
2018	Feb 08, 2018	Mar 15, 2025
2019	May 18, 2018	Jun 29, 2025
2019	Aug 09, 2018	Sep 13, 2025
2019	Nov 06, 2018	Dec 11, 2025
2019	Feb 06, 2019	Mar 13, 2026
2020	May 15, 2019	Jun 19, 2026
2020	Aug 13, 2019	Sep 17, 2026
2020	Nov 06, 2019	Dec 11, 2026
2020	Jan 28, 2020	Mar 03, 2027
2020	Feb 27, 2020	Apr 02, 2027
2021	Nov 06, 2020	Dec 11, 2027
2021	Jan 29, 2021	Mar 05, 2028
2022	May 26, 2021	Jun 30, 2028
2022	Aug 10, 2021	Sep 14, 2028
2022	Nov 13, 2021	Dec 18, 2028
2022	Feb 14, 2022	Mar 21, 2029
2023	May 18, 2022	Jun 22, 2029
2023	Aug 04, 2022	Sep 08, 2029
2023	Nov 12, 2022	Dec 17, 2029
2023	Feb 03, 2023	Mar 10, 2030
2024	May 12, 2023	June 16, 2030
2024	Aug 10, 2023	Sep 14, 2030
2024	Nov 13, 2023	Dec 18, 2030
2024	Feb 07, 2024	Mar 13, 2031

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://www.manappuram.com/transfer-shares-iepf>

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.

3. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Members/ proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof such as the PAN Card, Passport, Aadhar Card or Driving License to attend the Meeting.
5. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.
6. Members are requested to: (a) intimate changes, if any, in the registered addresses to the Company/ Registrar and Share Transfer Agent ('RTA') in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form, (b) quote ledger folio number in all their correspondence, and (c) the duly filled Attendance Slip with them at the Annual General Meeting ("AGM").
7. Members holding shares in dematerialized form are requested to write their client ID and DP ID Numbers in attendance slip and in all their correspondence with the Company. Those who hold shares in physical form are requested to write their folio number in the attendance slip.
8. 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 June 08, 2018, states that w.e.f. December 05, 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.

9. 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.

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

10. Members who would like to ask questions on Accounts are requested to send their questions to the Registered Office of the Company at least 10 days before the date of Annual General Meeting to enable the Company to prepare suitable replies to such questions.
11. Electronic copy of the Annual Report for the FY 2023-24 and Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a hard copy of the same.
12. Members may also note that the notice of the 32nd AGM and the Annual Report for the FY 2023-24 will be available on the Company's website, www.manappuram.com and websites of Stock Exchanges (NSE & BSE). Members who require physical copy of the same, may write to us at cosecretary@manappuram.com.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the AGM, electronically. The cut-off date for recognizing voting rights of members to vote by electronic means (remote e-voting) as well as at the Annual General Meeting is August 07, 2024 in terms of Companies (Management and Administration) Amendment Rules, 2015 ('cut-off date').
14. The facility for voting electronically, will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through electronic voting system using DP ID or PAN or Folio No. as user ID and onetime password which will be shared with Members

upon their registration at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

15. Any person who acquires shares of the Company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the Company as on the cut-off date may obtain login id and password by sending a request at coimbatore@linkintime.co.in or helpdesk.evoting@cDSLindia.com
16. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
17. The Company has appointed Mr. Suresh M V, FCS, Senior Partner, SMS & Co Company Secretaries LLP to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
18. At the AGM, prior to/ at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order electronic voting system for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
19. The Scrutinizer shall, after the conclusion of electronic voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days after the conclusion of the AGM to the Chairman/ Managing Director of the Company. The Chairman / Managing Director, or any other person authorised by the Chairman/ Managing Director, shall declare the result of the voting forthwith.
20. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.manappuram.com and on the website of Central Depository Services (India) Limited ('CDSL') immediately after the result is declared by the Chairman / Managing Director or any other person authorised by the Chairman / Managing Director, and the same shall be communicated to BSE & NSE.
21. A brief profile of the Director(s) who is/ are appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the Company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.
22. The Company has engaged the services of CDSL as an authorised agency to provide the remote e-voting and electronic voting facilities at the venue of AGM.

