



MANAPPURAM FINANCE LIMITED

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

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

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING (“NOTICE”)

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF MANAPPURAM FINANCE LIMITED (“COMPANY”) WILL BE HELD ON JULY 14, 2026, AT 3:30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. Appointment of Mr. Rishi Mandawat (DIN: 07639602) as a Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, the Articles of Association of the Company, and in terms of (i) the securities subscription agreement dated March 20, 2025 entered into by and amongst the Company, BC Asia Investments XXV Limited (“**Investor 1**”), BC Asia Investments XIV Limited (“**Investor 2**”, and collectively with Investor 1, the “**Investors**”), V.P. Nandakumar, Sushama Nandakumar (“**Existing Promoters**”), and Sumitha Nandan, Suhas Nandan and Sooraj Nandan (collectively with the Existing Promoters, the “**Specified Promoter and Promoter Group**”), and (ii) the shareholders’ agreement dated March 20, 2025 entered into by and amongst the Company, the Investors and the Specified Promoter and Promoter Group, and (iii) the approval granted by the Reserve Bank of India dated September 16, 2025, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Rishi Mandawat (DIN: 07639602) (who was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors of the Company on May 05, 2026 based on the recommendation of the Nomination Compensation

and Corporate Governance Committee), as a Non-Executive Non-Independent Director of the Company nominated by the Investors for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, liable to retire by rotation, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including but not limited to filing necessary forms / returns / documents with the Registrar of Companies, Reserve Bank of India and/or any other regulatory authorities, making necessary entries in statutory registers and to settle any question, difficulty or doubt that may arise in this regard.”

2. Appointment of Mr. Ashish Arvind Kotecha (DIN: 02384614) as a Non-Executive Non-Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, the Articles of Association of the Company, and in terms of (i) the securities subscription agreement dated March 20, 2025 entered into by and amongst the Company, BC Asia Investments XXV Limited (“**Investor 1**”), BC Asia Investments XIV Limited (“**Investor 2**”, and collectively with Investor 1, the “**Investors**”), V.P. Nandakumar, Sushama Nandakumar (“**Existing Promoters**”), and Sumitha Nandan, Suhas Nandan and Sooraj Nandan (collectively with the Existing Promoters, the “**Specified Promoter and Promoter Group**”), and (ii) the shareholders’ agreement dated March 20, 2025 entered into by and amongst the Company, the Investors and the Specified Promoter and Promoter Group, and (iii) the approval granted by the Reserve Bank of India dated September 16, 2025, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Ashish Arvind Kotecha (DIN: 02384614) (who was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors of the Company on May 05, 2026 based on the recommendation of the Nomination Compensation and Corporate Governance Committee), as a Non-Executive Non-Independent Director of the Company nominated by the Investors, for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, liable to retire by rotation, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including but not limited to filing necessary forms / returns / documents with the Registrar of Companies, Reserve Bank of India and/or any other regulatory authorities, making necessary entries in statutory registers and to settle any question, difficulty or doubt that may arise in this regard.”

3. Appointment of Mr. Rajesh Kumar Rathanchand (DIN: 08708450) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1), 197, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Kumar Rathanchand (DIN: 08708450) (who was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company (“**Board**”) on May 05, 2026 and possesses relevant expertise and experience and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Act and the Listing Regulations) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Rajesh Kumar Rathanchand by way of sitting fees for attending the meetings of the Board and committees thereof and reimbursement of expenses for participation in such meetings, within the limits prescribed under Section 197 and other applicable provisions of the Act, and such other remuneration, if any, as may be determined by the Board or the Nomination Compensation and Corporate Governance Committee from time to time in accordance with applicable laws.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including filing necessary forms / returns / documents with the Registrar of Companies and/or any other regulatory authorities, making necessary entries in statutory registers and to settle any question, difficulty or doubt that may arise in this regard.”

