

NOTICE



MANAPPURAM FINANCE LIMITED

Regd. Office: IV/470A(old) W638A (new), Manappuram House, Valapad P.O, Thrissur – 680 567

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

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

Notice is hereby given that the 29th Annual General Meeting (AGM) of the shareholders of Manappuram Finance Limited ("the Company") will be held on, 10th September, 2021, Friday at 10.00 a.m. IST through Video Conferencing / Other Audio Visual Means ("VC / OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. B N Raveendra Babu (DIN. 00043622), who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of MSKA & Associates as Joint Statutory Auditor of the Company and to fix their remuneration

To consider and if thought fit to pass the following resolution as an 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 RBI circular Ref. No. DoS.CO.ARG/ SEC.01/08.91. 001/2021-22 dated April 27,2021 - Guidelines for Appointment of Statutory Auditors (SAs), after considering and endorsing the recommendation of Audit committee and Board, approval of shareholders be and is hereby accorded for the appointment of MSKA & Associates (Firm Reg. No 105047W) as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of Twenty Ninth (29th) Annual General Meeting till the conclusion of the Thirty Second (32nd) Annual General Meeting, at a remuneration as may be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

4. Appointment of S K Patodia & Associates, as Joint Statutory Auditor of the Company and to fix their remuneration

To consider and if thought fit to pass the following resolution as an 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 RBI circular Ref. No. DoS.CO.ARG/ SEC.01/08.91. 001/2021-22 dated April 27,2021 - Guidelines for Appointment of Statutory Auditors (SAs), after considering and endorsing the recommendation of

Audit committee and Board, approval of shareholders be and is hereby accorded for the appointment of S K Patodia & Associates (Firm Reg. No.112723W.) , Chartered Accountants, as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of Twenty Ninth (29th) Annual General Meeting till the conclusion of the Thirty Second (32nd) Annual General Meeting, at a remuneration as may be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

5. Appointment of Mr. S.R Balasubramanian (DIN: 03200547) as Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, and as recommended by the Nomination Compensation and Corporate Governance Committee, Mr. S.R Balasubramanian (DIN: 03200547), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 28, 2021 to hold office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company from the date of this Annual General Meeting, who shall be liable to retire by rotation."

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

6. Revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P. Nandakumar, Managing Director & CEO:

To consider and, if thought fit, to give assent or dissent, for the following resolution to be passed as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 117, 196, 197, and 198 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent and approval of Shareholders of the Company be and is hereby accorded for revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P. Nandakumar (DIN:00044512), Managing Director & CEO with effect from April 01, 2021 as under:

Salary & Allowances: ₹ 7,00,00,000/- (Rupees Seven Crores Only) per annum as Salary and ₹ 1,50,00,000/- (Rupees One Crore Fifty 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.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the above terms of appointment including the terms relating to remuneration, as it may at its discretion, deem fit, for the unexpired tenure from time to time, provided that the remuneration is within the limit as approved above.

By order of the Board of Directors

Sd/-

Place: Valapad, Kerala
Date: 10th August, 2021

Manoj Kumar V R
Company Secretary

Notes

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May12, 2020 & SEBI/HO/CFD/CMD2/CIR/ P/ 2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The procedure for participating in the meeting through VC/OAVM is explained at Note 23 below.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this /AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. In this Notice, the term member(s) or shareholder(s) are used interchangeably.
3. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Numbers. 5 & 6 are annexed and forms part of this notice. The Board of Directors, having deemed it as unavoidable, proposes to seek approval of members.
4. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment / re-appointment of directors and appointment of auditors is furnished and forms a part of the notice.
5. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends from the financial year ended March 31, 2015 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;

Financial Year	Date of Declaration of Dividend	Due date for transfer to Investor Education and Protection Fund
2015	July 25, 2014	September 1, 2021
2015	October 30, 2014	December 7, 2021
2015	February 3, 2015	March 10, 2022
2015	May 14, 2015	June 21, 2022
2016	August 14, 2015	September 21, 2022
2016	November 5, 2015	December 12, 2022
2016	February 12, 2016	March 19, 2023
2016	March 11, 2016	April 18, 2023
2017	August 9, 2016	September 16, 2023