The procedure and instructions for voting through electronic (remote e-voting) means are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on August 10, 2024 at 9.00 a.m. and ends on August 13, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (August 07, 2024) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the

participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) 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.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ 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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Manappuram Finance Limited
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily 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; cosecretary@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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911.

Disclosure pursuant to Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Reserve Bank of India's Circular dated April 27, 2021, on 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the 'Guidelines'), M/s. MSKA & Associates and M/s. S K Patodia & Associates were appointed as Joint Statutory Auditors of the Company by way of ordinary resolutions passed by its members at the Twenty Ninth (29th) Annual General Meeting ('AGM') held on September 10, 2021. The Circular mandates entities to appoint Joint Statutory Auditors for a continuous period of three years, subject to the satisfaction of eligibility norms each year. Accordingly, the auditors were appointed by the shareholders of the company to hold office for a continuous period of three years starting from the conclusion of the said Twenty Ninth (29th) AGM until the conclusion of the 32nd AGM scheduled for August 14, 2024. As the term of office of the auditors is due for compulsory retirement at the ensuing AGM, the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 24, 2024 resolved to recommend the Members of the Company for passing of necessary resolutions at the ensuing 32nd Annual General Meeting of the Company for the appointment of M/s. KKC & Associates LLP (ICAI Firm Registration No. 105146W/W100621) and M/s. Chokshi & Chokshi LLP (ICAI Firm Registration No. 101872W/W100045) as the new Joint Statutory Auditors of the Company for a continuous period of three years commencing from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of 35th Annual General Meeting of the Company to conduct audit of accounts of the Company for a term of three consecutive financial years ending March 31, 2025, March 31, 2026 and March 31, 2027 in place of the Joint Statutory Auditors retiring at the 32nd Annual General Meeting of the Company. M/s. KKC & Associates LLP (formerly known as M/s. Khimji Kunverji & Co LLP) was established in 1936 in Mumbai and over a period spread its wings in four cities namely Mumbai, Pune, Bengaluru and Ahmedabad. The firm is led by 15 partners and has a team of over 300 members. M/s. Chokshi & Chokshi LLP was established in 1976 providing technology enabled professional services in Assurance, Tax Regulatory, and International Compliances Advisory Technology, through a client driven approach. Both the firms have informed the Company that they are eligible to be appointed as Joint Statutory Auditors of the Company as per the Guidelines and

confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 (the 'Act') and that they are not disqualified to be appointed as statutory auditors under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949.

The Audit Committee and the Board of Directors in their respective meetings had also recommended for payment of remuneration up to maximum of ₹75,00,000/- (Rupees Seventy Lakhs Only) and ₹60,50,000/- (Rupees Sixty Lakh Fifty Thousand Only) respectively to M/s. KKC & Associates LLP and M/s. Chokshi & Chokshi LLP for the Financial Year 2024-25. The proposed fee is exclusive of certification fees, goods and service tax and reimbursement of out-of-pocket expenses. It was also recommended for authorizing the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration for remaining tenure during the proposed tenure of three years, etc. in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Further, there is no material change in fee to be paid for the Financial Year 2024 - 25 to the new Joint Statutory Auditors proposed to be appointed as set out at Item Nos. 3 and 4 of the Notice.

The Audit Committee of the Company has taken into consideration the qualification and experience of the firms proposed to be considered for appointment and such qualifications and experience are commensurate with the size and requirements of the company. Further, the Audit committee has also recommended the name of the firms as Joint Auditors to the Board. The Board agrees with the recommendation of the Audit Committee and further recommend the appointment of the firm as Joint Statutory Auditors as set out in the resolutions at Item No. 3 and Item No. 4 of the AGM Notice to the Members of the Company for their consideration and approval, by way of Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Item No.5:

The Nomination, Compensation and Corporate Governance Committee and the Board of Directors of the Company at its meeting held on May 09, 2024, and May 24, 2024, respectively approved the re-appointment of Mr. Abhijit Sen as independent director of the company with effect from August 28, 2024 for a term of 5 years subject to the approval of the Members of the company.