4. Appointment of Mr. Balaji Vijayaraghavan (DIN: 05122430) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1), 197, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16 (1)(b), 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Balaji Vijayaraghavan (DIN: 05122430) (who was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company (“**Board**”) on May 05, 2026 and possesses relevant expertise and experience and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Act and the Listing Regulations) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Balaji Vijayaraghavan by way of sitting fees for attending the meetings of the Board and committees thereof and reimbursement of expenses for participation in such meetings, within the limits prescribed under Section 197 and other applicable provisions of the Act, and such other remuneration, if any, as may be determined by the Board or the Nomination Compensation and Corporate Governance Committee from time to time in accordance with applicable laws.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including filing necessary forms / returns / documents with the Registrar of Companies and/or

any other regulatory authorities, making necessary entries in statutory registers, and to settle any question, difficulty or doubt that may arise in this regard.”

5. Appointment of Mr. Rakesh Bhatt (DIN: 02531541) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1), 197, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16 (1)(b), 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Rakesh Bhatt (DIN: 02531541) (who was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company (“**Board**”) on May 05, 2026 and possesses relevant expertise and experience and who has submitted a declaration that he meets the criteria for appointment as an independent director under the Act and the Listing Regulations) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Rakesh Bhatt by way of sitting fees for attending the meetings of the Board and committees thereof and reimbursement of expenses for participation in such meetings, within the limits prescribed under Section 197 and other applicable provisions of the Act, and such other remuneration, if any, as may be determined by the Board or the Nomination Compensation and Corporate Governance Committee from time to time in accordance with applicable laws.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including filing necessary forms / returns / documents with the Registrar of Companies and/or any other regulatory authorities, making necessary entries in statutory registers, and to settle any question, difficulty or doubt that may arise in this regard.”

6. Appointment of Ms. Rosemary Sebastian (DIN: 07938489) as a Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1), 197, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16 (1)(b), 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and other applicable regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy of the Company for determining the ‘Fit and Proper’ criteria of Directors, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Rosemary Sebastian (DIN: 07938489) (who was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company (“**Board**”) on May 05, 2026 and possesses relevant expertise and experience and who has submitted a declaration that she meets the criteria for appointment as an independent director under the Act and the Listing Regulations) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from May 05, 2026 to May 04, 2031, in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of remuneration to Ms. Rosemary Sebastian by way of sitting fees for attending the meetings of the Board and committees thereof and reimbursement of expenses for participation in such meetings, within the limits prescribed under Section 197 and other applicable provisions of the Act, and such other remuneration, if any, as may be determined by the Board or the Nomination Compensation and Corporate Governance Committee from time to time in accordance with applicable laws.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including filing necessary forms / returns / documents with the Registrar of Companies and/or any other regulatory authorities, making necessary entries in statutory registers, and to settle any question, difficulty or doubt that may arise in this regard.”

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

Sd/-
Aparna Menon
Company Secretary

Date: June 18, 2026

Place: Valapad

NOTES:

1. In accordance with the provisions of Companies Act, 2013 read with the rules made thereunder (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), General Circulars No. 14/2020 dated April 08, 2020 read with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circular**”), the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, issued by Securities and Exchange Board of India (“**SEBI Circular**”), and Secretarial Standard - 2 on General Meetings as issued by Institute of Company Secretaries of India (“**SS 2**”), holding of the extra ordinary general meeting, through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”), is permitted without the physical presence of the Members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at W-4/ 638A, Manappuram House, P.O. Valapad, Thrissur, Kerala - 680 567, which shall be the deemed venue of the EGM.
2. As per the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and, a proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with and the facility for appointment of proxies by the Members will not be available for the EGM, and therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and in terms of the MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) for facilitating remote e-voting and e-voting on the date of EGM.
4. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at cosecretary@manappuram.com mentioning their Folio No./DP ID and Client ID. Members may note that the EGM Notice has been uploaded on the website of the Company: www.manappuram.com, and can also be accessed from the websites of the stock exchanges i.e. BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively, and is also available on the website of CDSL - www.evotingindia.com.
5. Institutional/ corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf/jpg format) of the relevant board resolution/

authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to attend the EGM through VC/ OAVM and to vote on their behalf. The said resolution/ authorization letter shall be sent to the Scrutinizer by e-mail through its registered email address to cosecretary@manappuram.com. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.

