



MANAPPURAM FINANCE LIMITED

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Reference No.: SEC/ SE/ 51/ 2025 - 26

Date: June 25, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 531213

National Stock Exchange of
India Limited 5th Floor,
Exchange Plaza
Bandra (East)
Mumbai - 400 051
Scrip Code: MANAPPURAM

India International Exchange
(IFSC) Ltd 1st Floor, Unit No.
101, The Signature, Building
no. 13B, Road 1C, Zone 1,
GIFT SEZ, GIFT City,
Gandhinagar, Gujarat –
382355

Dear Sir/ Madam,

Re: Disclosure in terms of Regulations 30, 51 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

We refer to our intimation dated March 20, 2025 bearing reference no. Sec/SE/352/2024 – 25 *inter alia* with respect to:

- (1) Execution of the securities subscription agreement dated March 20, 2025 (“**SSA**”) among the Company, the Investors and V.P. Nandakumar, Sushama Nandakumar (“**Existing Promoters**”), Suhas Nandan, Sooraj Nandan and Sumitha Nandan (collectively with the Existing Promoters, the “**Specified Promoter and Promoter Group**”) for setting out the terms and conditions of the proposed issuance of:
 - (a) 9,29,01,373 fully paid up equity shares of the Company each having a face value of INR 2/- (Indian Rupees Two Only) (“**Equity Shares**”) at a price of INR 236/- (Indian Rupees Two Hundred and Thirty Six Only) per Equity Share aggregating to INR 2192,47,24,028/- (Indian Rupees Two Thousand One Hundred Ninety Two Crore Forty Seven Lakh Twenty Four Thousand and Twenty Eight Only) (“**Subscription Shares**”) to BC Asia Investments XXV Limited (“**Investor 1**”); and
 - (b) 9,29,01,373 (Nine Crore Twenty Nine Lakh One Thousand Three Hundred and Seventy Three) warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 236/- (Indian Rupees Two Hundred and Thirty Six Only) per warrant aggregating to INR 2192,47,24,028/- (Indian Rupees Two Thousand One Hundred Ninety Two Crore Forty Seven Lakh Twenty Four Thousand and Twenty Eight Only), which may be exercised and converted in one or more tranches during the period commencing from the expiry of 4 (four) months from the date of allotment of warrants till 18 (eighteen)

India’s First Listed and Highest Credit Rated Gold Loan Company

CIN: L65910KL1992PLC006623, Registered Office : W - 4/ 638A, Manappuram House, P.O. Valapad, Thrissur - 680 567, Kerala, India
Tel : 0487 - 3050100, 3050108 Fax : 0487 - 2399298 E mail : mail@manappuram.com Website : www.manappuram.com



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months from the date of allotment of the warrants ("**Subscription Warrants**"), to BC Asia Investments XIV Limited ("**Investor 2**", and together with BC Asia Investments XXV Limited, "**Investors**"

(the "**Preferential Issue**")

- (2) Execution of the shareholders' agreement dated March 20, 2025 ("**SHA**") among the Company, the Investors and the Specified Promoter and Promoter Group to record the terms and conditions governing the management of the Company and its subsidiaries and the *inter se* rights and obligations between the Investors and Specified Promoter and Promoter Group, which shall be effective in accordance with its terms. As intimated, upon closing in accordance with the SSA, the Investors will acquire and exercise control over the Company and be classified as 'promoters' of the Company along with the Existing Promoters (i.e. V.P. Nandakumar and Sushama Nandakumar) in accordance with the terms of the SSA, SHA and the provisions of the Listing Regulations.

The aforementioned transactions including the Preferential Issue are collectively referred to as the "**Underlying Transaction**"

- (3) Pursuant to the execution of the SSA and SHA, the mandatory open offer being made by the Investor 1 together with the Investor 2 and other identified persons acting in concert with the Investor 1, to the public shareholders of the Manappuram Finance Limited pursuant to and in compliance with Regulation 3 and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Open Offer**"). In connection with such Open Offer, a public announcement dated March 20, 2025 has been made, a detailed public statement has been published on March 27, 2025 in prescribed newspapers, and a draft letter of offer has been filed with SEBI on April 04, 2025.

Pursuant to applicable regulations of the Listing Regulations including Regulation 30 and 51, read with Para A of Part A of Schedule III thereof, we wish to inform that that we have been notified by the Investors vide their email dated June 24, 2025 at 22:14 hours that it has received an intimation that the Competition Commission of India has, vide its letter dated June 24, 2025, *inter-alia* approved the Underlying Transaction and the Open Offer under Section 31(1) of the Competition Act, 2002.

The consummation of the Underlying Transaction and completion of the Open Offer remain subject to receipt of certain other regulatory approvals including from the Reserve Bank of India.

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The press release issued by the Competition Commission of India can be accessed on [Competition Commission of India, Government of India \(cci.gov.in\)](http://cci.gov.in) and the press release issued by the Press Information Bureau can be accessed on [Press Release:Press Information Bureau \(pib.gov.in\)](http://pib.gov.in).

Request you to kindly take the same on record.

Thanking You.

Yours faithfully,
For **Manappuram Finance Limited**

Manoj Kumar V R
Company Secretary

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