Mr. Abhijit Sen retired from Citi India in February 2015 after serving as the Chief Financial Officer - India Subcontinent for over 18 years. On retirement from Citi India, Mr. Abhijit Sen is associated with E&Y from August 3, 2015, as a part-time Senior Advisor, to provide broad strategic support for their activities in the Banking and Financial Services Sector. He currently serves on several Boards including Kalyani Forge Ltd, Tata Investments Corporation, HDFC Credila Financial Services Limited & Cashpor Microcredit and chairs the Audit Committees of Kalyani Forge Ltd, Tata Investments Corporation, Manappuram Finance Limited and Cashpor Microcredit in addition to chairing/participating on several other Board Committees including Risk Committees. He advises Creditenable, a Fintech analytics entity and Trust Capital, a Wealth advisory boutique firm. In the past, he has served on the Board of National Securities Depository Ltd, IDFC First Bank, IndiaFirst Life Insurance, Trent Ltd, Ujjivan Financial Service Limited and has been an Advisor to General Atlantic. He also mentors several start-up entrepreneurs.

The Company has received a notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Abhijit Sen for appointment as an Independent Director of the Company. In this regard, the Company has also received a declaration of independence from Mr. Abhijit Sen. Mr. Abhijit Sen has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties, and he is not debarred from holding the office of Director by virtue of any order of the SEBI or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Abhijit Sen has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has also received a declaration from Mr. Abhijit Sen confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Further, during the proposed second term of his appointment (i.e., from August 28, 2024,) he will be crossing the age of 75 years. Pursuant to Regulation 17 (1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship

of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

No directors except Mr. Abhijit Sen, is interested or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board of Directors of your company recommends the resolution given in the Notice as item no.5, for approval of the Members of the Company as Special Resolution.

Item No: 6:

The Nomination Compensation and Corporate Governance committee and the Board at its meeting held on May 09, 2024 has approved the revision in the remuneration of Mr. V.P.Nandakumar.

The Nomination Compensation and Corporate Governance Committee of the Company is of the view that Mr. V P Nandakumar's continued presence as MD & CEO of the company has been of value, and he has been at the helm of affairs of the Company for a long time responsible for the growth of the company over the years. The company now is considered as one among the top gold loan lenders in India. Besides, he has been able to diversify the business into other complementary business and the group as of now has four subsidiaries engaged in Micro finance, Home Loans, Insurance distribution and Technology Services. Accordingly, the Committee recommended the Board for revision in the salary of Mr. V P Nandakumar.

The details of the proposed revision in the remuneration of Mr. V. P. Nandakumar (DIN: 00044512) by way of an increment with effect from April 01, 2024 are as under:

Salary & Allowances: ₹9,20,00,000/- (Rupees Nine Crore and Twenty Lakhs Only) per annum as Salary and ₹1,60,00,000/- (Rupees One Crore and Sixty Lakhs Only) per annum as allowances.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites:

Contribution to Provident Fund: @ 12% of the monthly salary and allowances as above.

Contribution to: Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family, thrice in a year as per the rules of the Company.

Fee for clubs: Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Provision of chauffeur driven car for official purposes and telephone including internet at residence.
2. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.
3. Accompanying spouse or any other person for the business trips both domestic and abroad.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost. The above said remuneration and perquisites shall be subject to the ceiling laid down in Sections 197, 198 and all other applicable provisions of the Act, as may be amended from time to time.

No directors except Mr. V.P. Nandakumar (DIN: 00044512), and Dr. Sumitha Nandan (DIN: 03625120), are interested or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 6.

The Board of Directors of your company recommends the resolution given in the Notice as item no.6, for approval of the Members of the Company as Ordinary Resolution.

Item No: 7:

The Nomination Compensation and Corporate Governance committee and the Board at its meeting held on May 9,2024 has approved the revision in the remuneration of Dr. Sumitha Nandan.