6. Explanatory Statement pursuant to Section 102 of the Act in respect of special businesses, as set out above is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cosecretary@manappuram.com.
7. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, July 07, 2026. Members holding shares in dematerialized form, who have not registered/ updated their e-mail addresses are requested to register/ update their e-mail addresses with their respective depository participants. Members holding shares in physical form are requested to register/ update their e-mail addresses with MUFG Intime India Private Limited, registrar and share transfer agent of the Company (“**RTA**”).
9. Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
10. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
11. Since the EGM will be held through VC / OAVM, the Route Map is not required and hence not annexed to this Notice.
12. The Company has appointed Mr. Suresh M V, FCS (Membership no. F9741), Senior Partner, SMS & Co Company Secretaries LLP to act as the scrutinizer for conducting the electronic voting process and voting during EGM in a fair and transparent manner (“**Scrutinizer**”).
13. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and e-voting during EGM, will prepare a consolidated scrutinizer’s report in accordance with the applicable laws. The Scrutinizer shall submit his consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by Chairman, who shall countersign the same and declare the result of the voting forthwith.
14. The results declared along with Scrutinizer’s report shall be placed on the Company’s website www.manappuram.com and on the website of CDSL: www.evotingindia.com

immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Company shall simultaneously communicate the results to the BSE and NSE, where the shares of the Company are listed, within two working days of conclusion of the EGM.

15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 Friday, July 10, 2026 at 9.00 A.M and ends on Monday July 13, 2026 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 (Tuesday July 07, 2026) 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 December 9, 2020, 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.

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 & My Easi New (Token) 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 & My Easi New (Token) 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,

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual	You can also login using the login credentials of your demat account

Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.
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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.: 022 - 4886 7000 and 022 - 2499 7000

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) 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Manappuram Finance Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 mandatorily 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; cosecretary@manappuram.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cosecretary@manappuram.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cosecretary@manappuram.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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** at cosecretary@manappuram.com /RTA at coimbatore@in.mpms.mufg.com.
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 attending EGM and 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, AVP (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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (“**Act**”), the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 01

Members are informed that, the Board of Directors of the Company (“**Board**”), at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee and in accordance with the terms of (i) the securities subscription agreement dated March 20, 2025 entered into by and amongst the Company, BC Asia Investments XXV Limited (“**Investor 1**”), BC Asia Investments XIV Limited (“**Investor 2**”, and collectively with Investor 1, the “**Investors**”), V.P. Nandakumar, Sushama Nandakumar (“**Existing Promoters**”), and Sumitha Nandan, Suhas Nandan and Sooraj Nandan (collectively with the Existing Promoters, the “**Specified Promoter and Promoter Group**”) (“**SSA**”) and (ii) the shareholders’ agreement dated March 20, 2025 entered into by and amongst the Company, the Investors and the Specified Promoter and Promoter Group (“**SHA**”), approved the appointment of Mr. Rishi Mandawat (DIN: 07639602) as an Additional Non-Executive and Non-Independent Director of the Company nominated by the Investors with effect from May 05, 2026 for a term of 5 (five) years commencing from May 05, 2026 up to May 04, 2031, liable to retire by rotation, subject to approval of the shareholders of the Company.

In terms of Section 161 of the Companies Act, 2013 (“**Act**”) an Additional Director shall hold the office up to the date of the ensuing Annual General Meeting or the last date on which such meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Mr. Rishi Mandawat (DIN: 07639602) as a Non-Executive Non-Independent Director of the Company.