2017	November 10, 2016	December 17, 2023
2017	February 8, 2017	March 15, 2024
2018	May 25, 2017	July 2, 2024
2018	August 10, 2017	September 17, 2024
2018	November 7, 2017	December 14, 2024
2018	February 8, 2018	March 15, 2025
2019	May 18, 2018	June 25, 2025
2019	August 9, 2018	September 16, 2025
2019	November 6, 2018	December 13, 2025
2019	February 6, 2019	March 13, 2026
2020	May 15, 2019	June 22, 2026
2020	August 13, 2019	September 20, 2026
2020	November 6, 2019	December 13, 2026
2020	January 28, 2020	March 7, 2027
2020	February 27, 2020	April 3, 2027
2021	November 6, 2020	December 11, 2027
2021	January 29, 2021	March 05, 2028

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

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that remain unclaimed for seven years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF).

6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
7. Since the AGM is held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to cosecretary@manappuram.com with a copy marked to evoting@nsdl.co.in
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM. All

documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 10, 2021. Members seeking to inspect such documents shall send an email to cosecretary@manappuram.com for the purpose of inspection.

10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
11. 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.

Members are requested to address all correspondence, including dividend related matters, to the RTA, S.K.D.C Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, TN, India Phone: +91 422 4958995, 2539835/ 836, Email: info@skdc-consultants.com

12. Members may kindly update regularly the changes in bank account with the following information in your DP account for the shares held in dematerialized form and with RTA in case of shares held in physical form;
 - Bank account Number in full
 - MICR code,
 - IFS code,
 - Full name of the Bank and address of the branch,
 - email address.

The correct and complete particulars will help us in serving you better by timely credit of your future dividends immediately on payment by means of electronic credit.
13. Provisions relating to applicability of TDS on Dividend paid to shareholders are made available in the website of the Company at <https://www.manappuram.com/investors/notice-to-shareholders.html>
14. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cosecretary@manappuram.com. The same will be replied by the company suitably. 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 at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cosecretary@manappuram.com. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM. The

shareholders who do not wish to speak during the AGM but have queries may send their queries by September 04, 2021, 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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of AGM will be provided by NSDL.

Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Suresh M.V., Practicing Company Secretary, Senior Partner SMS & Co Company Secretaries LLP, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

16. The e-voting period commences on September 06, 2021 (9:00 a.m. IST) and ends on September 09, 2021 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. September 2, 2021 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member shall not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on cut-off date, i.e. as on September 2, 2021.
17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on cut-off date i.e. September 02, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. September 02, 2021, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

18. In compliance with the Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Annual Report 2020-21, the Notice of the 29th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, S.K.D.C. Consultants Limited (e-mail: manappuram@skdc-consultants.com) to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed for		
	Registering Address	Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, at S.K.D.C. Consultants Limited at manappuram@skdc-consultants.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.		For updation of Bank Mandate in respect of shares held in physical mode, the shareholders have to send the required details (including original cancelled Cheque leaf with name of the first shareholder pre-printed on it) by post/ courier to S.K.D.C. Consultants Limited Category I Registrars and Share Transfer Agents "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, TN, India.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.		

20. Members may also note that the Notice of the 29th AGM and the Annual Report 2020-21 will also be available on the Company's website, <https://www.manappuram.com/investors/notice-to-shareholders.html> websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

21. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

22. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at the address mentioned at Note No. 11 of the notice. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

23. The Scrutinizer shall submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than One working day from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges within two working days from the conclusion of AGM,

The result, along with the Scrutinizer's Report, will be placed on the Company's website, <https://www.manappuram.com/investors/notice-to-shareholders.html> and on the website of National Securities Depository Limited ('NSDL') immediately after the result is declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to BSE & NSE.

24. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 09, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are 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</p> <p>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 held 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>1. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <p>   </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
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
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 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116781 then user ID is 116781001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- b) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password

- a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period

and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting

3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
5. Upon confirmation, the message "Vote cast successfully" will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to smscollp@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 manappuram@skdc-consultants.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to manappuram@skdc-consultants.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained

at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

A. Explanatory Note to item nos. 3 & 4 – Appointment of Joint Statutory Auditors

The Reserve Bank of India vide RBI circular Ref. No.DoS.CO.ARG/ SEC.01/08.91. 001/2021-22 dated April 27,2021 mandated appointment of Joint Statutory Auditors (JSA) inter-alia in respect of NBFCs with asset size above ₹15,000 crores. The said Circular further required NBFCs to limit the term of Statutory Auditors to a term of three continuous years. Though prior approval of RBI is not required for appointment of JSA, the NBFCs have to submit a certificate of compliance within one month of their appointment. NBFCs are further mandated as per the said Circular to effect compliance before the end of the second quarter of the financial year 2021-22. The present statutory auditors of your company namely, Deloitte Haskins and Sells LLP, Chartered Accountants, Bangalore, (Firm Registration Number- 117366W) were appointed at 25th Annual General Meeting in terms of Section 139 of the Companies Act, 2013 for a term of five years. They have completed continuous period of 4 years as on the date of ensuing Annual General Meeting. Considering the requirements under the said Circular, the present Statutory Auditors, Deloitte Haskins and Sells LLP had communicated their intention to resign as statutory auditors of the company and their resignation shall be effective from the date of the ensuing Annual General Meeting i.e, September 10, 2021. Accordingly, the Board proposes the appointment of JSAs in compliance of the said Circular.

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

Item No. 5:

Mr. S.R Balasubramanian (DIN: 03200547) aged 71 years was inducted to the Board of the Company as an additional director under Section 161 of the Companies Act, 2013 at the meeting held on June 28, 2021. The Company has received from S.R Balasubramanian consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013. Disclosure of committee membership and code of conduct as per SEBI (LODR), Regulations, 2015 and declarations for fit and proper criteria under RBI Master Direction, 2016. In the opinion of the Board, credentials of Mr. S.R Balasubramanian match with the overall profile of the board members of the Company. The Nomination, Compensation and Corporate Governance Committee of Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S.R Balasubramanian as a Non-Independent Non-Executive Director of the Company. He will be liable to retire by rotation. Hence, the Nomination, Compensation and Corporate Governance Committee of Board of Directors recommends his appointment as Non-Independent Non-Executive Director in the ensuing 29th Annual General Meeting and Board of Directors recommends the resolution set out in Item No. 5 of the Notice for the Approval of the members. Additional information of directors seeking appointment/ reappointment as director at the Twenty Ninth Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 annexed to this notice.

The Directors, therefore, recommend the resolutions given in the Notice, for approval of the Shareholders of the Company as Ordinary Resolution.

None of the directors or Key Managerial Persons except Mr. S.R Balasubramanian (DIN: 03200547) is interested or concerned in the resolution

Item No. 6:

Mr. V.P Nandakumar (DIN:00044512) was appointed as the Chairman and Managing Director of the Company for a period of five years at the Annual General Meeting held on September 08, 2007 with effect from July 29, 2007. The Board further varied his terms of appointment and designation as Executive Chairman at its meeting held on April 30, 2009 and the same was approved by the shareholders at the Annual General Meeting held on August 17, 2009. The Board at its meeting held on May 18, 2012 re-designated Mr. V.P.Nandakumar (DIN:00044512) as Managing Director and Chief Executive Officer of the Company. The Board at its meeting held on January 10, 2013 renewed his term for a period of 5 years with effect from July 29, 2012. His re-appointment had been approved by the shareholders through postal ballot dated April 12 2013. Revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P.Nandakumar (DIN:00044512), Managing Director & CEO was approved by the Board through resolution by circulation dated May 25, 2016 and shareholders approved the same with effect from April 1, 2016 through Postal Ballot dated July 5, 2016. Mr. V.P.Nandakumar (DIN:00044512) was further reappointed as Managing Director & CEO for a further period of 5 years with effect from July 28, 2017 during the 25th AGM held on August 18, 2017.