Dr. Sumitha Nandan was inducted as the Whole time Director on the Board of the Company in December 2022, and she was responsible for the oversight of certain business operations including some digital initiative since her onboarding. The Nomination Compensation and Corporate Governance Committee noted that since her inception as an Whole time Director, her oversight of the areas assigned was quite effective and her performance against the Key Performance Indicators fixed for the year 2023 was also in alignment with the objectives set. Accordingly, the Committee recommended the Board for revision in the salary of Dr. Sumitha Nandan.

The details of the proposed revision in the remuneration of Dr. Sumitha Nandan (DIN:03625120) by way of an increment with effect from April 01, 2024 are as under:

Salary & Allowances: ₹12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month with minimum annual increment of 10 %.

Commission: Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors is subject to the norms framed by the Board from time to time.

Retirement Benefits / Perquisites:

Contribution to Provident Fund: @ 12% of the monthly salary and allowances as above.

Contribution to: Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites).

Medical Reimbursement Expenses: For self and family including premium payable for medical insurance.

Personal Accident Insurance: As per the rules of the Company.

Leave Travel Concession: For self and family, thrice in a year as per the rules of the Company.

Fee for clubs: Subject to maximum of two clubs excluding admission and life membership fees.

Others:

1. Telephone including internet at residence on monthly basis.
2. For the business trips both domestic and abroad on actual basis.
3. Such other allowances, perquisites, benefits and amenities may be provided by the Company to the top management from time to time.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost. The above said remuneration and perquisites shall be subject to the ceiling laid down in Sections 197, 198 and all other applicable provisions of the Act, as may be amended from time to time.

No directors except Mr. V.P. Nandakumar (DIN: 00044512), and Dr. Sumitha Nandan (DIN: 03625120), are interested or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 7.

The Board of Directors of your company recommends the resolution given in the Notice as item no.7, for approval of the Members of the Company as Ordinary Resolution.

By order of the Board of Directors

Sd/-

Place: Valapad, Thrissur
Date: May 24, 2024

Manoj Kumar V R
Company Secretary

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards



Abhijit Sen (DIN: 00002593)
Independent Director

Mr. Abhijit Sen retired from Citi India in February 2015 after serving as the Chief Financial Officer - India Subcontinent for over 18 years. On retirement from Citi, Mr. Abhijit Sen is associated with E&Y from August 3, 2015, as a part-time Senior Advisor, to provide broad strategic support for their activities in the Banking and Financial Services Sector. He currently serves on several Boards including Kalyani Forge Ltd, Tata Investments Ltd, Manappuram Finance Ltd, Asirvad Microfinance & Cashpor Microcredit and chairs the Audit Committees of Kalyani Forge Ltd, Tata Investments & Manappuram Finance Ltd in addition to chairing/participating on several other Board Committees including Risk Committees. He advises Creditenable, a Fintech analytics entity and Trust Capital, a Wealth advisory boutique firm. He recently joined the Risk & Investment Committees of the National Stock Exchange and the Board of Pramerica Insurance. In the past, he has served on the Board of National Securities Depository Ltd, IDFC First Bank, India First Life Insurance, Trent Ltd, U Gro Capital, Ujjivan Financial Services and has been an Advisor to General Atlantic. He also mentors several start-up entrepreneurs

DIN: 00002593

Age & Date of Birth: 73 years November 17, 1950

Nationality: Indian

Date of first appointment on the Board: July 17, 2019

Nature of expertise in specific functional areas: Have years of experience in financial and IT related matters

Disclosure of inter-se relationships between directors and KMP: Nil

Listed entities (other than Manappuram Finance Limited) in which Mr. Abhijit Sen holds directorship and committee membership:
 Tata Investment Corporation Limited, Kalyani Forge Limited

Listed entities from which Mr. Abhijit Sen has resigned in the past three years: Ujjivan Financial Services Limited, Ugro Capital Limited,

Directorship in other Companies: Mr. Abhijit Sen holds directorships in Cashpor Micro Credit, Asirvad Microfinance Limited, Pramerica Life Insurance Limited(Nominee Director), HDFC Credila Financial Services Limited

Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Companies of which he/ she is a Director:

Sl no	Name of the Company	Committee	Member/ Chairman
1	Kalyani Forge Limited	Audit Committee	Chairman
2	HDFC Credila Financial Services Limited	Audit Committee	Chairman
3	Tata Investment Corporation Limited	Audit Committee	Chairman
4	Kalyani Forge Limited	Stakeholders Relationship Committee	Member
5	Asirvad Micro Finance Limited	Audit Committee	Member
6	Cashpor Micro Credit	Audit Committee	Chairman

Membership/ Chairmanship of Committees of other Boards not mentioned above:

Sl no	Name of the Company	Committee	Member/ Chairman
1	Kalyani Forge Limited	Nomination Committee	Member
2	HDFC Credila Financial Services Limited	Nomination Committee	Member
3	Pramerica Life Insurance Limited	Nomination Committee	Member
4	Pramerica Life Insurance Limited	Investment Committee	Member
5	HDFC Credila Financial Services Limited	Risk Management Committee	Member

Shareholding in the Company as on the date of his appointment: Nil

Remuneration proposed to be paid: As per the resolution proposed in item no 5 of this notice, read with the explanatory statement thereto.

Key terms and conditions of appointment: As per the resolution proposed in item no 5 of this notice, read with the explanatory statement thereto.

Skills and capabilities: The details pertaining to the skills and capabilities possessed by him is detailed in the Corporate Governance Report forming part of Annual Report 2023-24.

Date of first appointment to the Board, last drawn remuneration and number of meetings of the Board attended: Mr. Abhijit Sen was first appointed to the Board with effect from July 17, 2019 as an additional director by the Board of Directors of the company and thereafter at the Annual General Meeting held on August 27, 2019, shareholders approved the appointment of Mr. Abhijit Sen as an independent director of the company for a period of five years with effect from August 27, 2019, not liable to retire by rotation, on such remuneration and terms. The details pertaining to his remuneration, and number of meetings attended are provided in the Corporate Governance Report section of the Annual Report 2023-24.

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards



Dr. Sumitha Nandan (DIN: 03625120)

Executive Director

Dr. Sumitha Nandan had acted in various executive capacities at Manappuram Finance Ltd. including as Chief Executive Officer of Online Gold Loan (OGL). She had held the whole time Director position in Manappuram Health Care Limited. She had also held Directorships in Manappuram Home Finance Limited, Manappuram Agro Farms Limited, Systemic Ayurvedic Research Private Limited and Macare Dental Care Private Limited.

Dr. Sumitha Nandan has completed her MBBS from Rajiv Gandhi University Of Science & Research Institute, Karnataka. She holds MS from Sri Ramachandra University Chennai and a fellowship in Cosmetic Gynecology. She has worked in multiple Hospitals such as consultant Gynecologist at Trikakkara Co-operative Hospital Cochin and KIMS Hospital Cochin. She worked as an Assistant Professor in Amritha Institute of Medical Science and also as a Gynecologist and Cosmetologist in Cimar Hospital, Cochin.

DIN: 03625120

Age & Date of Birth: 44 years, May 30, 1980

Nationality: Indian

Nature of expertise in specific functional areas: Dr. Sumitha Nandan has acted in various executive positions at Manappuram Finance Limited including as Chief Executive Officer of Online Gold Loan (OGL). During those tenures she has shown possessing good business acumen and managerial skills. Apart from the said positions, she had also held Whole- time Directorship in Manappuram Health Care Limited, directorship in Manappuram Home Finance Limited, Manappuram Agro Farms Limited, Systemic Ayurvedic Research Private Limited, and Macare Dental Care Private Limited where she has proved as good leader and steward. Given her experience in health care with intense consumer focus as well as regulatory oversight and her experience with the Company engaged in Financial services, she is mindful of the consumer expectations which is one of the important areas of regulatory focus and concern.