The Company has received requisite forms, declarations and other documents from Mr. Rishi Mandawat including consent to act as a director of the Company. Mr. Rishi Mandawat is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the ‘Fit and Proper Criteria’ prescribed by the Reserve Bank of India (RBI) in

accordance with the Master Direction- Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and has recommended the appointment of Mr. Rishi Mandawat.

The brief resume of Mr. Rishi Mandawat, qualification, experience, expertise and the information pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as **Annexure I** to this Notice.

Except Mr. Rishi Mandawat, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 01.

The Board recommends the Ordinary Resolution set out at Item No. 01 of the Notice for approval of the Members.

Item No. 02

Members are informed that, the Board at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee and in accordance with the terms of the SSA and the SHA, approved the appointment of Mr. Ashish Arvind Kotecha (DIN: 02384614) as an Additional Non-Executive and Non-Independent Director of the Company nominated by the Investors with effect from May 05, 2026 for a term of 5 (five) years commencing from May 05, 2026 up to May 04, 2031, liable to retire by rotation, subject to approval of the shareholders of the Company.

In terms of Section 161 of the Act, an Additional Director shall hold the office up to the date of the ensuing Annual General Meeting or the last date on which such meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Mr. Ashish Arvind Kotecha (DIN: 02384614) as a Non-Executive Non-Independent Director of the Company.

The Company has received requisite forms, declarations and other documents from Mr. Ashish Kotecha including consent to act as a director of the Company. Mr. Ashish Kotecha is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the Master Direction- Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and has recommended the appointment of Mr. Ashish Kotecha.

The brief resume of Mr. Ashish Arvind Kotecha, qualification, experience, expertise and the information pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as **Annexure I** to this Notice.

Except Mr. Ashish Arvind Kotecha, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 02.

The Board recommends the Ordinary Resolution set out at Item No. 02 of the Notice for approval of the Members.

Item No. 03

The Board at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee, approved the appointment of Mr. Rajesh Kumar Rathanchand (DIN: 08708450) as an Additional Non-Executive Independent Director , not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 05, 2026, to May 04, 2031, subject to the approval of members of the Company.

In terms of Section 161 of the Act an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Mr. Rajesh Kumar Rathanchand (DIN: 08708450) as a Non-Executive Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Rajesh Kumar Rathanchand confirming that he meets the criteria of independence as provided in Section 149(6) of the Act read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. He has further 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, in terms of Regulation 25(8) of Listing Regulations.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction- Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025" and has recommended the appointment of Mr. Rajesh Kumar Rathanchand.

Mr. Rajesh Kumar Rathanchand has also confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of

Corporate Affairs. Mr. Rajesh Kumar Rathanchand is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. Further, there are no inter se relationships between him and any other member of the Board and Key Managerial Personnel of the Company.

Except Mr. Rajesh Kumar Rathanchand, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 3.

The Board recommends the Special Resolution set out in Item No. 03 of the Notice for approval of the Members.

Item No. 04

The Board at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee, approved the appointment of Mr. Balaji Vijayaraghavan (DIN: 05122430) as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 05, 2026, to May 04, 2031, subject to the approval of members of the Company.

In terms of Section 161 of the Act an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Mr. Balaji Vijayaraghavan (DIN: 05122430) as Non-Executive Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Balaji Vijayaraghavan confirming that he meets the criteria of independence as provided in Section 149(6) of the Act read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. He has further 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, in terms of Regulation 25(8) of Listing Regulations.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction- Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025" and has recommended the appointment of Mr. Balaji Vijayaraghavan.

Mr. Balaji Vijayaraghavan has also confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Mr. Balaji Vijayaraghavan is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. Further, there are no inter se relationships between him and any other member of the Board and Key Managerial Personnel of the Company.

Except Mr. Balaji Vijayaraghavan, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 04.

The Board recommends the Special Resolution set out in Item No. 04 of the Notice for approval of the Members.

Item No. 05

The Board at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee, approved the appointment of Mr. Rakesh Bhatt (DIN: 02531541) as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 05, 2026, to May 04, 2031, subject to the approval of members of the Company.