Details of proposed revision of remuneration by way of increment and variation in the terms of appointment of Mr. V.P. Nandakumar (DIN:00044512), Managing Director & CEO with effect from April 01, 2021 are as under:

Salary & Allowances: ₹ 7,00,00,000/- (Rupees Seven Crores Only) per annum as Salary and ₹ 1,50,00,000/- (Rupees One Crore Fifty 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.

Last Drawn Remuneration

(₹ in Lakhs)

FY	Salary	Commission	Benefits/ Provident Fund
2020-21	750	750	90.1

The revision of remuneration is recommended by the Nomination, Compensation and Corporate Governance Committee at its meeting held on May 06, 2021, Considering his valuable service rendered to the company and as a reasonable increment. He was re -appointed as MD & CEO of the Company during the 25th AGM held on August 18, 2017 w.e.f. July 28, 2017 for a period of 5 years and the during the tenure, change in terms of remuneration were approved by shareholders for the first time at 27th Annual general meeting held on August 27, 2019.

Therefore, the Directors recommend the resolutions given in the Notice, for approval of the Shareholders of the Company as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company except Mr. V.P. Nandakumar (DIN:00044512), is interested or concerned in the resolution.

By order of the Board of Directors

Sd/-

Place: Valapad, Thrissur
Date: August 10, 2021

Manoj Kumar V R
Company Secretary

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

Mr. B N Raveendra Babu (DIN: 00043622)

Mr. B.N. Raveendra Babu holds a master's degree in Commerce from the Calicut University and completed his intern from the Institute of Certified Management Accountants. Prior to joining Manappuram Group, Mr. Raveendra Babu occupied senior positions in Finance and Accounts in various organisations in the Middle East. He has been the Director of our Company since July 15, 1992. He was appointed as the Joint Managing Director on January 11, 2010, redesignated as Executive Director on May 19, 2012 and re-designated as Non-Executive Director of the board of the company with effect from June 01, 2020

Name of the Director	Mr. B. N. Raveendra Babu (DIN: 00043622)		
Date of Birth	February 10, 1952		
Age	69		
Qualifications	M.Com, Certificate from Institute of certified Management Accounts UK		
Terms and conditions of re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation		
Details of remuneration sought to be paid and the remuneration last drawn	Remuneration sought to be paid – Nil Remuneration last drawn. ₹ 14,06,792/-.		
Date of Appointment on the Board	July 15, 1992		
Number of Meetings of the Board attended during the year	9		
Directorships held in other companies (Listed Entities (excluding Section 25 and foreign companies)	Nil		
Directorships of Other Board not mentioned above	1.Manappuram Insurance Brokers Limited 2.Asirvad Micro Finance Limited 3.Manappuram Comptech and Consultants Limited		
Memberships of committees across companies (includes only Audit & Shareholders' / Investors' Grievance Committee / Stakeholders Relationship Committee)	Name of Public Limited Companies	Name of Committees	Member/ Chairman
	Manappuram Insurance Brokers Limited	Audit Committee	Member
	Manappuram Finance Limited	Stakeholders Relationship and Securities Transfer Committee	Member
	Asirvad Micro Finance Limited	Stakeholders Relationship Committee	Member
Membership / Chairmanship of Committees of other Boards not mentioned above	Name of Companies	Name of Committees	Member/ Chairman
	Manappuram Finance Limited	IT Strategy Committee	Member
		Financial resources and management Committee	Member
		Asset Liability Management committee	Member
		Stakeholders Relationship and Securities Transfer Committee	Member
	Asirvad Micro Finance Limited	Borrowing and Securities Allotment Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Asset Liability Committee	Chairman
		Risk Management Committee	Member
		Management Committee	Member
Shareholding in the Company (Equity)	1417236 equity shares		
Relationship between directors inter-se	Nil		
Brief Profile/Nature of expertise in specific functional areas/ Experience	Mr. B. N. Raveendra Babu, is a Post Graduate in Commerce with additional qualification in Management Accounting from the U.K. Prior to joining Manappuram Group, Mr. Raveendra Babu occupied senior positions in Finance and Accounts in various organizations in the Middle East.		