Disclosure of inter-se relationships between directors and KMP: Dr. Sumitha Nandan is the daughter of Mr. V P Nandakumar, the Managing Director & Chief Executive Officer of Manappuram Finance Limited.

Listed entities (other than Manappuram Finance Limited) in which Dr. Sumitha Nandan holds directorship and committee membership: Nil

Listed entities from which Dr. Sumitha Nandan has resigned in the past three years: Nil

Directorship in other Companies: Nil

Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of other Companies of which he/ she is a Director: Nil

Membership/ Chairmanship of Committees of other Boards not mentioned above: Nil

Shareholding in the Company as on the date of her appointment: Nil

Remuneration proposed to be paid: As per the resolution proposed in item no 7 of this notice, read with the explanatory statement thereto.

Key terms and conditions of appointment: As per the resolution proposed in item no 2 of notice of postal ballot dated December 23, 2022 <https://www.manappuram.com/investors/notice-to-shareholders>

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Dr. Sumitha Nandan was first appointed to the Board with effect from January 1,2023 as an additional director by the Board of Directors of the company and thereafter vide postal ballot results dated February 03, 2023, shareholders approved the appointment of Dr. Sumitha Nandan as a whole-time director of the company for a period of five years with effect from January 1,2023, liable to retire by rotation, on such remuneration and terms. The details pertaining to her remuneration, and number of meetings attended are provided in the Corporate Governance Report section of the Annual Report 2023-24.