In terms of Section 161 of the Act an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Mr. Rakesh Bhatt (DIN: 02531541) as a Non-Executive Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Rakesh Bhatt confirming that he meets the criteria of independence as provided in Section 149(6) of the Act read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. He has further 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, in terms of Regulation 25(8) of Listing Regulations.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction- Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025" and has recommended the appointment of Mr. Rakesh Bhatt.

Mr. Rakesh Bhatt has also confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Mr. Rakesh Bhatt is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. Further, there are no inter se relationships between him and any other member of the Board and Key Managerial Personnel of the Company.

Except Mr. Rakesh Bhatt, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 05.

The Board recommends the Special Resolution set out in Item No. 05 of the Notice for approval of the Members.

Item No. 06

The Board at its meeting held on May 05, 2026, based on the recommendation of the Nomination, Compensation and Corporate Governance Committee, approved the appointment of Ms. Rosemary Sebastian (DIN: 07938489) as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) years commencing from May 05, 2026, to May 04, 2031, subject to the approval of members of the Company.

In terms of Section 161 of the Act an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further in terms of Regulation 17 (1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the above, the approval of the Members is being sought for the appointment of Ms. Rosemary Sebastian (DIN: 07938489) as a Non-Executive Independent Director of the Company.

The Company has received requisite declarations and disclosures from Ms. Rosemary Sebastian confirming that she meets the criteria of independence as provided in Section 149(6) of the Act read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. She has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties, in terms of Regulation 25(8) of Listing Regulations.

The Nomination, Compensation and Corporate Governance Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the "Master Direction- Reserve Bank of India (Non-Banking Financial

Companies – Governance) Directions, 2025” and has recommended the appointment of Ms. Rosemary Sebastian.







Ms. Rosemary Sebastian has also confirmed her compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Ms. Rosemary Sebastian is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as Director of the Company. Further, there are no inter se relationships between her and any other member of the Board and Key Managerial Personnel of the Company.

Except Ms. Rosemary Sebastian, being the appointee, none of the directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 06.

The Board recommends the Special Resolution set out in Item No. 06 of the Notice for approval of the Members.

Annexure I

Details of directors seeking appointment *vide* this Notice, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI)

Name of the Director	Mr. Rishi Mandawat	Mr. Ashish Arvind Kotecha	Mr. Rajesh Kumar Rathanchand	Mr. Balaji Vijayaraghavan	Mr. Rakesh Bhatt	Ms. Rosemary Sebastian
Photograph						
DIN	07639602	02384614	08708450	05122430	02531541	07938489
Age (in years)	46 years	50 years	55 years	60 years	57 years	67 years
Date of Birth	October 29, 1979	January 12, 1976	May 15, 1971	October 09, 1965	May 29, 1969	May 05, 1959
Date of first appointment on the Board	May 05, 2026	May 05, 2026	May 05, 2026	May 05, 2026	May 05, 2026	May 05, 2026
Qualification	Bachelor's in Commerce Master's in Business Administration Chartered Accountant	Master's in Commerce Master's in Business Administration	Bachelor's in Science Master's in Business Administration	Bachelor's in commerce Cost and Management Accountant (CMA)	Bachelor's in Science Master's in Computer Application, Computer Science	LLB MA (Psychology) Certified Associate of the Indian Institute of Bankers
Brief Resume and Experience/ Expertise in specific	The details of experience/ expertise in specific functional areas of the above directors are disclosed under < https://www.manappuram.com/management-team >					

functional areas						
Number of meetings of the board attended during the year (FY 2026-27)	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.	Attended 2 Board Meetings from the date of appointment up to the date of this Notice.
Directorships in other public and private companies	Current Directorships: 1. RSB Transmissions (I) Limited 2. Novopor Advanced Science Private Limited 3. Bridge Datacentres (Mumbai) Private Limited 4. 360 One WAM Limited 5. Opsmaint (India) Bridge DC Platform Private Limited 6. Dhoot Transmission Limited 7. 360 One Prime Limited	Current Directorships: 1. Kotecha Investment Corporation Private Limited 2. Bombay Cotton and Yarn Company Private Limited	Current Directorships: 1. Asirvad Micro Finance Limited 2. Manappuram Home Finance Limited	Current Directorships: 1. Asirvad Micro Finance Limited 2. Manappuram Home Finance Limited 3. Manappuram Comptech and Consultants Limited	Current Directorships: 1. Bajaj Finserv Health Limited 2. Bajaj Financial Securities Limited 3. Rahi Platform Technologies Private Limited 4. Hina Bhatt Art Foundation 5. Snapwork Technologies Private Limited 6. Avanse Financial Services Ltd. 7. Manappuram Comptech and Consultants Limited	Current Directorships: 1. Godrej Housing Finance Limited 2. NIF-Infrastructure Finance Limited 3. Godrej Capital Limited (unregistered CIC)

Memberships/ Chairmanship in board committees of other public limited companies and listed entities	The details of chairmanship/ memberships in board committees of the above directors are disclosed under as Annexure II .					
Name of Listed entities from which the Director has resigned in the last three years	1. L&T Finance Limited 2. J M Baxi Ports & Logistics Private Limited.	1. Axis Bank Limited	1. TransUnion CIBIL Private Limited.	Nil	1. Bajaj Finance Limited.	1. Aseem Infrastructure Finance Limited
Terms and conditions of appointment	Appointment as Non- Executive Non- Independent Director for a period of five years with effect from May 5, 2026 and he is liable to retire by rotation during the said tenure.	Appointment as Non- Executive Non- Independent Director for a period of five years with effect from May 5, 2026 and he is liable to retire by rotation during the said tenure.	Appointment as Non- Executive Independent Director for a period of five years with effect from May 5, 2026 and he is not liable to retire by rotation during the said tenure.	Appointment as Non- Executive Non- Independent Director for a period of five years with effect from May 5, 2026 and he is not liable to retire by rotation during the said tenure.	Appointment as Non- Executive Independent Director for a period of five years with effect from May 5, 2026 and he is not liable to retire by rotation during the said tenure.	Appointment as Non- Executive Independent Director for a period of five years with effect from May 5, 2026 and she is not liable to retire by rotation during the said tenure.
Shareholding in the Company including beneficial ownership	Nil	Nil	Nil	Nil	Nil	Nil
Inter-se relationship	Nil	Nil	Nil	Nil	Nil	Nil

between Directors, Managers, and other Key Managerial Personnel						
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors*	Sitting Fees and Commission, if any, as approved by the Board of Directors*	Sitting Fees and Commission, if any, as approved by the Board of Directors*	Sitting Fees and Commission, if any, as approved by the Board of Directors*
Details of remuneration last drawn	NA	NA	NA	NA	NA	NA
Rationale / Justification for appointment and skills and capabilities required for the role and the manner in which the proposed independent director meets such requirements	NA	NA	Mr. Rajesh Kumar Rathanchand has over 32 years of extensive experience in the financial services sector, with strong expertise in credit, risk management, and banking operations. He has held key leadership positions, including as Managing Director & CEO of TransUnion CIBIL Ltd. and Group Head – Retail Credit and Risk at HDFC Bank, His deep understanding of retail credit, risk governance, financial ecosystems, and technology-enabled transformation, along with his leadership experience, will add significant value to the Board. The Board is of the view that his expertise	Mr. Balaji Vijayaraghavan brings over three decades of diverse experience across banking, insurance, telecommunications and manufacturing, with strong expertise in finance, operations, customer service and technology. His background as CTO of ICICI Bank and his experience in driving digital transformation, technology roadmaps provide valuable strategic and governance insights.	Mr. Rakesh Bhatt brings over 32 years of experience in financial services and technology, including leadership roles at Bajaj Finance where he contributed to its transformation into a diversified NBFC. His expertise in strategy, operations, technology and compliance, along with experience in managing large-scale teams and business expansion, will strengthen the Board's capabilities. The Board is of the view that his deep domain expertise, strategic leadership, and understanding of governance and risk	Ms. Rosemary Sebastian brings over 40 years of extensive experience in central banking, regulation and financial supervision. As former Executive Director of the Reserve Bank of India overseeing supervision of NBFCs and cooperative banks, she possesses deep expertise in regulatory frameworks, risk oversight, and governance. Her wide-ranging experience across financial supervision, consumer protection, financial inclusion and public debt management, along with her