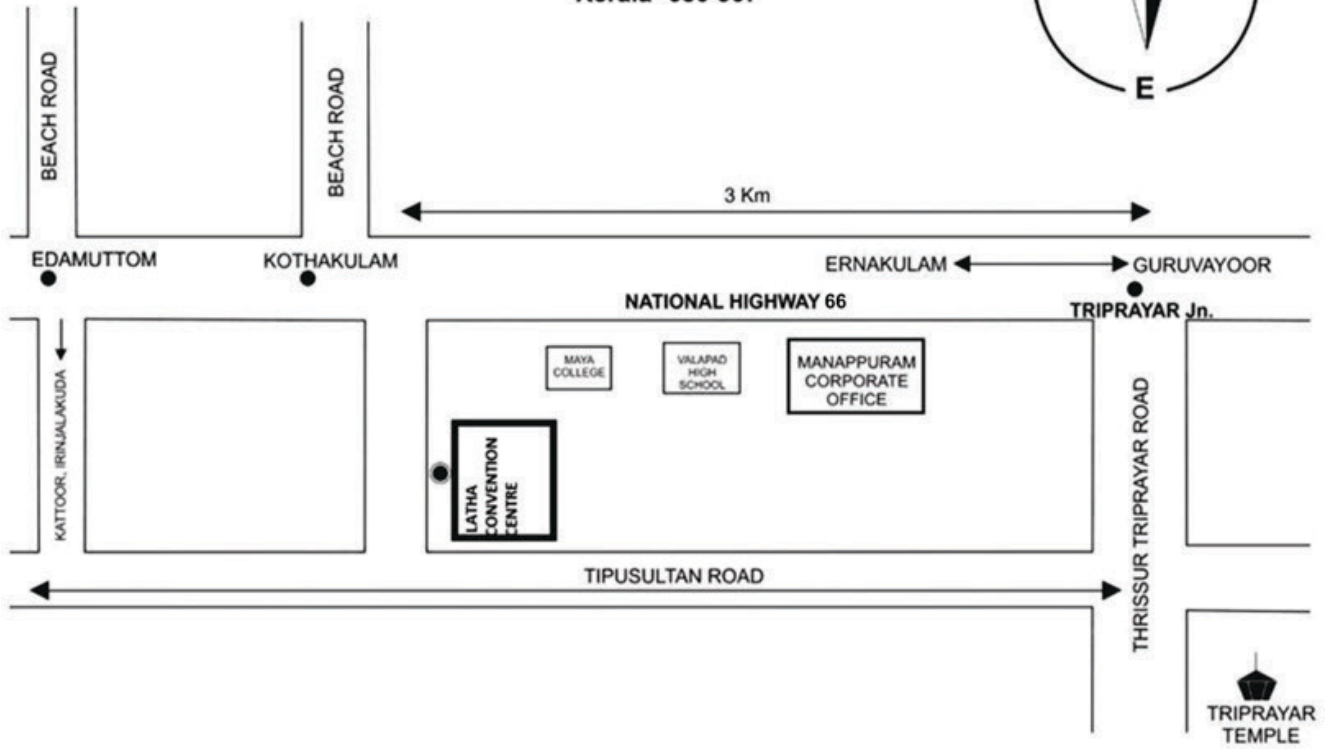
By order of the Board of Directors

Place: Valapad, Thrissur
Date: May 24, 2024

Sd/-
Manoj Kumar V R
Company Secretary

ROUTE MAP TO THE VENUE OF THE AGM

Latha Convention Centre, Valapad, Thrissur,
Kerala- 680 567



MANAPPURAM FINANCE LIMITED

Regd. Office: W - 4/638 A, Manappuram House, Valapad P.O., Thrissur - 680 567, Kerala, India

Ph: (0487) 3050413, 3050417, CIN: L65910KL1992PLC006623

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

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING - WEDNESDAY, AUGUST 14, 2024

DP ID		CLIENT ID	
FOLIO NO.		No. of shares	

I certify that I am a member/ proxy/ authorized representative for the member of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company at Latha Convention Centre (formerly known as Anugraha Auditorium), Valapad, Thrissur - 680 567, Kerala held on Wednesday, August 14, 2024 at 11.00 A.M. (IST)

Signature of the Shareholder/Proxy Name of the Shareholder/Proxy

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Sequence No.

Note: Please read instructions given at Note No.22 of the Notice of the 32nd Annual General Meeting carefully before voting electronically

MANAPPURAM FINANCE LIMITED

Regd. Office: W - 4/638 A, Manappuram House, Valapad P.O., Thrissur - 680 567, Kerala, India
Ph: (0487) 3050413, 3050417, CIN: L65910KL1992PLC006623
Email: cosecretary@manappuram.com, Website: www.manappuram.com

PROXY FORM
32nd ANNUAL GENERAL MEETING - WEDNESDAY, AUGUST 14, 2024

(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 :					
Email ID :					
DP ID:		CLIENT ID:		FOLIO NO.	

I / We, being the member(s) of _____ shares of Manappuram Finance Limited, hereby appoint:

(1) Name : _____

Address : _____

E-mail ID : _____

Signature : _____ or failing him/her; _____

(2) Name : _____

Address : _____

E-mail ID : _____

Signature : _____ or failing him/her; _____

(3) Name : _____

Address : _____

E-mail ID : _____

Signature : _____ or failing him/her; _____

And whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, August 14, 2024 at 11.00 A.M. (IST) at Latha Convention Centre (formerly known as Anugraha Auditorium), Valapad, Thrissur - 680 567, Kerala, India and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below

Sl No	Resolutions	*Vote	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements		
2.	Appointment of Dr. Sumitha Nandan (DIN: 03625120) as Director, liable to retire by rotation		
3.	Appointment of M/s. KKC & Associates LLP (ICAI Firm Registration No. 105146W/ W100621) as Joint Statutory Auditor of the Company and to fix their remuneration		
4.	Appointment of M/s. Chokshi & Chokshi LLP (ICAI Firm Registration No. 101872W/W100045) as Joint Statutory Auditor of the Company and to fix their remuneration		
Special Business			
5.	Reappointment of Mr. Abhijit Sen (DIN: 00002593) as Independent Director		
6.	Revision in remuneration payable to Mr. V P Nandakumar (DIN:00044512), Managing Director & Chief Executive Officer of the Company.		
7.	Revision in remuneration payable to Dr. Sumitha Nandan (DIN: 03625120), Whole-time Director of the Company.		

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix Revenue Stamp

Notes:

- 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.*
- For the Resolutions, and Notes, please refer to the Notice of 32nd AGM.*
- *Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*
- A Proxy need not be a member of the Company.*
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*