			and independent judgment make him well-suited for the role of an Independent Director.	The Board is of the view that his combined financial, operational and technology acumen, along with his business-oriented approach and independent judgment, will strengthen the Board's oversight and contribute to the Company's long-term growth and digital initiatives. Accordingly, he is considered well-suited for the role of an Independent Director.	frameworks will significantly strengthen the Board's capabilities. Accordingly, he is considered well-suited for the role of an Independent Director.	association with key boards and committees, will provide valuable guidance to the Board. The Board is of the view that her expertise and independent judgment make her well-suited for the role of an Independent Director.
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*Being appointed as Non-Executive Independent Directors, they will be eligible for a Commission (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof and subject to the recommendation of Nomination, Compensation and Corporate Governance Committee of the Board of Directors.

Membership in Board Committees of other public limited companies and listed entities**1. Mr. Rishi Mandawat**

Sr. No.	Committee	Company	Position
1.	Audit Committee	360 One WAM Limited	Member
2.	Stakeholders Relationship Committee		Chairman

2. Mr. Ashish Arvind Kotecha

Sr. No.	Committee	Company	Position
1.	Nil	Nil	Nil

3. Mr. Rajesh Kumar Rathanchand

Sr. No.	Committee	Company	Position
1.	Audit Committee	Asirvad Micro Finance Limited	Member
2.	Nomination Compensation Corporate Governance Committee		Chairperson
3.	Risk Management Committee		Chairperson
4.	Financial Resources Management Committee		Chairperson
5.	Audit Committee	Manappuram Home Finance Limited	Member
6.	Nomination & Remuneration Committee		Chairperson
7.	Risk Management Committee		Chairperson
8.	Financial Resource Management Committee		Member

4. Mr. Balaji Vijayaraghavan

Sr. No.	Committee	Company	Position
1.	Audit Committee	Asirvad Micro Finance Limited	Member
2.	Corporate Social Responsibility Committee		Member
3.	IT Strategy Committee		Chairperson
4.	Audit Committee	Manappuram Home Finance Limited	Member
5.	Stakeholder Relationship Committee		Member
6.	Corporate Social Responsibility Committee		Member

7.	IT Strategy Committee		Chairperson
8.	Audit Committee	Manappuram Comptech and Consultants Limited	Chairperson

5. Mr. Rakesh Bhatt

Sr. No.	Committee	Company	Position
1.	IT Steering Committee	Avanse Financial Services Limited	Chairperson
2.	Risk Management Committee		Member
3.	Customer Service Committee		Member

6. Ms. Rosemary Sebastian

Sr. No.	Committee	Company	Position
1.	Audit Committee	Godrej Housing Finance Limited	Chairperson
2.	Nomination and Remuneration Committee		Member
3.	Stakeholder Relationship Committee		Chairperson
4.	IT Strategy Committee		Member
5.	Grievance Redressal Committee		Chairperson
6.	Wilful Defaulter Committee		Member
7.	Audit Committee	NIIF Infrastructure Finance Limited	Member
8.	Corporate Social Responsibility Committee		Member
9.	Nomination and Remuneration Committee		Member
10.	IT Strategy Committee		Chairperson
11.	Audit Committee	Godrej Capital Limited	Chairperson
12.	Nomination and Remuneration Committee		Member

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

Sd/-
Aparna Menon
Company Secretary

Date: June 18, 2026

Place: Valapad